



GREAT SPORTS INFRA LIMITED

Our Company was originally incorporated as Suravaram Marketing Private Limited at Secunderabad, Andhra Pradesh as a Private Limited Company under the provisions of Companies Act, 1956 vide Certificate of Incorporation dated June 14, 2004 bearing Registration No. 01-43476 of 2004-2005, issued by the Registrar of Companies, Andhra Pradesh, Hyderabad (now Registrar of Companies, Hyderabad). Subsequently, the name of our Company was changed to Great Sports Infra Private Limited, pursuant to a Special Resolution passed at an Extra-Ordinary General Meeting of shareholders held on March 16, 2009 for the purpose of Corporate Rebranding, and a fresh Certificate of Incorporation dated April 1, 2009 was issued by Assistant Registrar of Companies, Andhra Pradesh. Thereafter, the shareholders of our Company have vide special resolution passed at an Extra-Ordinary General Meeting held on July 18, 2018, approved the conversion of our Company from Private Limited Company to a Public Limited Company and a Fresh Certificate of Incorporation consequent upon Conversion from Private Company to Public Company dated August 03, 2018 was issued by the Registrar of Companies, Hyderabad and the name of our Company was changed to Great Sports Infra Limited. The Corporate Identification Number (CIN) of our Company is U52520TG2004PLC043476. For details of incorporation, change of name and registered office of our Company, please refer to chapter titled "General Information" and "Our History and Certain Other Corporate Matters" beginning on page 79 and 190 respectively of this Draft Red Herring Prospectus.

Registered Office: Flat No 101, 1-10-68/4, Plot No 52 Street No 2, Chikoti Gardens, Begumpet, Hyderabad, Telangana - 500016, India
Corporate Office: Flat No G-1 and G-2, Plot No 52, 1-10-68/4, Plot No. 52, Chikoti Gardens, Begumpet, Hyderabad-500016, Telangana, India.
Telefax No.: +91 040 6632 4900; **E-mail:** investor@greatsportsinfra.co.in; **Website:** www.greatsportsinfra.com
Contact Person: Shivangi Tibrewala, Company Secretary and Compliance Officer

PROMOTER OF OUR COMPANY: ANIL KUMAR SURAVARAM

THE OFFER	
INITIAL PUBLIC OFFER OF UPTO 27,96,000* EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH ("EQUITY SHARES") OF GREAT SPORTS INFRA LIMITED ("COMPANY" OR "OFFERER") FOR CASH AT A PRICE OF RS. [●] PER EQUITY SHARE (THE "OFFER PRICE") (INCLUDING A SHARE PREMIUM OF RS. [●] PER EQUITY SHARE) AGGREGATING UP TO RS. [●]** LAKHS (THE "OFFER") COMPRISING OF A FRESH ISSUE OF UPTO 23,46,000 EQUITY SHARES AGGREGATING UPTO RS. [●] LAKHS BY THE COMPANY ("FRESH ISSUE") AND AN OFFER FOR SALE OF UPTO 4,50,000 EQUITY SHARES, INCLUDING UPTO 1,60,000 BY SUJATHA REDDY SURAVARAM, UPTO 1,50,000 EQUITY SHARES BY KESHAV V. MURATEE, UPTO 59,150 EQUITY SHARES BY KIRTHANA RAMARAPU, UPTO 21,600 EQUITY SHARES BY NARESH V. RAGHAVAN AND UPTO 59,250 EQUITY SHARES BY JOHN AYYACHAMY (REFERRED TO AS "SELLING SHAREHOLDERS") AGGREGATING UPTO RS. [●] LAKHS ("OFFER FOR SALE"). THE OFFER COMPRISES OF UPTO [●] EQUITY SHARES OF FACE VALUE RS. 10/- EACH AT A PRICE OF RS. [●] PER EQUITY SHARE AGGREGATING RS. [●] LAKHS WHICH WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE OFFER (THE "MARKET MAKER RESERVATION PORTION"). THE OFFER LESS MARKET MAKER RESERVATION PORTION I.E. OFFER OF UPTO [●] EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH FOR CASH AT A PRICE OF RS. [●]/- PER EQUITY SHARE, AGGREGATING RS. [●] LAKHS IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER WILL CONSTITUTE [●]% AND [●]% RESPECTIVELY OF THE POST OFFER PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE FACE VALUE OF THE EQUITY SHARES IS RS. 10 EACH. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY AND SELLING SHAREHOLDERS IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER ("BRLM") AND WILL BE ADVERTISED IN ALL EDITIONS OF THE ENGLISH NATIONAL NEWSPAPER [●], ALL EDITIONS OF THE HINDI NATIONAL NEWSPAPER [●] AND [●] EDITIONS OF THE REGIONAL NEWSPAPER [●], EACH WITH WIDE CIRCULATION, AT LEAST 5 (FIVE) WORKING DAYS PRIOR TO THE BID / OFFER OPENING DATE WITH THE RELEVANT FINANCIAL RATIOS CALCULATED AT THE FLOOR PRICE AND THE CAP PRICE AND SHALL BE MADE AVAILABLE TO THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE EMERGE"), REFERRED TO AS THE "STOCK EXCHANGE") FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITE. In case of any revisions in the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days after such revision of the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the website of the BRLM and the terminals of the Syndicate Members.	
In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "SCRR") the Offer is being made for at least 25% of the post-Offer paid-up Equity Share capital of our Company. The Offer is being made through Book Building Process in accordance with Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("SEBI (ICDR) Regulations"), wherein not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to QIBs. 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Net Offer will be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Net Offer will be available for allocation to Retail Individual Investors, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All investors shall participate in this Offer mandatorily through the Applications Supported by Blocked Amount ("ASBA") process by providing details of their respective bank accounts which will be blocked by SCSBs. For details, please refer to the section titled "Offer Information" beginning on page 265 of the Draft Red Herring Prospectus.	
RISK IN RELATION TO THE FIRST OFFER	
This being the first public Offer of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is Rs. 10 each. The Floor Price is [●] times the face value and the Cap Price is [●] times the face value. The Offer Price (determined and justified by our Company and Selling Shareholders in consultation with the BRLM as stated in "Basis for Offer Price" on page 119 of this Draft Red Herring Prospectus) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed on EMERGE platform of National Stock Exchange of India Limited. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.	
GENERAL RISKS	
Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer including the risks involved. The Equity Shares issued in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the Draft Red Herring Prospectus. Specific attention of the investors is invited to the section "Risk Factors" beginning on page 23 of this Draft Red Herring Prospectus.	
COMPANY'S ABSOLUTE RESPONSIBILITY	
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer; that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect; that the opinions and intentions expressed herein are honestly held; and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Further, the Selling Shareholders accepts responsibility only for the statements specifically confirmed or undertaken by it in relation to themselves and their Offered Shares and confirm that such statements are true and correct in all material aspects and are not misleading in any material respect.	
LISTING	
The Equity Shares of our Company offered through this Draft Red Herring Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited ("NSE EMERGE"), in terms of the Chapter XB of the SEBI (ICDR) Regulations, 2009 as amended from time to time. Our Company has received an 'in-principal' approval letter dated [●] from National Stock Exchange of India Limited for using its name in the Offer document for listing of our shares on the EMERGE Platform of National Stock Exchange of India Limited. For the purpose of this Offer, National Stock Exchange of India Limited shall be the Designated Stock Exchange.	
BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE OFFER
 PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED 406-408, Keshava Premises, Behind Family Court, Bandra Kurla Complex, Bandra East, Mumbai – 400 051, Maharashtra, India Tel: +91-22 6194 6700 Fax: +91-22 2659 8690 Website: www.pantomathgroup.com Email: ipo@pantomathgroup.com Investor Grievance Id: ipo@pantomathgroup.com Contact Person: Hardik Bhuta / Umresh Zagade SEBI Registration No: INM000012110	 LINK INTIME INDIA PRIVATE LIMITED C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra, India Tel: +91 22 4918 6200 Fax: +91 22 4918 6195 Website: www.linkintime.co.in Email: greatsports.ipo@linkintime.co.in Investor Grievance Id: greatsports.ipo@linkintime.co.in Contact Person: Shanti Gopalkrishnan SEBI Registration Number: INR000004058
OFFER PROGRAMME	
BID/OFFER OPENS ON: [●]	BID/OFFER CLOSES ON: [●]

*Number of shares may need to be adjusted for lot size determination

**Subject to finalization of Basis of Allotment

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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 of America 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

DEFINITION AND ABBREVIATION

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

Term	Description
“ Great Sports Infra Limited ” or “the Company” or “our Company”, or “Issuer” or the “Issuer Company”	Unless the context otherwise requires, refers to Great Sports Infra Limited , a Public Limited Company incorporated under the Companies Act, 1956 vide Certificate of Incorporation dated June 14 2004, issued by the Registrar of Companies, Andhra Pradesh, Hyderabad (now Registrar of Companies, Hyderabad).
“We”, “our”, “us” or “Group”	Unless the text otherwise indicates or implies, refers to our Company

COMPANY AND SELLING SHAREHOLDERS RELATED TERMS

Term	Description
Articles/ Articles of Association / AOA	The Articles of Association of Great Sports Infra Limited, as amended from time to time.
Audit Committee	The committee of the Board of Directors constituted as the Company’s Audit Committee in accordance with Section 177 of the Companies Act, 2013 vide Board Resolution dated August 23, 2018
Auditor or Statutory Auditor	The Statutory Auditor of our Company, being, K Vijayaraghavan & Associates LLP, Chartered Accountants
Bankers to the Company	Such banks which are disclosed as Bankers to our Company in the chapter titled “ <i>General Information</i> ” on page 79 of this Draft Red Herring Prospectus.
Board of Directors/ the Board / our Board	The Board of Directors of our Company, as duly constituted from time to time, including Committee(s) thereof.
Chief Financial Officer (CFO)	The Chief Financial Officer of our Company being Surendra Kamath Basavanagudi
CIN	Corporate Identification Number U52520TG2004PLC043476
Chief Operating officer (COO)	The Chief Operating Officer of our Company being John Kumblavelil John
Company Secretary and Compliance Officer	The Company Secretary & Compliance Officer of our Company being Shivangi Tibrewala
Corporate Office	The Corporate Office of our Company is situated at: Flat No G-1 and G-2, Plot No 52, 1-10-68/4, Plot No. 52, Chikoti Gardens, Begumpet, Hyderabad, Telangana – 500016, India.
CSR Committee	The Corporate Social Responsibility committee of our Board of Directors constituted in accordance with Section 135 of the Companies Act, 2013 and rules made thereunder vide board resolution dated August 23, 2018
Director(s)	Director(s) of our Company, unless otherwise specified.
Equity Shareholders	Persons/ Entities holding Equity Shares of our Company

Term	Description
Equity Shares	Equity Shares of our Company of face value of Rs. 10 each fully paid up.
Independent Director	The Independent Director(s) of our Company as disclosed in the chapter titled “ <i>Our Management</i> ” beginning on page 195 of this Draft Red Herring Prospectus.
IPO Committee	The committee of the Board of Directors constituted as the Company’s IPO Committee <i>vide</i> board resolution dated August 23, 2018
ISIN	International Securities Identification Number. In this case being [●]
KMP or Key Managerial Personnel	Key managerial personnel of our Company in terms of Regulation 2(1) (s) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, 2013 and as disclosed in the chapter titled “ <i>Our Management</i> ” beginning on page 195 of this Draft Red Herring Prospectus.
Materiality Policy	The policy adopted by our Board on August 23, 2018 for identification of group companies of our Company, outstanding litigation and outstanding dues to creditors in respect of our Company, pursuant to the disclosure requirements under the SEBI ICDR Regulations
MOA / Memorandum / Memorandum of Association	The Memorandum of Association of Our Company, as amended from time to time.
Nomination and Remuneration Committee	The committee of the Board of Directors constituted as the Company’s Nomination and Remuneration Committee in accordance with Section 178 of the Companies Act, 2013 <i>vide</i> board resolution dated August 23, 2018
NRI/ Non-Resident Indian	A person resident outside India, as defined under FEMA and who a citizen of India or a Person of Indian Origin is as defined under FEMA (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.
Peer Reviewed Auditor	Independent Auditor having a valid Peer Review Certificate in our case being K Vijayaraghavan & Associates LLP, Chartered Accountants.
Promoter Group	Includes such persons and entities constituting our promoter group in terms of Regulation 2(1)(zb) of the SEBI (ICDR) Regulations and as enlisted in the chapter titled “ <i>Our Promoter and Promoter Group</i> ” beginning on page 210 of this Draft Red Herring Prospectus.
Promoter	Promoter of Our Company being, Anil Kumar Suravaram
Quarter	A period of 3 (three) continuous months.
Registered Office	Flat No 101, 1-10-68/4, Plot No 52 Street No 2, Chikoti Gardens, Begumpet, Hyderabad - 500016, Telangana, India

Term	Description
Restated Financial Information	The restated financial information of our Company, which comprises the restated statement of assets and liabilities, the restated statement of profit and loss and the restated statement of cash flow as at and for the financial years ended March 31, 2018, March 31, 2017, March 31 2016, March 31, 2015 and March 31, 2014, together with the annexures and notes thereto prepared in terms of the requirements of the Companies Act, 2013, as amended read with the SEBI (ICDR) Regulations as amended from time to time.
Roc / Registrar of Companies	The Registrar of Companies, Hyderabad, Andhra Pradesh & Telangana at 2 nd Floor, Corporate Bhawan, GSI Post, Tattiannaram Nagole, Bandlaguda, Hyderabad – 500068, Telangana, India
Shareholders	Shareholders of our Company, unless otherwise specified
Selling Shareholder(s)	Sujatha Reddy Suravaram, Keshav V. Muratee, Kirthana Ramarapu, Naresh V. Raghavan, John Ayyachamy.
Stakeholders' Relationship Committee	The committee of the Board of Directors constituted as the Company's Stakeholders' Relationship Committee in accordance with Section 178 of the Companies Act, 2013 <i>vide</i> board resolution dated August 23, 2018.
you, your or yours	Prospective investors in this Offer

OFFER RELATED TERMS

Term	Description
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to a Bidder as proof of registration of the Bid
Allotment / Allot/ Allotted	Issue and allotment of Equity Shares of our Company pursuant to Fresh Issue and transfer of the respective portion of the Offered shares by the Selling Shareholders pursuant to the Offer for Sale to the Successful Bidders
Allotment Advice	Note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee(s)	Successful Bidders(s) to whom Equity Shares have been allotted/transferred.
ASBA / Application Supported by Blocked Amount	An application, whether physical or electronic, used by Bidders, to make a Bid authorising an SCSB to block the Bid Amount in the ASBA Account
ASBA Account	An account maintained with an SCSB and specified in the Bid cum Application Form submitted by Bidders for blocking the Bid Amount mentioned in the Bid cum Application Form
ASBA Application Location(s) / Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata and Hyderabad.
ASBA Bid	A Bid made by ASBA bidder
ASBA Bidder	Any Bidder.

Term	Description
ASBA form	An application form, whether physical or electronic, used by Bidders which will be considered as the application for Allotment in terms of the Red Herring Prospectus.
Banker(s) to the Offer/ Public Offer Bank(s)	The banks which are clearing members and registered with SEBI as Banker to an Offer with whom the Public Offer Account will be opened and in this case being [●]
Basis of Allotment	The basis on which Equity Shares will be Allotted to the successful Bidders under the Offer and which is described under chapter titled “Offer Procedure” beginning on page 277 of this Draft Red Herring Prospectus.
Bid	An indication to make an Offer during the Bid/Offer Period by a Bidder pursuant to submission of the Bid cum Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and in the case of Retail Individual Bidders Bidding at Cut Off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Retail Individual Bidder or blocked in the ASBA Account upon submission of the Bid in the Offer
Bid cum Application form	The form used by a Bidder, to make a Bid and which will be considered as the application for Allotment in terms of the Red Herring Prospectus
Bid Cum Application Collecting Intermediaries	1. a SCSB with whom the bank account to be blocked, is maintained 2. a syndicate member (or sub-syndicate member) If any 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’) if any 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 Offer and share transfer agent (‘RTA’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
Bid Lot	[●] Equity shares and in multiples of [●] Equity Shares thereafter
Bid/ Offer Closing Date	The date after which the Syndicate, the Designated Branches and the Registered Brokers will not accept any Bids, which shall be notified in all editions of the English national newspaper [●], all editions of the Hindi national newspaper [●], and [●] edition of the [●] newspaper [●], each with wide circulation and in case of any revision, the extended Bid/Offer Closing Date shall also be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations.

Term	Description
Bid/ Offer Opening Date	The date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids, which shall be notified in all editions of the English national newspaper [●], all editions of the Hindi national newspaper [●], and [●] edition of the [●] newspaper [●], each with wide circulation, and in case of any revision, the extended Bid/Offer Opening Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations.
Bid/ Offer Period	The period between the Bid/Offer Opening Date and the Bid/Offer Closing Date, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof.
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Draft Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an ASBA Bidder
Bidding/collecting Centre	Centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated SCSB Branch for SCSBs, Specified Locations for Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	Book Building Process, as provided in Schedule XI of the SEBI ICDR Regulations, in terms of which the Offer is being made
Book Running Lead Manager or BRLM	The Book Running Lead Manager to the Offer namely Pantomath Capital Advisors Private Limited, SEBI registered Category – I Merchant Banker
Broker Centres	Broker centres notified by the Stock Exchange, where the Bidders can submit the Bid cum application forms to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers, are available on the website of National Stock Exchange of India Limited
CAN or Confirmation of Allocation Note	The note or advice or intimation sent to each successful Bidder indicating the Equity Shares which will be Allotted/ transferred, after approval of Basis of Allotment by the Designated Stock Exchange.
Cap Price	The higher end of the Price Band, above which the Offer Price will not be finalised and above which no Bids (or a revision thereof) will be accepted
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account.
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI

Term	Description
Controlling Branch / Designated Branch	Such branch of the SCSBs which coordinate Applications under this Offer by the ASBA Applicants with the Registrar to the Offer 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
Cut-off Price	Offer Price, which shall be any price within the Price Band finalised by our Company and Selling Shareholders in consultation with the BRLM. Only Retail Individual Bidders are entitled to Bid at the Cut-off Price. QIBs and Non Institutional Bidders are not entitled to Bid at the Cut-off Price.
Demographic Details	The demographic details of the Bidders/Applicants such as their address, PAN, occupation and bank account details
Depositories	Depositories registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time, being NSDL and CDSL
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996
Designated CDP Locations	Such centres of the CDPs where Bidders can submit the Bid Cum Application Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the website of the Stock Exchange www.nseindia.com and updated from time to time
Designated Date	The date on which the Collection Banks transfer funds from the public Offer accounts, and the SCSBs issue instructions for transfer of funds from the ASBA Accounts, to the Public Offer Account or the Refund Account, as appropriate, in terms of the Red Herring Prospectus following which the Board of Directors may Allot Equity Shares to successful Bidders in the Fresh Issue and Selling Shareholders may give delivery instructions for the transfer of the respective Offered Shares.
Designated Intermediary(ies)	Syndicate, Sub-Syndicate Members/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are authorized to collect ASBA Forms from the Bidders, in relation to the Offer
Designated RTA Locations	Such centres of the RTAs where Bidder can submit the Bid cum Application Forms. The details of such Designated RTA Locations, along with the names and contact details of the RTAs are available on the respective websites of the Stock Exchange www.nseindia.com and updated from time to time
Designated Stock Exchange	National Stock Exchange of India Limited

Term	Description
Draft Red Herring Prospectus or DRHP	This Draft Red Herring Prospectus dated September 28, 2018 issued in accordance with section 32 of the Companies Act, 2013 and filed with the EMERGE platform of National Stock Exchange of India Limited under SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer
Eligible NRI	A non-resident Indian, from such jurisdiction outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom this Red Herring Prospectus constitutes an invitation to subscribe for the Equity Shares offered herein on the basis of the terms thereof.
Escrow Account	Account opened with the Escrow Collection Bank(s) and in whose favour the Investors will transfer money through direct credit/NEFT/RTGS in respect of the Bid Amount when submitting a Bid.
Escrow Agreement	An Agreement dated [●], entered into between our Company, the Selling Shareholders, the Registrar to the Offer, the Bankers to the Offer, the BRLM, and the Syndicate Members for collection of the Bid Amounts and where applicable remitting refunds, if any, on the terms and conditions thereof.
Escrow Bank	A bank, which is a clearing member and registered with SEBI as a Banker to an Offer and with whom the Escrow Account has been opened, in this case being [●].
FII / Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First / sole Bidder	Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
Floor Price	The lower end of the Price Band, subject to any revision thereto, at or above which the Offer Price will be finalised and below which no Bids will be accepted.
Fresh Issue	Fresh Issue of upto 23,46,000 Equity Shares aggregating upto Rs. [●] Lakhs
General Information Document/GID	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 and included in “Offer Procedure” on page 277 of this Draft Red Herring Prospectus
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the National Stock Exchange of India Limited
Market Maker	Market Maker appointed by our Company from time to time, in this case being [●] 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

Term	Description
Market Maker Reservation Portion	The Reserved Portion of [●] Equity Shares of face value of Rs. 10 each fully paid for cash at a price of Rs. [●] per Equity Share aggregating Rs. [●] Lakhs for the Market Maker in this Offer.
Market Making Agreement	Market Making Agreement dated [●] between our Company, the Selling Shareholders, Book Running Lead Manager and Market Maker.
Maximum RII Allottees	The maximum number of RIIs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot
Mutual Fund Portion	5% of the QIB Portion, or [●] Equity Shares, which shall be available for allocation only to Mutual Funds on a proportionate basis, subject to valid Bids being received at or above the Offer Price
Mutual Fund(s)	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time
Net Offer	The Offer (excluding the Market Maker Reservation Portion) of upto [●] Equity Shares of face value of Rs. 10 each fully paid for cash at a price of Rs. [●] per Equity Share aggregating Rs. [●] Lakhs by our Company
Net Proceeds	The proceeds of the Offer less the Offer related expenses. For further information regarding use of the Net Proceeds and the Offer expenses, see “ <i>Objects of the Offer</i> ” on page 109 of this Draft Red Herring Prospectus
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
Non Institutional Bidders	All Bidders, including Category III FPIs that are not QIBs or Retail Individual Investors, who have applied for Equity Shares for an amount of more than Rs. 2,00,000 but not including NRIs other than Eligible NRIs
Non-Institutional Category	The portion of the Offer, being not more than 15% of the Net Offer or [●] Equity Shares, available for allocation on a proportionate basis to Non-Institutional Investors subject to valid Bids being received at or above the Offer Price
Non-Resident	A person resident outside India, as defined under FEMA and includes FIIs and FPIs
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 Offer.
Offer	The initial public offering of upto 27,96,000 Equity Shares of face value of Rs. 10 each, for cash at a price of Rs. [●] each, aggregating up to [●] Equity Shares.
Offer Agreement	The agreement dated September 10, 2018 entered into among our Company, Selling Shareholders and the BRLM, pursuant to which certain arrangements are agreed to in relation to the Offer

Term	Description
Offer for Sale/ OFS	The Offer for Sale of upto 4,50,000 Equity Shares aggregating up to Rs. [●] by the Selling Shareholders at the Offer Price in terms of the Draft Red Herring Prospectus, consisting of upto 1,60,000 Equity Shares by Sujatha Reddy Suravaram, upto 1,50,000 Equity Shares by Keshav V. Muratee, upto 59,150 Equity Shares by Kirthana Ramarapu, upto 21,600 Equity Shares by Naresh V. Raghavan and upto 59,250 Equity Shares by John Ayyachamy. For further details in relation to Selling Shareholders, see " <i>The Offer</i> " on page 77 of this Draft Red Herring Prospectus.
Offer Price	The final price at which Equity Shares will be Allotted to successful Bidders in terms of the Red Herring Prospectus and the Prospectus. The Offer Price as determined in accordance with the Book Building Process will be decided by our Company and selling shareholders, in consultation with the BRLM, on the Pricing Date
Offer Proceeds	Proceeds of the Offer that are available to our Company and the Selling Shareholders. For further information about use of the Offer Proceeds, Kindly refer to the chapter titled " <i>Objects of the Offer</i> " beginning on page 109 of this Draft Red Herring Prospectus
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.
Price Band	Price band of a minimum price of Rs. [●] per Equity Share (Floor Price) and the maximum price of Rs. [●] per Equity Share (Cap Price) including revisions thereof. The Price Band and the minimum Bid Lot size for the Offer will be decided by our Company and Selling Shareholders in consultation with the BRLM and will be advertised at least five Working Days prior to the Bid/ Offer Opening Date, in all edition of the English national newspaper [●], all edition of the Hindi national newspaper [●] and [●] edition of the [●] newspaper [●], each with wide circulation.
Pricing date	The date on which our Company and Selling Shareholders in consultation with the BRLM, will finalise the Offer Price.
Prospectus	The Prospectus to be registered with the RoC on or after the Pricing Date in accordance with Section 26 of the Companies Act, 2013, and the SEBI (ICDR) Regulations containing, inter alia, the Offer Price, the size of the Offer and certain other information.
Public Offer Account	Account opened with the Banker to the Offer i.e. [●] under Section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the bidders on the Designated Date.

Term	Description
Public Offer Account Agreement/ Banker to the Offer Agreement	Agreement entered on [●] amongst our Company, Selling Shareholders, Book Running Lead Manager, the Registrar to the Offer and Public Offer Bank/Banker to the Offer for collection of the Bid Amount on the terms and conditions thereof.
QIB Portion	The portion of the Offer being not more than 50% of the Offer, or [●] Equity Shares, which shall be allocated on a proportionate basis to QIBs, subject to valid Bids being received at or above the Offer Price
Qualified Institutional Buyers or QIBs	Qualified Institutional Buyers as defined under Regulation 2(1) (zd) of the SEBI (ICDR) Regulations, 2009.
Red Herring Prospectus or RHP	The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013, and the provisions of the SEBI (ICDR) Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus will be registered with the RoC at least three days before the Bid/ Offer Opening Date and will become the Prospectus upon filing with the RoC on or after the Pricing Date.
Refund Account(s)	The account opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount (excluding refund to Bidders) shall be made.
Refund Bank(s) / Refund Banker(s)	Bank which is / are clearing member(s) and registered with the SEBI as Bankers to the Offer at which the Refund Account will be opened, in this case being [●].
Refund through electronic transfer of funds	Refunds through NECS, direct credit, RTGS or NEFT, as applicable
Registered Broker	Individuals or companies registered with SEBI as "Trading Members" (except Syndicate/Sub-Syndicate Members) who hold valid membership of National Stock Exchange of India Limited having right to trade in stocks listed on Stock Exchange, through which investors can buy or sell securities listed on stock exchange, a list of which is available on http://www.nseindia.com/membership/dynaContent/find_a_broker.htm
Registrar /Registrar to the Offer	Registrar to the Offer, in this case being, Link Intime India Private Limited.
Registrar Agreement	Agreement dated September 10, 2018 entered into among our Company, the Selling Shareholders and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Reservation Portion	The portion of the Offer reserved for category of eligible Bidders as provided under the SEBI (ICDR) Regulations, 2009

Term	Description
Reserved Category / Categories	Categories of persons eligible for making Bids under reservation portion.
Resident Indian	A person resident in India, as defined under FEMA
Retail Category	The portion of the Offer, being not less than 35% of the Net Offer, or [●] Equity Shares, available for allocation to Retail Individual Investors, which shall not be less than the minimum Bid lot, subject to availability in the Retail Category
Retail Individual Bidder(s)/Retail Individual Investor(s)/RII(s)/RIB(s)	Individual Bidders, or minors applying through their natural guardians, including HUFs (applying through their <i>Karta</i>), who apply for an amount less than or equal to Rs. 2,00,000
Revision Form	Form used by the Bidders, to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s)
SCSB/ Self Certified Syndicate Banker	Shall mean a Banker to an Offer registered under SEBI (Bankers to an Offer) Regulations, 1994, as amended from time to time, and which Offer the service of making Bids/Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised Intermediaries or at such other website as may be prescribed by SEBI from time to time
SEBI (Foreign Portfolio Investor) Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and includes the agreement to be entered into between our Company and the Stock Exchange in relation to listing of Equity Shares on such Stock Exchange.
Share Escrow Agent	Escrow Agent appointed pursuant to the Share Escrow Agreement namely, [●]
Share Escrow Agreement	Agreement to be entered into among our Company, the Selling Shareholders and the Share Escrow Agent in connection with the transfer of Equity Shares under the Offer for Sale by the Selling Shareholders and credit of such Equity Shares to the demat account of the allottees
SME Exchange	EMERGE Platform of NSE Limited, approved by SEBI as an SME Exchange for listing of equity shares offered under Chapter XB of the SEBI (ICDR) Regulations
Specified Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms from Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in) and updated from time to time
Syndicate Agreement	Agreement dated [●] entered into amongst the BRLM, the Syndicate Members, our Company and Selling Shareholders in relation to the procurement of Bid cum Application Forms by Syndicate
Syndicate Members	Intermediaries registered with SEBI who are permitted to carry out activities as an underwriter, namely, [●]
Syndicate or Members of the Syndicate	The BRLM and the Syndicate Members

Term	Description
TRS or Transaction Registration Slip	The slip or document issued by the Syndicate, or the SCSB (only on demand), as the case may be, to the Bidder as proof of registration of the Bid
Underwriter	[●]
Underwriting Agreement	The agreement dated [●] entered into between the Underwriter, our Company and Selling Shareholders.
Working Day	(i) Till Application / Offer Closing Date: All days other than a Saturday, Sunday or a public holiday; (ii) Post Application / Offer Closing Date and till the listing of Equity Shares: 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
ACC	Asian Cricket Council
AICS	All India Council for Sports
CPI	Consumer Price Index
CSO	Central Statistics Office
FIBA	International Basketball Federation
FIFA	Fédération Internationale de Football Association
FIH	Fédération Internationale de Hockey
GAV	Gross Value Added
GDP	Gross Domestic Product
GST	Goods And Services Tax
IAAFF	International Association of Athletics Federations
IBC	Insolvency And Bankruptcy Code
IIP	Index Of Industrial Production
IMF	International Monetary Fund
IOA	Indian Olympic Association
IPL	Indian Premier League
MSP	Minimum Support Price
NBA	National Basketball Association
NBFCs	Non-Banking Financial Company
NCAA	National Collegiate Athletic Association
NSF	National Sports Federations
NSSF	National Small Savings Fund
OMO	Open Market Operations
OPEC	Organization of the Petroleum Exporting Countries
PFCE	Private final consumption expenditure
SAI	Sports Authority of India
TBS	Twin Balance Sheet
WEO	World Economic Outlook

CONVENTIONAL AND GENERAL TERMS/ABBREVIATIONS

Term	Description
A.Y./AY	Assessment Year
A/C	Account
AGM	Annual General Meeting
AIF	Alternative Investment Fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
AoA	Articles of Association
AS/Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Application Supported by Blocked Amount
BIFR	Board for Industrial and Financial Reconstruction
BRLM	Book Running Lead Manager
CAGR	Compounded Annual Growth Rate
Category I Foreign Portfolio Investors	FPIs who are registered as - Category I foreign portfolio investors under the SEBI FPI Regulations
Category II Foreign Portfolio Investors	FPIs who are registered as - Category II foreign portfolio investors under the SEBI FPI Regulations
Category III Foreign Portfolio Investors	FPIs who are registered as - Category III foreign portfolio investors under the SEBI FPI Regulations
CC	Cash Credit
CDSL	Central Depository Services (India) Limited
CENVAT	Central Value Added Tax
CEO	Chief Executive Officer
CFO	Chief Financial Officer
CIN	Corporate Identification Number
Cm	Centimetre
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections) and the Companies Act, 2013.
Companies Act, 2013	The Companies Act, 2013, to the extent in force pursuant to the notification of the notified sections
COO	Chief Operating Officer
CS	Company Secretary
CST	Central Sales Tax
Depositories	NSDL (National Securities Depository Limited) and CDSL (Central Depository Services Limited); 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.
DGFT	Directorate General of Foreign Trade
DIN	Director Identification Number
DIPP	Department of Industrial Policy & Promotion
DP	Depository Participant
DP ID	Depository Participant's Identity
EBIDTA	Earnings before interest, depreciation, tax, amortization and extraordinary items
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting

Term	Description
EPFA	The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
EPS	Earnings Per Share
ESIC	Employee State Insurance Corporation
F.Y./FY	Financial Year
FCNR Account	Foreign Currency Non Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act 1999, as amended from time to time and the regulations framed there under
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.
FII(s)	Foreign Institutional Investor, as defined under the FII Regulations and registered with the SEBI under applicable laws in India
FIPB	The Foreign Investment Promotion Board, Ministry of Finance, Government of India
FIs	Financial Institutions
FPI(s)	Foreign Portfolio Investor means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities And Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act, 1992
FV	Face Value
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000
GAAP	Generally Accepted Accounting Principles
GDP	Gross Domestic Product
GIR Number	General Index Registry number
GoI / Government	Government of India
HNI	High Networth Individual
HUF	Hindu Undivided Family
I. T. Act	The Income Tax Act, 1961, as amended.
ICAI	Institute of Chartered Accountants of India
ICDR Regulations/ SEBI Regulations/ SEBI (ICDR) Regulations/Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time
IFRS	International Financial Reporting Standards
Indian GAAP	Generally Accepted Accounting Principles in India
INR / Rs. / Rupees / ₹	Indian National Rupee, the legal currency of the Republic of India
IPO	Initial Public Offering
IRDA	Insurance Regulatory and Development Authority
IT Authorities	Income Tax Authorities
IT Rules	The Income Tax Rules, 1962, as amended from time to time
Key Managerial Personnel / KMP	The officers declared as a Key Managerial Personnel and as mentioned in the chapter titled " <i>Our Management</i> " beginning on page 195 of this Draft Red Herring Prospectus
KVA	Kilovolt-ampere

Term	Description
Listing Regulations / SEBI Listing Regulations/ SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
Ltd.	Limited
MD	Managing Director
MICR	Magnetic Ink Character Recognition
Mn	Million
MoA	Memorandum of Association
MoF	Ministry of Finance, Government of India
MoU	Memorandum of Understanding
N/A or N.A.	Not Applicable
NAV	Net Asset Value
NBFC	Non-Banking Finance Company
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
NI Act	Negotiable Instruments Act, 1881
NOC	No Objection Certificate
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
OCB	Overseas Corporate Bodies
p.a.	per annum
P/E Ratio	Price Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
Pvt.	Private
QIB	Qualified Institutional Buyer
RBI	Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934, as amended from time to time
RoC	Registrar of Companies
RoNW	Return on Net Worth
Rs. / INR/ ₹	Indian Rupees
SCRA	Securities Contracts (Regulation) Act, 1956 as amended from time to time
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

Term	Description
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
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 Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to the SEBI AIF Regulations
Sec	Section
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time
SME	Small Medium Enterprise
SSI Undertaking	Small Scale Industrial Undertaking
Stock Exchange	National Stock Exchange of India Limited.
STT	Securities Transaction Tax
Sub-Account	Sub-accounts registered with SEBI under the SEBI (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
TAN	Tax Deduction Account Number
TIN	Taxpayers Identification Number
TNW	Total Net Worth
TRS	Transaction Registration Slip
U.S. GAAP	Generally accepted accounting principles in the United States of America
u/s	Under Section
UIN	Unique Identification Number
UOI	Union of India
US/ U.S. / USA / United States	United States of America
USD / US\$ / \$	United States Dollar, the official currency of the United States of America
VAT	Value Added Tax
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
w.e.f.	With effect from
WDV	Written Down Value
WTD	Whole-time Director
YoY	Year over year

Notwithstanding the following: -

- i. In the section titled “*Main Provisions of the Articles of Association*” beginning on page 331 of this Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;
- ii. In the section titled “*Financial Statements*” beginning on page 216 of this Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;
- iii. In the section titled “*Risk Factor*” beginning on page 23 of this Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;
- iv. In the chapter titled “*Statement of Possible Tax Benefits*” beginning on page 122 of this Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that chapter; and
- v. In the chapter titled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 217 of this Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that chapter.

FORWARD LOOKING STATEMENT

This Draft Red Herring 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.

Important factors that could cause actual results to differ materially from our expectations include, but are not limited to the following:-

- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Changes in laws and regulations relating to the sectors/areas in which we operate;
- Increased competition in the Industry which we operate;
- Factors affecting the Industry in which we operate;
- Our ability to meet our capital expenditure requirements;
- Fluctuations in operating costs;
- Our ability to attract and retain qualified personnel;
- Changes in political and social conditions in India, the monetary and interest rate policies of India and other countries;
- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- The performance of the financial markets in India and globally;
- Any adverse outcome in the legal proceedings in which we are involved;
- Our failure to keep pace with rapid changes in technology;
- The occurrence of natural disasters or calamities;
- Other factors beyond our control;
- Our ability to manage risks that arise from these factors;
- Conflict of Interest with affiliated companies, the promoter group and other related parties; and
- Changes in government policies and regulatory actions that apply to or affect our business.

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 23 and 217 respectively of this Draft Red Herring 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 Red Herring Prospectus. Neither we, our Directors, Book Running Lead Manager, Underwriter 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 BRLM 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.

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 Red Herring Prospectus are extracted from the restated financial statements of our Company, prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditor, set out in the section titled *“Financial Statements as Restated”* beginning on page 216 of this Draft Red Herring 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 April 1st of each year and ends on March 31st of the next year. All references to a particular fiscal year are to the 12 month period ended March 31st of that year. In this Draft Red Herring 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 Red Herring 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 Red Herring 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 Red Herring 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, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditor, set out in the section titled *“Financial Statements as Restated”* beginning on page 216 of this Draft Red Herring Prospectus.

CURRENCY OF PRESENTATION

In this Draft Red Herring Prospectus, references to “Rupees” or “Rs.” or “INR” or “₹” 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 AND MARKET DATA

Unless stated otherwise, Industry and Market data and various forecasts used throughout this Draft Red Herring Prospectus have been obtained from publically available information, Industry Sources and Government Publications.

Industry Sources as well as Government Publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

Although we believe that industry data used in this Draft Red Herring Prospectus is reliable, it has not been independently verified by the Book Running Lead Manager or our Company or any of their 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*” beginning on page 23 of this Draft Red Herring Prospectus. Accordingly, investment decisions should not be based solely on such information.

Further, the extent to which the industry and market data presented in this Draft Red Herring 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.

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 Red Herring 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. Unless otherwise stated, the financial information of our Company used in this section is derived from our restated financial statements prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI ICDR Regulations. To obtain a better understanding, you should read this section in conjunction with the chapters titled “Our Business” beginning on page 151, “Our Industry” beginning on page 125 and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 217 respectively, of this Draft Red Herring Prospectus as well as other financial information contained herein.

Materiality:

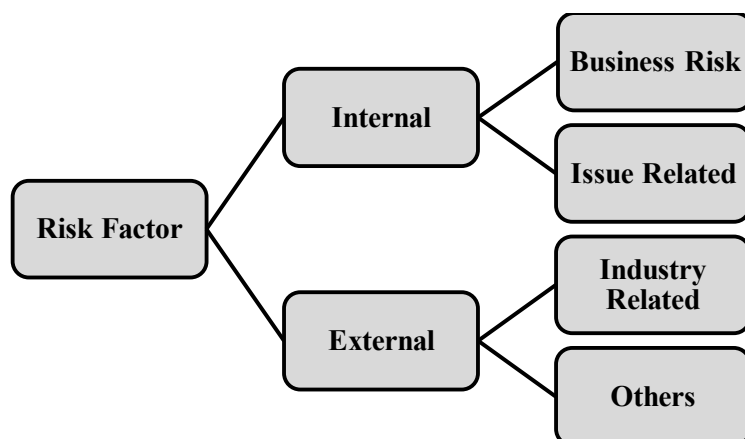
The following factors have been considered for determining the materiality of Risk Factors:

- Some events may not be material individually but may be found material collectively;*
- Some events may have material impact qualitatively instead of quantitatively; and*
- 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 Red Herring 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 Abbreviation” beginning on page 3 of this Draft Red Herring Prospectus. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another.

In this Draft Red Herring Prospectus, any discrepancies in any table between total and the sums of the amount listed are due to rounding off.

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



INTERNAL RISK FACTORS

BUSINESS SPECIFIC RISKS

- Our Company is currently involved in certain civil, Negotiable Instruments related and tax related proceedings which is/are pending at various stages at various jurisdiction. Any adverse decision in such proceedings may render us liable to liabilities and penalties and may adversely affect our business and results of operations.*

Our Company is involved in certain Income tax related proceedings. It has been issued notices under Income Tax Act, 1961 and related proceedings are pending with relevant statutory authorities at various jurisdictions. Company is also involved in the complaint under Section 138 of Negotiable Instruments Act, 1881. There are two writ petitions are filed against our Company before the Hon'ble High Court of Karnataka, Bengaluru and Hon'ble High Court of Madhya Pradesh, Jabalpur respectively and the matters are currently pending.

Also, we cannot assure you that, we, our promoter, our directors may not face legal proceedings in future; any adverse decision in such legal proceedings may impact our business and results of operations. For further details in relation to legal proceedings involving our Company, Promoter, Directors please refer the chapter titled “*Outstanding Litigations and Material Developments*” on page 237 of this Draft Red Herring Prospectus. Except as mentioned above, there are no legal proceedings by or against our Company, Directors and Promoter. A classification of legal proceedings is mentioned below:

Name of Entity	Criminal Proceedings	Civil/ Arbitration Proceedings	Tax Proceedings	Labour Disputes	Legal Notice	Complaints under Section 138 of NI Act, 1881	Aggregate amount involved (Rs. In lakhs)
Company							
By the Company	Nil	Nil	Nil	Nil	1	Nil	13.08
Against the Company	Nil	2	3	Nil	Nil	1	107.47
Promoter							
By the Promoter	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Name of Entity	Criminal Proceedings	Civil/ Arbitration Proceedings	Tax Proceedings	Labour Disputes	Legal Notice	Complaints under Section 138 of NI Act, 1881	Aggregate amount involved (Rs. In lakhs)
Against the Promoter	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Group Companies							
By Group Companies	N.A.*	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Against Group Companies	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Directors other than promoter							
By the Directors	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Against the Directors	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Subsidiaries							
By the Subsidiaries	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Against the Subsidiaries	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

*N.A. = Not Applicable

2. *Our business is subject to seasonal volatility, which may contribute to fluctuations in our results of operations and financial conditions.*

Our business is subject to seasonal volatility. Severe weather can impact our operations. In South Asia where we operate, extreme weather conditions like severe monsoon, floods, etc. may slow down our activities on construction projects which shifts our revenue and accordingly profit recognition to subsequent quarters. In addition to the above noted factors, the general timing of project starts and completions could exhibit significant fluctuations which may lead to cost escalations. Accordingly, results for any interim period may not necessarily be indicative of future operating results. Other factors impacting operating results in all segments come from work site permitting delays or customers accelerating or postponing work. The differing types, sizes, and durations of our contracts, combined with their geographic diversity and stages of completion, often results in fluctuations in the Company's operating results.

3. *Our financial performance is dependent on our successful bidding for new projects and the non-cancellation of projects awarded to us.*

As most of our projects in the industry in which we operate are undertaken on a non-recurring basis, it is critical that we are able to continuously and consistently secure new projects of similar value and volume. There is no assurance that we will be able to do so or get projects where we have prior experience. In the event that we are not able to continually and consistently secure new projects of

similar or higher value and on terms and conditions that are favorable to us, this would have an adverse impact on our financial performance. In addition, the scope of work in a project, which is dependent on its scale and complexity, will affect the profit margin of the project and our financial performance. Cancellation or delay in the commencement of secured projects due to factors such as changes in our customers' businesses, poor market conditions and lack of funds on the part of the project owners may adversely affect us. In addition, there may be a lapse of time between the completion of our projects and the commencement of our subsequent projects. Any cancellation or delay of projects could lead to idle or excess capacity, and in the event that we are unable to secure replacement projects on a timely basis, this may adversely affect our business operations and financial conditions.

4. *Our revenues largely depend on acceptance of the bids submitted to the Government and Government Departments. Our performance could be affected in case majority of the bids are not accepted / awarded to us or we negotiate a lower bid value*

Our business is substantially dependent on sports infrastructure projects undertaken by Government Authorities / Government departments and other entities funded by the Government. The contracts awarded by state and local Government authorities are tender based. We compete with various companies which are engaged in sports infrastructure business, while submitting the tender to Government and other agencies. In case, we are not qualified either in the technical or financial stage w.r.t to the pre-qualification and/ or are not amongst the lowest bidders, we stand to lose the tender and thereby the business. We cannot assure that any of the bids we submit would be accepted / awarded to us; therefore our ability to procure the contracts by bidding at the lowest rates is crucial for our revenues. Bidding a tender involves project study & estimation of cost and we have to deposit heavy amount of earnest money deposit. Further our business and operations may be impacted as a result of change in the state governments, changes in policies impacting the public at large, scaling back of Government Policies or initiatives, changes in Government or external budgetary allocation, or insufficiency of funds, which can adversely affect our business, financial condition and results of operations.

5. *Any changes in terms or conditions of our relationships with our key partners/suppliers could adversely affect our business, financial condition and results of operations.*

We have entered into exclusive license/ distribution rights agreements with following global suppliers for supplying, marketing and distribution of their products majorly in South Asia:

Product Partner	Location	Products	Agreement/ Licence Year
FieldTurf Inc.	USA	Synthetic turf for landscape and sports	2004
Porplastic	Germany	Synthetic athletic tracks	2010
SnapSports Inc.	USA	Modular sports flooring	2011
SubAir Systems LLC	USA	Sub – Surface aeration and drainage technology	2011
Terraplas Plc.	UK	Turf protection systems	2014
Alcor Equipments	France	Modular grandstands/ stadium seating	2016
Pacific Seating	Australia	Retractable /Telescopic indoor seating	2018

Further on, we have exclusive worldwide rights to promote SubAir Cricket System for the cricket stadiums. We import our products from abovementioned suppliers or product partners and are significantly dependent on them for their quality products. The objectives of each of our partners may differ from ours. If for any reason, we do not obtain the benefits on mutual basis, we may either terminate the contract or would not renew which could result our ability to offer attractive service offerings to our customers thereby impacting our revenues and results of operations.

6. *Any failure or delay by our suppliers in obtaining or renewal of certifications from International Sports Authorities for their products; may impact our business operations.*

We import most of our products such as Synthetic turf for landscape and sports, Synthetic athletic tracks, Modular sports flooring, Sub – Surface aeration and drainage technology, Turf protection systems, Modular grandstands/ stadium seating and Retractable /Telescopic indoor seating from our overseas suppliers such as FieldTurf, USA; Porplastic, Germany; SnapSports, USA; SubAir Systems, USA; Terraplas, UK; Alcor Equipments, France; and Pacific Seating, Australia. These products are certified and approved by the International Sports Authorities such as Federation Internationale de Football Association (FIFA) who provides Quality/Quality Pro Certificate; The International Association of Athletics Federations (IAAF) who provides Class-I/Class-II Certificate and The Federation Internationale de Hockey (FIH) who provides Global Category Certificate. Our customer insists for such certified products for installation at the stadiums/ sport complexes or at the other Sports Infrastructure Projects. Any failure or delay by our suppliers in obtaining or renewal of certifications from International Sports Authorities for their products; may impact our business conditions and results of operations.

7. *Our business activities are limited to sports infrastructure projects.*

Our core business is to undertake sports infrastructure projects on turn-key basis across certain countries in South Asia. We are specialized in sports flooring and have an established track record in installation of artificial grass/sports turf, synthetic athletic tracks, natural grass play surfaces, indoor and outdoor modular sports flooring, modular stadium seating, etc. In year 2014, we expanded into development of stadiums/sports complexes on Design & Build basis, thereby enhancing our capabilities. We provide sports infrastructure construction and related services to private customers, Indian Armed Forces and the State and Central Government. Thus we are mainly engaged in the execution of sports infrastructure projects; thereby limiting our operations to sports infrastructure industry and not the other type of infrastructure projects such as residential buildings, roads, bridges, canals etc.; thereby limiting our operational revenues and profitability.

8. *Contracts that we execute with our customers for construction of sports infrastructure projects generally generate one time revenues; not repetitive in nature and may not be necessarily for maintenance and care as well.*

As a turnkey sports infrastructure solution provider, we enter into contracts with our customers for construction of sports infrastructure projects. Most of these contracts generates one time revenue for the Company. Owing to the quality of the products which we procure and the products that we supply to our customers, our products usually have a longer life span and usage period. We may not be able to assure you that the Company will be able to secure repetitive order(s)/ contracts, thus having a direct impact on the sales and the revenue generation of the Company thereby affecting our business. Further, our contracts may not be necessarily involve maintenance and care of sports infrastructure after construction. Additionally, we cannot assure you that the Company can manage to procure any new orders or manage to enter into new contracts with different customers. Any failure to enter into repetitive order with the same customers or enter into any new contracts may affect our business.

9. *Over dependence on imported materials may adversely affect our business and result of operations. Further such imports also subject us to exchange rate fluctuations which could have a material and adverse effect on our result of operations and financial condition.*

We import most of our products from our overseas suppliers from countries such as United States of America (USA), Germany and France. Over dependence on imports and unavailability of such products from domestic producers may adversely affect our profitability in case the trade relations of India with any of countries from where materials are imported get strained in future or the suppliers face any sort of problems due to internal issues of producing countries. Decrease in the availability of materials which we require, or volatility in the price of these materials may significantly and adversely affect our business, financial condition and results of our operations if we are unable to estimate and accordingly adjust the prices of our product.

Further the exchange rate between the Rupee and other currencies is variable and may continue to fluctuate in future. Significant exchange rate fluctuations may affect our Company's business as it may alter the costs of the imports significantly. Further at present, our Company does not hedge its

foreign exchange exposure. Any adverse or unforeseen fluctuations with respect to the unhedged exchange rate of any foreign currency for Indian Rupees may affect our Company's results of operations.

10. *We may be seriously affected by delays in the collection of receivables from our clients and may not be able to recover adequately on our claims.*

As at March 31, 2018, Our Financial Statements reflect trade receivables of Rs. 2,409.23 Lakhs, which represents 35.42% of our Total Assets and 41.27% of Total Current Assets. Our business depends on our ability to recover dues from our customers' on timely basis. Generally, the turnaround time for our debtor's payment is 4.26 months. We typically raise invoice and give credit to our customers, depending on their financial position. We also ascertain any possible losses/ bad debts (if any) on account of our inability to recover the dues and accordingly make provisions for the same on case to case basis.

Macroeconomic conditions could also result in financial difficulties, including insolvency or bankruptcy, for our clients, and as a result could cause clients to delay payments to us, request modifications to their payment arrangements that could increase our receivables balance or working capital requirements, or default on their payment obligations to us. Recovery of our receivables and timely collection also depends on our ability to complete our contractual commitments and bill our contracted revenues. If we are unable to meet our contractual requirements, we might experience delays in collection of and/ or be unable to collect our client balances, and if this occurs, our results of operations and cash flows could adversely affected. In addition, if we experience an increase in the time to bill and collect from our services, our cash flows could adversely affected.

11. *Our top 10 customers contribute majority of our revenues from operations for the year ended March 31, 2018. Any loss of business from one or more of them may adversely affect our revenues and profitability.*

We derive our operational revenues by undertaking sports infrastructure projects on turnkey basis in the domestic as well as international market. We depend on a limited number of customers for a significant portion of our revenues. Our top 10 and top 5 customers contributed 84.09 % and 70.89 % of our revenues for the year ended March 31, 2018. However, our top customers may vary from period to period depending on the demand and the complete schedule of projects and thus the composition and revenue generated from these clients might change as we continue to add new customers in normal course of business. While we are constantly striving to increase our customer base and reduce dependence on any one particular customer, there is no assurance that we will be able to broaden our customer base in any future periods. Since our business is concentrated among relatively few significant customers, we could experience a reduction in our results of operations, cash flows and liquidity if we lose one or more of these customers or the amount of business we obtain from them is reduced for any reason, including as a result of a dispute or disqualification. We cannot assure that we shall generate the same quantum of business, or any business at all, from these customers, and loss of business from one or more of them may adversely affect our revenues and profitability.

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

Modernization and technology up gradation is essential to provide better services to customers. Although we strive to keep our technology in line with the latest standards, we may be required to implement new technology or upgrade the existing employed by us. Further, the costs in up grading our technology could be significant which could in technology might place our competitors at an advantage in terms of costs, efficiency and timely delivery of the final products.

13. *If the Company is unable to introduce new products or improve upon its existing products at the rate that the market requires, the Company's business and financial condition could be adversely affected.*

The Company believes that its future success depends, in part, on the ability to introduce new techniques and/ or technologically advanced products or improve on the Company's existing products in innovative ways that meet or exceed its competitor's product offerings. Maintaining the Company's market position will require continued monitoring of technological advances that come from global research and development efforts and sales and marketing. Industry standards, customer expectations, or other products may emerge that around render one or more of the Company's products less desirable or obsolete. The Company may be unsuccessful in making the technological advances necessary to develop new products or improve its existing products to maintain its market position. If any of these events do occur, it could cause decrease in sales and have an adverse effect on the Company's business, financial position, results of operations and cash flow.

14. *We are subject to strict quality requirements and any failure on our part to comply with quality standards may lead to cancellation of contracts, loss of pre-qualification status for bidding for future projects or warranty claims.*

We may not be able to meet strict quality standards imposed on us, applicable to the product line that we have, for a variety of reasons which could have an adverse effect on our business, financial condition, and results of operations. We cannot assure you that we comply or can continue to comply with all the quality requirement standards of our clients. Our failure to achieve or maintain compliance with these requirements or quality standards may subject us to loss of business, warning letters, fines or penalties, which could harm our business. Further, failure to comply with quality requirements or standards may lead to loss of pre-qualification status for bidding for future projects or could lead to cancellation of contracts which may have a material adverse effect on our business and revenue.

15. *Reduction or termination of policies instituted to promote growth of the sports infrastructure segment may adversely affect our business.*

In India, sports is going through a transformational phase as the government and private institutions are now increasingly focused on inculcating sporting culture amongst the youth. The central government's Khelo India Scheme* (National Programme for Development of Sports) whereby Rs.1,75,600 Lakhs is proposed to be spent over fiscals 2018-19 and 2019-20 for promotion of sports excellence, conferring 'industry' status to sports infrastructure. One of the key objectives of the scheme is to create sports infrastructure such as Synthetic athletic track, Synthetic hockey field, Synthetic turf football ground, Construction of stadia complex etc. at the tehsil, district and state levels. Such policies for development and promotion of various sports in our country enhance and increase the demand of our products across India. Termination of or variation in the terms of such policy (ies) can adversely impact our profitability and/ or our business operations.

*(Source: Assessment of the Sports Infrastructure Market in India, September 2018, CRISIL Research – A division of CRISIL Limited – www.crisilresearch.com)

16. *The Company has not placed orders for plant & machinery for our proposed object, as specified in the Objects of the Offer. Any delay in placing orders, procurement of plant & machinery may delay our implementation schedule and may also lead to increase in price of these plant & machinery, further affecting our revenue and profitability.*

As on date of the Draft Red Herring Prospectus, we have not placed orders for plant & machinery required to be set up. Our Company has not made any advance payment towards the same. We have identified the type of plant and machinery required to be bought towards proposed object. However, we are yet to place orders for entire 100.00% of the Plant & Machinery worth Rs. 613.19 Lakhs as detailed in the "Objects of the Offer" beginning on Page 109 of this Draft Red Herring Prospectus. These are based on our estimates and on third-party quotations, which are subject to a number of variables, including possible cost overruns, changes in management's views of the desirability of current plans, change in supplier of equipments, among others, which may have an adverse effect on our business and results of operations. Further, we cannot assure that we would be able to procure these plant and machinery, or procure the same within budgeted costs and timelines. Delays in acquisition of the same could result in the cost and time overrun in the implementation of the Project,

which would have a material adverse effect on our business, results of operations and financial condition. For further details, please refer to the chapter titled “*Objects of the Offer*” beginning on page 109 of this Draft Red Herring Prospectus.

17. *Delay in schedule of the purchase of plant & machinery and equipments may subject our Company to risks related to time and cost overrun which may have a material adverse effect on our business, results of operations and financial condition.*

Our Company proposes to utilize Rs. 613.19 lakhs towards purchase of plant & machinery and equipments. Our proposed purchase of plant & machinery includes Versatile Pedestrian Turf Protection (Terratile) and Alcor modular grandstand model 750 200 V (Alcor). Terratile is surface protection system made of virgin HDPE, which is used to cover the synthetic or natural turf or synthetic athletic track or any other specialized surface of a stadium. Our company plans to offer the Terratile systems on a rental basis to stadiums that may have such use occasionally and do not want to invest on a set of their own. Alcor is a modular grandstand technology, made of galvanized steel components that are assembled at site. Our Company proposes to provide such temporary seating on rental basis to our prospective clients. For further details regarding to purchase of plant & machinery and equipments, please refer the chapter titled our “*Objects of the Offer*” and “*Our Business*” on page 109 and 151 respectively of this Draft Red Herring Prospectus. We may face risks relating to the commissioning and installation of these plant and machineries and equipments for reasons including delays to construction timetables, failure to complete the projects within our estimated budget, failure of our contractors and suppliers to adhere to our specifications and timelines, and changes in the general economic and financial conditions in India and other jurisdictions in which we operate.

We have limited control over the timing and quality of services, equipments or other supplies from third party contractors and/or consultants appointed by us and we may be required to incur additional unanticipated costs to remedy any defect or default in their services or products to ensure that the planned timelines are adhered to. Further as and when we commission our planned use of plant and machineries and equipments, our other requirements and costs as well as our staffing requirements and employee expenses may increase and we may face other challenges in extending our financial and other controls as well as in realigning our management and other resources and managing our consequent growth.

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

18. *There have been some instances of non-filing/ delays /incorrect filings in the past with certain statutory authorities. If the authorities impose monetary penalties on us or take certain punitive actions against our Company in relation to the same, our business, financial condition and results of operations could be adversely affected.*

In the past, there have been some instances of non-filings or incorrect filings or delays in filing statutory forms with the RoC, which have subsequently been filed along with the payment of additional fees, as specified by RoC. Except as mentioned in this Draft Red Herring Prospectus, till date, there has been no penalty levied on the Company for such delays/defaults. However, it cannot be assured that even in future no such penalty will be levied. Therefore, if the authorities impose monetary penalties on us or take certain punitive actions against our Company or its Directors / Officers in relation to the same, our business, financial condition and results of operations could be adversely affected.

19. *Our Company requires significant amounts of working capital for a continued growth. Our inability to meet our working capital requirements may have an adverse effect on our results of operations.*

Our business is working capital intensive. A significant portion of our working capital is utilized towards trade receivables. Summary of our working capital position is given below:-

Amount (Rs. In lakhs)

Particulars	For the year ended March 31,				
	2018	2017	2016	2015	2014
A. Current Assets					
Inventories	554.46	578.02	373.37	461.68	344.17
Trade Receivables	2,409.23	4,014.91	2,838.48	1,252.55	799.36
Cash and Bank Balance	176.83	180.97	189.01	260.01	107.21
Short Term Loans & Advances	335.77	171.93	199.39	89.68	59.30
Other Current Assets	2,361.86	70.91	45.07	25.72	6.67
B. Current Liabilities	-	-	-	-	-
Short term borrowings	960.26	727.20	167.86	87.97	9.14
Trade Payables	2,044.87	2,483.54	2,011.33	718.16	538.64
Other Current Liabilities	376.58	264.83	374.04	311.50	69.02
Short Term Provisions	697.30	229.33	131.40	80.99	20.46
Working Capital (A-B)	1,759.15	1,311.84	960.68	890.99	679.45
Trade Receivables as % of total current assets	41.27%	80.03%	77.87%	59.94%	60.71%

We intend to continue growing by expanding our business operations. This may result in increase in the quantum of current assets particularly trade receivables. Our inability to maintain sufficient cash flow, credit facility and other sources of fund, in a timely manner, or at all, to meet the requirement of working capital could adversely affect our financial condition and result of our operations. For further details regarding working capital requirement, please refer to the chapter titled “*Objects of the Offer*” beginning on page 109 of this Draft Red Herring Prospectus.

20. *Our Company has negative cash flows from its operating activities, investing activities as well as financing activities in the past years, details of which are given below. Sustained negative cash flow could impact our growth and business.*

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

Particulars	For the year ended March 31,				
	2018	2017	2016	2015	2014
Cash Flow from / (used in) Operating Activities	(75.18)	(512.07)	92.90	84.34	105.41
Cash Flow from / (used in) Investing Activities	(17.51)	7.52	(169.57)	(79.34)	(100.04)
Cash Flow from / (used in) Financing Activities	80.21	489.57	40.00	27.78	(90.63)

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. If we are not able to generate sufficient cash flows in future, it may adversely affect our business and financial operations.

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

As on March 31, 2018, our Company has following contingent liabilities as per restated financial Statements of the Company:-

Amount (Rs. In lakhs)

Particulars	Amount Outstanding as on March 31, 2018
Bank Guarantees	1,263.10

In the event any such contingencies mentioned above were to materialize or if our contingent liabilities were to increase in the future, our financial condition could be adversely affected. For further details, see the section entitled “Financial Statements” on page 216 of this Draft Red Herring Prospectus.

22. We require a number of approvals, NOCs, licenses, registrations and permits in the ordinary course of our business. Some of the approvals are required to be transferred in the name of “GREAT SPORTS INFRA LIMITED” from “GREAT SPORTS INFRA PRIVATE LIMITED” pursuant to conversion and name change of our company and any failure or delay in obtaining the same in a timely manner may adversely affect our operations.

We require a number of approvals, licenses, registrations and permits in ordinary course of our business. Additionally, we may need to apply for renewal of approvals which expire, from time to time, as and when required in the ordinary course. We were a private limited company in the name of “GREAT SPORTS INFRA PRIVATE LIMITED”. After complying with the relevant and the applicable provisions and procedures of Companies Act, 2013, the Company was converted into a public limited Company followed by a change of name of the company to “GREAT SPORTS INFRA LIMITED”. We shall be taking necessary steps for transferring the approvals in the new name of our Company. In case we fail to transfer/ obtain the same in name of the Company, the same may adversely affect our business operations.

The approval for “Entrepreneurs Memorandum Part 1” is currently not traceable by the company. Additionally, our Company has not applied for Registration Certificate of Establishment for the Corporate Offices - 1 & 2 under Rule 3 of Telangana Shops and Establishment Act, 1988 and rules made thereunder. We are yet to apply for Registration under Contract Labour (Regulation and Abolition) Act, 1970. Further, we have made total 7 applications for registration with the Registrar of Trademarks, Trademark Registry, Government of India out of which 4 Trademarks are duly registered. 1 application stands Objected while 2 applications currently reflect status as “Advertised before Acceptance”.

Any failure to apply for and obtain the required approvals, licenses, registrations or permits in a timely manner, or any suspension or revocation of any of the approvals, licenses, registrations and permits would result in a delay in our business operations which could otherwise adversely affect our financial condition, results of operations and future prospects of the Company. We cannot assure you that the approvals, licenses, registrations and permits issued to us would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. In addition to same, our failure to comply with existing or increased regulations, or the introduction of changes to existing regulations, could adversely affect our business and results of operations.

For further details, please refer the Chapter “Government and other Statutory Approvals” on page 244 of this Draft Red Herring Prospectus.

23. We depend on certain brand names and our corporate name and logo that we may not be able to protect and/or maintain. Our application for registration of our trademarks are currently pending with relevant Trademark Certifying Authorities as a result of which we may have lesser recourse to initiate legal proceedings to protect our brand in respect of these products.

We operate in an extremely competitive environment, where generating brand recognition is significant element of our business strategy. Our ability to market and sell our products depends upon the recognition of our brand names and associated consumer goodwill. We depend on certain brand names and our corporate name and logo that we may not be able to protect and/or maintain as few of those are currently objected/ advertised before acceptance.

Currently, we have made total 7 applications for registration with the Registrar of Trademarks, Trademark Registry, Government of India out of which 3 are pending for approval. There is no guarantee that the applications for registration of our trademarks will be accepted in favor of the Company. This may affect our ability to protect our trademark in the event of any infringement of our intellectual property. In the absence of such registrations, competitors and other companies may challenge the validity or scope of our intellectual property right over these brands or our corporate name.

Therefore, we do not enjoy the statutory protection accorded to a registered trademarks and are subject to the various risks arising out of the same, including but not limited to infringement or passing off our name and logo by a third party. Thereby, our ability to use our logo may be impaired. There can be no assurance that we will be able to register the logo or our other trademarks or those third parties will not infringe our intellectual property, causing damage to our business prospects, reputation and goodwill. As a result, we may be required to invest significant resources in developing new brands or names, which could materially and adversely affect our business, financial condition, results of operations and prospects.

For further details, please refer the chapter titled “*Government and Other Statutory Approvals*” on page 244 of this Draft Red Herring Prospectus.

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

Our Company imports Sports Infrastructure products majorly from countries such as United States of America (USA), Germany, and France etc. Further, Company has executed Sports Infrastructure Projects in countries such as Mauritius, Maldives, Afghanistan, Thailand, Bangladesh and Srilanka. Thus we receive sale proceeds in foreign currency. Changes in value of currencies with respect to the Rupee may cause fluctuations in our operating results expressed in Rupees. The exchange rate between the Rupee and other currencies is variable and may continue to fluctuate in future. Fluctuations in the exchange rates may affect our Company to the extent of sales in foreign currency terms. Any adverse or unforeseen fluctuations with respect to the unhedged exchange rate of any foreign currency for Indian Rupees may affect our Company’s results of operations.

25. *We generally do business with our customers on project/ contract basis and do not enter into long-term contracts with most of them.*

Our business is dependent on our continuing relationships with our customers. Our Company neither has any long-term contract with any of customers nor has any marketing tie up for our products. Further, our Company has not appointed any exclusive agents for handling its operations. Any change in the buying pattern of our end users or disassociation of major customers can adversely affect the business of our Company. The loss of or interruption of work by, a significant customer or a number of significant customers or the inability to procure new orders on a regular basis or at all may have an adverse effect on our revenues, cash flows and operations.

26. *Increase in costs or a shortfall or delay in availability of the products we purchase could have a material adverse effect on our Company’s sales, profitability and results of operations.*

Our Company is dependent on third party foreign suppliers for procuring the products which we use in setting up at the stadiums or sports complexes and such other sports infrastructure projects. We procure our products from various international suppliers depending upon the price and quality. Our Top 10 suppliers contribute significantly. The contributions of our top 10 and top 5 suppliers to our total supplies for the year ended March 31, 2018 are 67.18% and 59.54% respectively. While our company believe that we would not face difficulties in finding additional suppliers of our products,

any disruption of supply of products from these suppliers or our procurement of products at terms not favourable to us can adversely affect our operations and financial cost.

Further, we are exposed to fluctuations in the prices of these products as well as its unavailability, particularly as we typically do not enter into any long term supply agreements with all of our suppliers. The cost and availability of such products are subject to a variety of factors and any increase in their cost and their availability at a reasonable price or no availability at all, could adversely affect our margins, sales and results of operations.

There can be no assurance that strong demand, capacity limitations or other problems experienced by our suppliers will not result in occasional shortages or delays in their supply of products. If we were to experience a significant or prolonged shortage of such products from any of our suppliers, and we cannot procure the products from other sources, we would be unable to meet our execution schedules and to deliver such products to our customers in timely fashion, which would adversely affect our sales, margins and customer relations.

We cannot assure you that a particular supplier will continue to supply the required products to us in the future. Any change in the supplying pattern of our products can adversely affect our business and profits. Though we enjoy favourable terms from the suppliers both in prices as well as in supplies, our inability to obtain high quality materials in a timely and cost-effective manner would cause delays in our execution cycles and delivery schedules, which may result in the loss of our customers and revenues.

27. *We operate in a highly competitive environment and face competition in our business from organized and unorganized players, which may adversely affect our business operations and financial condition.*

The sports infrastructure industry in which the Company operates is highly and increasingly competitive and our results of operations and financial condition are sensitive to, and may be materially adversely affected by quality of products, competitive pricing and other factors. Competition may result in pricing pressures, reduced profit margins, lost market share or a failure to grow our market share, any of which could substantially harm our business and results of operations. The domestic sports infrastructure segment which we cater to is fragmented and continues to be dominated by unorganized suppliers. At present, there are players who compete against each other in a highly sensitive industry, leading to a very low margin. We compete primarily on the basis of product quality, customer satisfaction and marketing. We believe that in order to compete effectively, we must continue to maintain our reputation, be flexible and prompt in responding to rapidly changing market demands and customer preferences, and offer customer a variety of products at competitive prices. There can be no assurance that we can effectively compete with our competitors in the future, and any such failure to compete effectively may have a material adverse effect on our business, financial condition and results of operations.

28. *We could become liable to customers, suffer adverse publicity and incur substantial costs as a result of defects in our products, which in turn could adversely affect the value of our brand, and our sales could be diminished if we are associated with negative publicity.*

Any failure or defect in our products could result in a claim against us for damages, regardless of our responsibility for such a failure or defect. Although, we attempt to maintain quality standards, we cannot assure that all our products would be of uniform quality, which in turn could adversely affect the value of our brand, and our sales could be diminished if we are associated with negative publicity. The suppliers from whom we import products; provide warranty for their products depending on the type of products. Our industry has a trend of providing warranty, wherein in case of any defect during the warranty tenure, we are replace the defect either in part or in full. Also, our business is dependent on the trust our customers have in the quality of our products and services. Any negative publicity regarding our Company, brand, or products, including those arising from a drop in quality of merchandise from our vendors, mishaps resulting from the use of our products, or any other unforeseen events could affect our reputation and our results from operations.

29. ***We appoint contract labours for carrying out certain of our ancillary operations and we may be responsible for paying the wages of such workers if the independent contractors through whom such workers are hired default on their obligations, and such obligations could have an adverse effect on our results of operations and financial condition.***

In order to retain flexibility and control costs, our Company appoints independent contractors who in turn engage onsite contract labours for performance of certain of our ancillary operations. Although, our Company does not engage these labourers directly, in certain instances we may be held responsible for any wage payments to be made to such labourers in the event of default by such independent contractors. Any requirement to fund their wage requirements may have an adverse impact on our results of operations and financial condition. In addition, under the Contract Labour (Regulation and Abolition) Act, 1970, as amended, we may be required to absorb a number of such contract labourers as permanent employees. Thus, any such order from a regulatory body or court may have an adverse effect on our business and results of operations.

30. ***Our Company imports Sports Infrastructure products majorly from countries such as United States of America (USA), Germany and France etc. Further, Company has executed Sports Infrastructure Projects in countries such as Mauritius, Maldives, Afghanistan, Thailand, Bangladesh and Srilanka. Any adverse events affecting these countries could have a significant adverse impact on our results from operations.***

Our Company imports Sports Infrastructure products majorly from countries such as United States of America (USA), Germany and France etc. Further, Company has executed Sports Infrastructure Projects in countries such as Mauritius, Maldives, Afghanistan, Thailand, Bangladesh and Srilanka. Our Company derives a significant part of its revenue from export operations. Consequently, any adverse changes in these economies such as slowdown in the economy, appreciation of the Indian Rupee vis-à-vis the currencies of these economies, acts of terrorism or hostility targeting these countries, etc. would directly impact our revenues and results from operations. In the event of change in policies or laws in these regions with respect to our industry, quality standards, our financial condition and business operations may be adversely affected. In case of any contingencies in future due to which we are unable to operate effectively in these markets, our results from operations, revenues and profitability may be adversely affected.

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

Our Company uses third party transportation providers for delivery of goods across India. Though our business has not experienced any disruptions due to transportation strikes in the past, any future transportation strikes may have an adverse effect on our business. These transportations facilities may not be adequate to support our existing and future operations. In addition, raw materials/ finished goods may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be delay in delivery products which may also affect our business and results of operation negatively. An increase in the freight costs or unavailability of freight for transportation of our raw materials may have an adverse effect on our business and results of operations. Further, disruptions of transportation services due to weather-related problems, strikes, lock-outs, inadequacies in the road infrastructure or any other events beyond the control of the Company could impair the ability to procure raw materials on time or deliver the finished goods which may hamper the business, financial condition and results of operations of our Company adversely.

32. ***We do not own the land where our corporate office, Branch Office and warehouse are located, which we have taken on lease. Any termination of lease agreements may require us to vacate such premises and adversely affect our business operations.***

Company's corporate office located at Flat no. G-1 and G-2, 1-10-68/4, Plot no. 52, Street No. 2, Chikoti Gardens, Begumpet, Hyderabad, Telangana – 500016 is taken on lease from third parties.

Company also has a branch office at Delhi which is being operated from a rental premises. The warehouse that the Company operates from which is situated at Hyderabad is taken on lease.

If any such rent/ lease agreement under which we occupy the premises is not renewed on terms and conditions that are favorable to us, or at all, we may suffer a disruption in our operation which could have a material adverse effect on our business, financial condition and results of operations. If we do not comply with certain conditions of the rent/ lease, the owner may terminate the rent/ lease agreement entered into. In the event of non-renewal of rental/ lease agreement, we may be required to shift our office or other properties to a new location and there can be no assurance that the arrangement we enter into in respect of new premises would be on such terms and conditions as the present one. For more details on properties taken on rent/ lease by our Company, please refer section “*Land and Properties*” in the chapter titled “*Our Business*” beginning on page 151 of the Draft Red Herring Prospectus.

33. *We do not have any offshore office or business place to look after our export operations.*

We sell our products in both domestic as well as international markets. A significant portion of our revenue from operations is derived from international markets. However, we do not have any offshore office as a result of which we may not be able to capitalize on opportunities offered by the evolving international markets in a timely manner. The business operations of our Company are mainly handled from our registered office and corporate office located at Hyderabad, Telangana and Branch Office located at New Delhi. Apart from this, our Company does not have any place of business overseas either in the nature of liaison office or corporate office. Due to this, we may not be able to expand our business effectively in the international market, thereby affecting the results of operations and profitability.

34. *Our operations are subject to risks of mishaps or accidents that could cause damage or loss to life and property and could also result in loss or slowdown in our business.*

Our business operations are subject to risks which might result in fatal accidents and mishaps or other force majeure conditions which are beyond our control. During the construction or laying off our products at the site of the customers and/ or during the maintenance period, we may be exposed to various risks which we may not be able to foresee or may not have adequate insurance coverage. Our insurance coverage may not be adequate to cover such loss or damage to life and property, and any consequential losses arising due to such events will affect our operations and financial condition. Further, in addition to the above, any such fatal accident or incident causing damage or loss to life and property, even if we are fully insured or held not to be liable, could negatively affect our reputation, thereby making it more difficult for us to conduct our business operations effectively, and could significantly affect our revenues, availability of insurance coverage in the future and our results of operations.

35. *Our industry is labour intensive and our business operations may be materially adversely affected by strikes, work stoppages or increased wage demands by our employees or those of our suppliers.*

We believe that the industry that we operate in faces competitive pressures in recruiting and retaining skilled and unskilled labour. Our industry being labour intensive is highly dependent on labour force for carrying out its operating and servicing operations. Shortage of skilled/ unskilled personnel or work stoppages caused by disagreements with employees could have an adverse effect on our business and results of operations. Our Company has taken efforts to maintain a lower attrition among the laborers by facilitating them with various in-house facilities and benefits to our employees. Thus, there can be no assurance that we will not experience such disruptions in the future. Such disruptions may adversely affect our business and results of operations and may also divert the management's attention and result in increased costs.

India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment. We are also subject to laws and regulations governing relationships with employees, in such areas as minimum wage and maximum working hours, overtime, working conditions, hiring and terminating

of employees and work permits. Although our employees are not currently unionized, there can be no assurance that they will not unionize in the future. If our employees unionize, it may become difficult for us to maintain flexible labour policies, and we may face the threat of labour unrest, work stoppages and diversion of our management's attention due to union intervention, which may have a material adverse impact on our business, results of operations and financial condition.

36. *The Offer for Sale proceeds will not be available to our Company.*

As on the date of this Draft Red Herring Prospectus, following shareholders have specifically confirmed that they collectively hold 19,82,226 Equity Shares and that they have consented to offer upto 4,50,000 Equity Shares for sale in the Offer for Sale.

Sr. No.	Name of the Selling Shareholders	Number of Equity Shares held	Number of Equity Shares Offered
1	Sujatha Reddy Suravaram	7,98,000	Up to 1,60,000
2	Keshav V. Muratee	4,48,440	Up to 1,50,000
3	John Ayyachamy	2,96,262	Up to 59,250
4	Kirthana Ramarapu	3,04,524	Up to 59,150
5	Naresh V. Raghavan	1,35,000	Up to 21,600
	Total	19,82,226	Up to 4,50,000

For further details, please refer chapter titled “*The Offer*” on page 77 of this Draft Red Herring Prospectus. The proceeds from the Offer for Sale will be remitted to the Selling Shareholders and our Company will not benefit from such proceeds.

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

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

38. *If we are unable to source business opportunities effectively, we may not achieve our financial objectives.*

Our ability to achieve our financial objectives will depend on our ability to identify, evaluate and accomplish business opportunities. To grow our business, we will need to hire, train, supervise and manage new employees and to implement systems capable of effectively accommodating our growth. However, we cannot assure you that any such employees will contribute to the success of our business or that we will implement such systems effectively. Our failure to source business opportunities effectively could have a material adverse effect on our business, financial condition and results of operations. It is also possible that the strategies used by us in the future may be different from those presently in use. No assurance can be given that our analyses of market and other data or the strategies we use or plans in future to use will be successful under various market conditions.

39. *We may not be successful in implementing our business strategies.*

The success of our business depends substantially on our ability to implement our business strategies effectively. 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 clients. Changes in regulations applicable to us may also make it difficult to implement our business strategies. Failure to implement our business strategies would have a material adverse effect on our business and results of operations.

40. *The average cost of acquisition of Equity Shares by our Promoter could be lower than the floor price.*

Our Promoter's average cost of acquisition of Equity Shares in our Company could be lower than the floor price of the price band as may be decided by the Company and Selling Shareholders in consultation with the Book Running Lead Manager. For further details regarding average cost of acquisition of Equity Shares by our Promoter in our Company and built-up of Equity Shares by our Promoter in our Company, please refer chapter titled "*Capital Structure*" beginning on page 92 of this Draft Red Herring Prospectus.

41. *We have issued Equity Shares in the last twelve months, the price of which may be lower than the Offer Price.*

We have issued equity shares in the last twelve months at a price which may be lower than the Offer Price. Details of such issuance are given in the table below:

Date of Allotment	No. of Equity Shares	Issue Price (In Rs.)	Face value (In Rs.)	Consideration (in Rs.)	Nature of Allotment
July 26, 2018	65,37,500	10	10	Nil	Bonus Issue

For further details of Equity Shares issued, please refer to chapter titled, '*Capital Structure*' beginning on page 92 of this Draft Red Herring Prospectus.

42. *Our insurance coverage may not be adequate.*

Our Company has obtained insurance coverage in respect of certain risks. Our significant insurance policies consist of, among others, standard fire and perils, earthquake (fire and stock). While we believe that we maintain insurance coverage in adequate amounts consistent with size of our business, our insurance policies do not cover all risks, specifically risks like terrorism, etc. There can be no assurance that our insurance policies will be adequate to cover the losses in respect of which the insurance has been availed. If we suffer a significant uninsured loss or if insurance claim in respect of the subject-matter of insurance is not accepted or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and results of operations may be materially and adversely affected. For further details, please refer chapter titled "*Our Business*" beginning on page 151 of this Draft Red Herring Prospectus.

43. *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 and financial institutions. The total amounts outstanding and payable by us as secured loans were Rs. 965.91 Lakhs as on March 31, 2018. 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 on the "*Financial Indebtedness*" please refer to page 234 of this Draft Red Herring Prospectus.

44. *Our lenders have imposed certain restrictive conditions on us under our financing arrangements.*

Under our financing arrangements, we are required to obtain the prior, written lender consent for, among other matters, changes in our capital structure, formulate a scheme of amalgamation or reconstruction and entering into any other borrowing arrangement. Further, we are required to maintain certain financial ratios. There can be no assurance that we will be able to comply with these financial or other covenants or that we will be able to obtain the consents necessary to take the actions we believe are necessary to operate and grow our business. Our level of existing debt and any new debt that we incur in the future has important consequences. Any failure to comply with these requirements or other conditions or covenants under our financing agreements that is not waived by our lenders or is not otherwise cured by us, may require us to repay the borrowing in whole or part and may include other related costs. Our Company may be forced to sell some or all of its assets or limit our operations. This may adversely affect our ability to conduct our business and impair our

future growth plans. For further information, see the chapter titled “*Financial Indebtedness*” on page 234 of the Draft Red Herring Prospectus.

Though these covenants are restrictive to some extent to the Company however it ensures financial discipline, which would help the Company in the long run to improve its financial performance.

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

Since, the Offer size is less than Rs.10,000 lakh and as per the provisions of Regulation 16 (1) of the SEBI ICDR Regulations, there is no mandatory requirement of appointing an Independent Monitoring Agency for overseeing the deployment of utilization of funds raised through this Offer. The deployment of these funds raised through this Offer, is hence, at the discretion of the management and the Board of Directors of our Company and will not be subject to monitoring by any independent agency. Any inability on our part to effectively utilize the Offer proceeds could adversely affect our financials.

- 46. *Within the parameters as mentioned in the chapter titled ‘Objects of this Offer’ beginning on page 109 of this Draft Red Herring Prospectus, our Company’s management will have flexibility in applying the proceeds of this Offer. The fund requirement and deployment mentioned in the Objects of this Offer have not been appraised by any bank or financial institution.***

We intend to use entire Offer Proceeds towards funding the working capital requirements, financing purchase of plant and equipments and general corporate purposes. We intend to deploy the Net Offer Proceeds in financial year 2018-19 and such deployment is based on certain assumptions and strategy which our Company believes to implement in future. The funds raised from the Offer may remain idle on account of change in assumptions, market conditions, strategy of our Company, etc., For further details on the use of the Offer Proceeds, please refer chapter titled “*Objects of the Offer*” beginning on page 109 of this Draft Red Herring Prospectus.

The deployment of funds for the purposes described above is at the discretion of our Company’s Board of Directors. The fund requirement and deployment is based on internal management estimates and has not been appraised by any bank or financial institution. Accordingly, within the parameters as mentioned in the chapter titled ‘*Objects of the Offer*’ beginning on page 109 of this Draft Red Herring Prospectus, the management will have significant flexibility in applying the proceeds received by our Company from the offer. Our Board of Directors will monitor the proceeds of this Offer.

Audit Committee will monitor the utilisation of the proceeds of this offer and prepare the statement for utilisation of the proceeds of this offer. However, in accordance with Section 27 of the Companies Act, 2013 and relevant provisions of SEBI ICCDR Regulations, 2009, a company shall not vary the objects of the Offer without our Company being authorised to do so by our shareholders by way of special resolution and other compliances as applicable in this regard. Our Promoter and controlling shareholder shall provide 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.

- 47. *We have not made any alternate arrangements for meeting our capital requirements for the Objects of the Offer. Further, we have not identified any alternate source of financing the ‘Objects of the Offer’. Any shortfall in raising/ meeting the same could adversely affect our growth plans, operations and financial performance.***

As on date, we have not made any alternate arrangements for meeting our capital requirements for the objects of the Offer. We meet our capital requirements through our bank finance, owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further, we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this Offer or any shortfall in the Offer proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details please refer to the chapter titled “*Objects of the Offer*” beginning on page 109 of this Draft Red Herring Prospectus.

48. ***Our Promoter and members of the Promoter Group will continue jointly to retain majority control over our Company after the Offer, which will allow them to determine the outcome of matters submitted to shareholders for approval.***

After completion of the Offer, our Promoter and Promoter Group will collectively own [●] % of the Equity Shares. As a result, our Promoter 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 Promoter 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.

49. ***Our future funds requirements, in the form of issue of capital or securities and/or loans taken by us, may be prejudicial to the interest of the shareholders depending upon the terms on which they are eventually raised.***

We may require additional capital from time to time depending on our business needs. Any issue of shares or convertible securities would dilute the shareholding of the existing shareholders and such issuance may be done on terms and conditions, which may not be favorable to the then existing shareholders. If such funds are raised in the form of loans or debt, then it may substantially increase our interest burden and decrease our cash flows, thus prejudicially affecting our profitability and ability to pay dividends to our shareholders.

50. ***Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements, capital expenditure and restrictive covenants in our financing arrangements.***

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Additionally, under some of our loan agreements, we may not be permitted to declare any dividends, if there is a default under such loan agreements or unless our Company has paid all the dues to the lender up to the date on which the dividend is declared or paid or has made satisfactory provisions thereof. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see “Dividend Policy” on page 215 of this Draft Red Herring Prospectus.

51. ***Our success depends largely upon the services of our Directors, Promoter 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, Promoter 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.

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

Our Directors and Key Managerial Personnel are interested in our Company to the extent of remuneration paid to them for services rendered and reimbursement of expenses payable to them. In addition, some of our Directors and Key Managerial Personnel may also be interested to the extent of their shareholding and dividend entitlement in our Company. For further information, see “*Capital Structure*” and “*Our Management*” on pages 92 and 195, respectively, of this Draft Red Herring Prospectus.

53. ***We have taken guarantees from Promoter and members of promoter group in relation to debt facilities provided to us.***

We have taken guarantees from Promoter and members of promoter group in relation to our secured debt facilities availed from our Bankers. In an event any of these persons withdraw or terminate its/their guarantees, the lender for such facilities may ask for alternate guarantees, repayment of amounts outstanding under such facilities, or even terminate such facilities. We may not be successful in procuring guarantees satisfactory to the lender and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could adversely affect our financial condition. For more information please see the chapter titled “*Financial Indebtedness*” beginning on page 234 of this Draft Red Herring Prospectus.

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

Few of our agreements may not be stamped adequately or registered. The effect of inadequate stamping is that the document is not admissible as evidence in legal proceedings and parties to that agreement may not be able to legally enforce the same, except after paying a penalty for inadequate stamping. The effect of non-registration, in certain cases, is to make the document inadmissible in legal proceedings. Any potential dispute due to non-compliance of local laws relating to stamp duty and registration may adversely impact the operations of our Company.

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

Our Company has entered into various transactions with our Promoter, Promoter Group and their Relatives. While we believe that all such transactions are conducted on arms’ length basis, there can be no assurance that we could not have achieved more favorable terms had such transactions were not entered into with related parties. Furthermore, it is likely that we will enter into related party transactions in future. There can be no assurance that such transactions, individually or in aggregate, will not have an adverse effect on our financial condition and results of operation. For details on the transactions entered by us, please refer to chapter “*Related Party Transactions*” beginning on page 214 of the Draft Red Herring Prospectus.

56. ***Industry information included in this Draft Red Herring Prospectus has been derived from industry reports commissioned by us for such purpose. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate.***

We have relied on the reports of certain independent third party for purposes of inclusion of such information in this Draft Red Herring Prospectus. These reports are subject to various limitations and based upon certain assumptions that are subjective in nature. We have not independently verified data from such industry reports and other sources. Although, we believe that the data may be considered to be reliable, their accuracy, completeness and underlying assumptions are not guaranteed and their dependability cannot be assured. While we have taken reasonable care in the reproduction of the information, the information has not been prepared or independently verified by us, or any of our respective affiliates or advisors and, therefore, we make no representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics

produced for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Draft Red Herring Prospectus.

OFFER SPECIFIC RISKS

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

Once listed, we would be subject to circuit breaker imposed by Stock Exchange on which the Company is listed, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI on different Stock Exchanges. The percentage limit on circuit breakers is set by the Stock Exchange based on the historical volatility in the price and trading volume of the Equity Shares. The Stock Exchange do not inform us of the percentage limit of the circuit breaker in effect from time to time, and may change it without our knowledge. This circuit breaker limits the upward and download movements in the price of the Equity Shares. As a result of this circuit breaker, no assurance may be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

- 58. *After this Offer, the price of the Equity Shares may be highly volatile, or an active trading market for the Equity Shares may not develop.***

The price of the Equity Shares on the Stock Exchange may fluctuate as a result of the factors, including:

- Volatility in the Indian and global capital market;
- Company's results of operations and financial performance;
- Performance of Company's competitors,
- Adverse media reports on Company or pertaining to the Industry;
- Changes in our estimates of performance or recommendations by financial analysts;
- Significant developments in India's economic and fiscal policies; and
- Significant developments in India's environmental regulations.

Current valuations may not be sustainable in the future and may also not be reflective of future valuations for our industry and our Company. There has been no public market for the Equity Shares and the prices of the Equity Shares may fluctuate after this Offer. There can be no assurance that an active trading market for the Equity Shares will develop or be sustained after this Offer or that the price at which the Equity Shares are initially traded will correspond to the price at which the Equity Shares will trade in the market subsequent to this Offer.

- 59. *The Offer price of our Equity Shares may not be indicative of the market price of our Equity Shares after the Offer and the market price of our Equity Shares may decline below the Offer Price and you may not be able to sell your Equity Shares at or above the Offer Price.***

The Offer Price of our Equity Shares will be determined by Company and Selling Shareholders in consultation with Book Running Lead Manager. This price is be based on numerous factors (For further information, please refer chapter titled "*Basis for Offer Price*" beginning on page 119 of this Draft Red Herring Prospectus) and may not be indicative of the market price of our Equity Shares after the Offer. The market price of our Equity Shares could be subject to significant fluctuations after the Offer, and may decline below the Offer Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Offer Price. Among the factors that could affect our share price include without limitation. The following:

- Half yearly variations in the rate of growth of our financial indicators, such as earnings per share, net income and revenues;
- Changes in revenue or earnings estimates or publication of research reports by analysts;

- Speculation in the press or investment community;
- General market conditions; and
- Domestic and international economic, legal and regulatory factors unrelated to our performance.

60. *You will not be able to sell immediately on Stock Exchange any of the Equity Shares you purchase in the Offer until the Offer receives appropriate trading permissions.*

The Equity Shares will be listed on the Stock Exchange. Pursuant to Indian regulations, certain actions must be completed before the Equity Shares can be listed and trading may commence. We cannot assure you that the Equity Shares will be credited to investors demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this Draft Red Herring Prospectus. Any failure or delay in obtaining the approval would restrict your ability to dispose of the Equity Shares accordance with Section 40 of the Companies Act, 2013, in the event that the permission of listing the Equity Shares is denied by the Stock Exchange, we are required to refund all monies collected from investors.

61. *QIB and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid.*

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Investors can revise their Bids during the Bid/ Offer Period and withdraw their Bids until Bid/ Offer Closing Date. While our Company is required to complete Allotment pursuant to the Offer within six Working Days from the Bid/ Offer Closing Date, events affecting the Bidders' decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations or financial condition may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events may limit the Bidders ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing.

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

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

EXTENRAL RISKS

INDUSTRY AND OTHER RISKS

63. *Changes in government regulations or their implementation could disrupt our operations and adversely affect our business and results of operations.*

Our business and industry is regulated by different laws, rules and regulations framed by the Central and State Government. These regulations can be amended/ changed on a short notice at the discretion of the Government. If we fail to comply with all applicable regulations or if the regulations governing our business or their implementation change adversely, we may incur increased costs or be subject to penalties, which could disrupt our operations and adversely affect our business and results of operations.

OTHER RISKS

64. *Significant differences exist between Indian GAAP and other accounting principles, such as U.S. GAAP and IFRS, which may be material to the financial statements prepared and presented in accordance with SEBI ICDR Regulations contained in this Draft Red Herring Prospectus.*

As stated in the reports of the Auditor included in this Draft Red Herring Prospectus under chapter "Financial Statements as restated" beginning on page 216, the financial statements included in this

Draft Red Herring Prospectus are based on financial information that is based on the audited financial statements that are prepared and presented in conformity with Indian GAAP and restated in accordance with the SEBI ICDR Regulations, and no attempt has been made to reconcile any of the information given in this Draft Red Herring Prospectus to any other principles or to base it on any other standards. Indian GAAP differs from accounting principles and auditing standards with which prospective investors may be familiar in other countries, such as U.S. GAAP and IFRS. Significant differences exist between Indian GAAP and U.S. GAAP and IFRS, which may be material to the financial information prepared and presented in accordance with Indian GAAP contained in this Draft Red Herring Prospectus. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is dependent on familiarity with Indian GAAP, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian GAAP on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

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

Under the Income-tax Act, 1961, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India except any gain realised on the sale of shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if the Securities Transaction Tax (“STT”) has been paid on the transaction. The STT will be levied on and collected by an Indian stock exchange on which equity shares are sold. Any gain realised on the sale of shares held for more than 12 months to an Indian resident, which are sold other than on a recognised stock exchange and as a result of which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realised on the sale of shares on a stock exchange held for a period of 12 months or less will be subject to short term capital gains tax. Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less which are sold other than on a recognised stock exchange and on which no STT has been paid, will be subject to short term capital gains tax at a relatively higher rate as compared to the transaction where STT has been paid in India.

In Finance Bill 2017, Section 10(38) was amended to provide that exemption under this section for income arising on transfer of equity share acquired on or after 1st day of October 2004 shall be available only if the acquisition of share is chargeable to STT under Chapter VII of the Finance (No 2) Act, 2004. In this case, this provision becomes effective, sale shares acquired on or after 1st day of October 2004 on which STT was not charged will attract tax under provisions of Long Term Capital Gains.

As per Finance Bill 2018, exemption under section 10(38) for income arising from long term gains on transfer of equity share shall not be available on or after 1st day of April 2018 if the long term capital gains exceeds Rs. 1,00,000/- p.a. Such income arising from long term gains on transfer of equity share on or after 1st day of April 2018 in excess of Rs. 1,00,000/- pa. shall be chargeable at the rate of 10%.

Capital gains arising from the sale of shares will be exempt from taxation in India in cases where an exemption is provided under a tax treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India’s ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdictions on gains arising from a sale of the shares subject to relief available under the applicable tax treaty or under the laws of their own jurisdiction.

66. *Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, may adversely affect our business and financial performance.*

Our business and financial performance could be adversely affected by unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations applicable to us and our business. Please refer to “*Key Industry Regulations and Policies*” on page 178 for details of the laws currently applicable to us. There can be no assurance that the Government of India may not implement new regulations and policies which will require us to obtain approvals and licenses from the Government of India and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the applicability,

interpretation and implementation of any amendment to, or change to governing laws, regulation or policy in the jurisdictions in which we operate may have a material adverse effect on our business, financial condition and results of operations. In addition, we may have to incur expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations. Any unfavourable changes to the laws and regulations applicable to us could also subject us to additional liabilities.

GST has been implemented with effect from July 1, 2017 and has replaced the indirect taxes on goods and services such as central excise duty, service tax, central sales tax, state VAT and surcharge currently being collected by the central and state governments. The GST is expected to increase tax incidence and administrative compliance. Given the limited availability of information in the public domain concerning the GST, we are unable to provide any assurance as to the tax regime following implementation of the GST. The implementation of this new structure may be affected by any disagreement between certain state Governments, which could create uncertainty. Any future amendments may affect our overall tax efficiency, and may result in significant additional taxes becoming payable.

Further, the general anti avoidance rules (“GAAR”) provisions have been made effective from assessment year 2018-19 onwards, i.e.; financial Year 2017-18 onwards and the same may get triggered once transactions are undertaken to avoid tax. The 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.

The application of various Indian tax laws, rules and regulations to our business, currently or in the future, is subject to interpretation by the applicable taxation authorities. If such tax laws, rules and regulations are amended, new adverse laws, rules or regulations are adopted or current laws are interpreted adversely to our interests, the results could increase our tax payments (prospectively or retrospectively) and/or subject us to penalties. Further, changes in capital gains tax or tax on capital market transactions or sale of shares could affect investor returns. As a result, any such changes or interpretations could have an adverse effect on our business and financial performance.

67. *Financial instability in Indian financial markets could adversely affect Our Company’s results of operations and financial condition.*

In this globalized world, the Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, say in the United States of America, Europe, China or other emerging economies, may have a negative impact on the Indian economy. Although, economic conditions differ in each country, investors’ reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets. Indian financial markets have also experienced the contagion effect of the global financial turmoil. Any prolonged financial crisis may have an adverse impact on the Indian economy, thereby resulting in a material and adverse effect on our Company’s business, operations, financial condition, profitability and price of its Shares. Stock exchanges in India have in the past experienced substantial fluctuations in the prices of listed securities.

68. *Political instability or a change in economic liberalization and deregulation policies could seriously harm business and economic conditions in India generally and our business in particular.*

The Government of India has traditionally exercised and continues to exercise influence over many aspects of the economy. Our business and the market price and liquidity of our Equity Shares may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. The rate of economic liberalization could change, and specific laws and policies affecting the information technology sector, foreign investment and other matters affecting investment in our securities could change as well. Any significant change in such liberalization and deregulation policies could adversely affect business and

economic conditions in India, generally, and our business, prospects, financial condition and results of operations, in particular.

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

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

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

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

71. *The extent and reliability of Indian infrastructure could adversely affect our Company's results of operations and financial condition.*

India's physical infrastructure is in developing phase compared to that of many developed nations. Any congestion or disruption in its port, rail and road networks, electricity grid, communication systems or any other public facility could disrupt our Company's 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 Company's business operations, which could have an adverse effect on its results of operations and financial condition.

72. *Any downgrading of India's sovereign rating by an independent agency may harm our ability to raise financing.*

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

73. *Natural calamities could have a negative impact on the Indian economy and cause our Company's business to suffer.*

India has experienced natural calamities such as earthquakes, tsunami, floods etc. in recent years. The extent and severity of these natural disasters determine their impact on the Indian economy. Prolonged spells of abnormal rainfall or other natural calamities could have a negative impact on the Indian economy, which could adversely affect our business, prospects, financial condition and results of operations as well as the price of the Equity Shares.

74. Terrorist attacks, civil unrests and other acts of violence or war involving India or other countries could adversely affect the financial markets, our business, financial condition and the price of our Equity Shares.

Any major hostilities involving India or other acts of violence, including civil unrest or similar events that are beyond our control, could have a material adverse effect on India's economy and our business. Incidents such as the terrorist attacks, other incidents such as those in US, Indonesia, Madrid and London, and other acts of violence may adversely affect the Indian stock markets where our Equity Shares will trade as well the global equity markets generally. Such acts could negatively impact business sentiment as well as trade between countries, which could adversely affect our Company's business and profitability. Additionally, such events could have a material adverse effect on the market for securities of Indian companies, including the Equity Shares.

PROMINENT NOTES:

1. Initial Public Offer of up to 27,96,000 Equity Shares of face value of Rs. 10/- each of our Company for cash at a price of Rs. [●]/- per Equity Share (the "**Offer Price**") (including a share premium of Rs. [●]/- per equity share) aggregating up to Rs. [●] Lakhs, comprising a fresh issue of up to 23,46,000 equity shares aggregating upto Rs. [●] Lakhs by the Company and Offer for Sale of up to 1,60,000 equity shares by Sujatha Reddy Suravaram, up to 1,50,000 equity shares by Keshav V. Muratee, up to 59,250 John Ayyachamy, up to 59,150 equity shares by Kirthana Ramarapu and up to 21,600 equity shares by Naresh V. Raghavan (collectively referred to as the — "**Selling Shareholders**") aggregating up to 4,50,000 equity shares by the selling shareholders ("**Offer for Sale**") and together with the Fresh Issue ("**the Offer**") of which [●] Equity Shares of face value of Rs. 10/- each will be reserved for subscription by Market Maker to the Offer ("**Market Maker Reservation Portion**"). The Offer less the Market Maker Reservation Portion i.e. Net Offer of [●] Equity Shares of face value of Rs. 10 each is hereinafter referred to as the — ("**Net Offer**"). The Offer and the Net Offer will constitute [●] % and [●] % respectively of the fully diluted post offer paid up equity share capital of our Company.
2. Investors may contact the Book Running Lead Manager or the Company Secretary & Compliance Officer for any complaint/clarification/information pertaining to the Offer. For contact details of the Book Running Lead Manager and the Company Secretary & Compliance Officer, please refer to chapter titled "*General Information*" beginning on page 79 of this Draft Red Herring Prospectus.
3. The pre-offer net worth of our Company was Rs. 2,617.65 lakhs and Rs. 2,113.52 lakhs for the year ended March 31, 2018 and March 31, 2017 respectively. The book value of Equity Share (post bonus issue*) was Rs. 33.37 per share and Rs. 26.94 per share as of March 31, 2018 and March 31, 2017 respectively as per the restated financial statements of our Company. For more information, please refer to section titled "*Financial Statements*" beginning on page 216 of this Draft Red Herring Prospectus.

**On July 26, 2018, Our Company allotted 65,37,500 Equity Shares to its existing shareholders in the ratio of 5 Equity Share for every 1 Equity Share held as fully paid Bonus Shares. For the purpose of calculating the Book Value per Share, the number of equity shares have been adjusted for the bonus shares.*

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

Name of the Promoter	No. of shares held	Average Cost of acquisition (in Rs.)
Anil Kumar Suravaram	44,32,248	1.67

For further details relating to the allotment of Equity Shares to our Promoter, please refer to the chapter titled "*Capital Structure*" beginning on page 92 of this Draft Red Herring Prospectus.

5. Our Company has entered into related party transactions during the previous years. For details on related party transactions and loans and advances made to any company in which Directors are interested, please refer *Annexure IV.35* under the head "*Related Party Transaction*" under chapter

titled “*Financial Statements as restated*” beginning on page 216 of this Draft Red Herring Prospectus.

6. Investors may note that in case of over-subscription in the Offer, allotment to Retail applicants and other applicants shall be on a proportionate basis. For more information, please refer to the chapter titled “*Offer Structure*” beginning on page 265 of this Draft Red Herring Prospectus.
7. Except as disclosed in the chapter titled “*Capital Structure*”, “*Our Promoter and Promoter Group*”, “*Our Management*” and “*Related Party Transaction*” beginning on pages 92, 210, 195 and 214 respectively, of this Draft Red Herring Prospectus, none of our Promoter, Directors or Key Management Personnel has any interest in our Company.
8. Except as disclosed in the chapter titled “*Capital Structure*” beginning on page 92 of this Draft Red Herring Prospectus, we have not issued any Equity Shares for consideration other than cash.
9. Trading in Equity Shares of our Company for all investors shall be in dematerialized form only.
10. Investors are advised to refer to the chapter titled “*Basis for Offer Price*” beginning on page 119 of the Draft Red Herring Prospectus.
11. 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 our Company during the period of six months immediately preceding the date of filing of the Draft Red Herring Prospectus with the Stock exchange.
12. Our Company was originally incorporated as Suravaram Marketing Private Limited at Secunderabad, Andhra Pradesh as a Private Limited Company under the provisions of Companies Act, 1956 *vide* Certificate of Incorporation dated June 14, 2004 bearing Registration No. 01-43476 of 2004-2005, issued by the Registrar of Companies, Andhra Pradesh, Hyderabad (now Registrar of Companies, Hyderabad). Subsequently, the name of our Company was changed to Great Sports Infra Private Limited, pursuant to a Special Resolution passed at an Extra-Ordinary General Meeting of shareholders held on March 16, 2009 for the purpose of Corporate Rebranding, and a fresh Certificate of Incorporation dated April 1, 2009 was issued by Assistant Registrar of Companies, Andhra Pradesh. Thereafter, the shareholders of our Company *vide* special resolution passed at the Extra-Ordinary General Meeting held on July 18, 2018, approved the conversion of our Company from Private Limited Company to a Public Limited Company and a Fresh Certificate of Incorporation consequent upon Conversion from Private Company to Public Company dated August 03, 2018 was issued by the Registrar of Companies, Hyderabad and the name of our Company was changed to Great Sports Infra Limited. The Corporate Identification Number (CIN) of our Company is U52520TG2004PLC043476.
13. As on date of this Prospectus, Our Company does not have any Group Company.

SECTION III- INTRODUCTION SUMMARY OF INDUSTRY

Unless noted otherwise, the information in this section has been obtained and derived from the “Assessment of the sports infrastructure market in India” report of September, 2018 by CRISIL Research, a division of CRISIL Limited, as well as publicly available information, data and statistics and has been derived from various government publications and industry sources. The information has not been independently verified by us, the BRLM, or any of our or their respective affiliates or advisors. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

CRISIL Research, a division of CRISIL Limited (CRISIL) has taken due care and caution in preparing this Report based on the information obtained by CRISIL from sources which it considers reliable (Data). However, CRISIL does not guarantee the accuracy, adequacy or completeness of the Data / Report and is not responsible for any errors or omissions or for the results obtained from the use of Data / Report. This Report is not a recommendation to invest / disinvest in any company / entity covered in the Report and no part of this report should be construed as an investment advice. CRISIL especially states that it has no financial liability whatsoever to the subscribers/ users/ transmitters/ distributors of this Report. CRISIL Research operates independently of, and does not have access to information obtained by CRISIL’s Ratings Division / CRISIL Risk and Infrastructure Solutions Limited (CRIS), which may, in their regular operations, obtain information of a confidential nature. The views expressed in this Report are that of CRISIL Research and not of CRISIL’s Ratings Division / CRIS. No part of this Report may be published / reproduced in any form without CRISIL’s prior written approval.

Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect and, accordingly, investment decisions should not be based on such information. You should read the entire Draft Red Herring Prospectus, including the information contained in the sections titled “Risk Factors” and “Financial Statements” and related notes beginning on page 23 and 216 respectively of this Draft Red Herring Prospectus before deciding to invest in our Equity Shares.

INTRODUCTION TO SPORTS INFRASTRUCTURE INDUSTRY

The sports ecosystem includes manufacturing, retailing, infrastructure, services, and other ancillaries such as technology and advertisements. Sports manufacturing and retailing encompass equipment, shoes, apparels and other fitness equipment. Rise in per capita income, and change in lifestyle and consumer preferences are aiding manufacturing and retailing of sports goods in India. Additionally, India has been a manufacturing hub for sports goods such as inflatable balls and other goods for international brands such as Mitre, Lotto, Umbro and Wilson. Sports services broadly include media, event management and sports education. Sponsorship – a component of media - plays a significant part in financial viability of sports events. Other components of the sports ecosystem include advertisements, technology, law and tourism. Sports infrastructure is the core of the ecosystem as it is necessary for training and organising games. Also, good facilities lead to effective participation of individuals in sports. In India, lack of sports infrastructure has been one of the major constraints in the process of development of sports.

(Source: Assessment of the Sports Infrastructure Market in India, September 2018, CRISIL Research – A division of CRISIL Limited – www.crisilresearch.com)

GLOBAL ECONOMIC OVERVIEW

According to the International Monetary Fund (IMF), the global economy is experiencing a near-synchronous recovery, the most broad-based since 2010. In 2017, roughly three-quarters of countries experienced improvements in their growth rates, the highest share since 2010. The latest World Economic Outlook (WEO) of the IMF shows global GDP growth accelerated to around 3.6 percent in

2017 from 3.2 percent in 2016, and the forecast for 2018 has been upgraded by 0.2 percentage points to 3.9 percent. Although rebounding, global growth is still well below levels reached in the 2000s.

One reason why the recovery has spread around the globe is that world trade in goods and services has finally emerged from its torpor, registering 4.7 percent real volume growth in 2017 compared with 2.5 percent in 2016. Another reason is that commodity producers such as Russia, Brazil, and Saudi Arabia, which for the past few years been suffering from depressed prices, have benefitted from the upswing in demand. Commodity prices increased smartly in 2017, led by petroleum, whose price rose by 16 percent to reach \$61 per barrel by the end of the year.

Even as global growth and commodity prices have surged, inflation has remained remarkably quiescent, remaining below 2 percent in the main advanced regions. Consequently, monetary policies in the US, Eurozone and Japan have remained highly accommodative despite a strong recovery. These unusual settings—rapid growth, ultra-low interest rates—at a late stage in the economic cycle have produced the rarest of combinations: record-high high bond prices and stock market valuations, both at the same time. The consensus forecast calls for these conditions to be sustained in 2018, as companies respond to buoyant demand conditions by stepping up investment, some governments (such as the US) embark on expansionary fiscal policies, while advanced country monetary policies remain stimulative and world trade continues to grow briskly.

What are the risks? Of course, there are the usual geo-political and geo-economic risks: war in the Korean peninsula; political upheaval in the Middle East; aggressive output cuts by Saudi Arabia (and Russia) in advance of the planned listing of the Saudi Arabian oil company, Aramco, which could force oil prices even higher; a final reckoning from China's unprecedented credit surge in the form of capital controls, slowdown in growth, and a sharply depreciating currency with consequences for the global economy (Economic Survey, 2016-17, Chapter 1); and trade tensions that could lead to skirmishes, and then spiral out of control. But perhaps the main risks lie on the macro-finance front in advanced economies. These stem from three, inter-related, sources:

- Asset valuations (price-equity ratios) tend to revert to their mean. And the faster and higher they climb, especially so late in the economic cycle, the greater the risk of sharp corrections.
- Simultaneously high valuations of both bonds and equities tend to be briefly lived because they suffer from an acute tension: if future earnings and economic growth are so bright, justifying high equity prices, interest rates cannot be forever so low.
- And if interest rates rise—or if markets even sense that central banks will need to shift their stance—both bond and equity prices could correct sharply. A plausible scenario would be the following. The IMF is now forecasting that advanced country output gaps will close in 2018 for the first time since the Global Financial Crisis. As this occurs, wages would start rising, eating into profits (which would prick equity valuations); and as inflation rises in tandem, policy makers would be forced into raising rates, deflating bond valuations and further undermining share prices.

What would happen to growth if asset prices correct? Surely, the impact would be far smaller than it was in 2007-09, because advanced countries are far less vulnerable than they were a decade ago. In particular, the leverage tied to these assets is much lower, which would minimize contagious propagation; while banks are much better buffered, with higher levels of capital and core deposits, and lower levels of risky assets.

Even so, there would be some consequences. For one, a large decline in wealth would force advanced country consumers to cut back on their spending, which in turn would lead firms to curtail their investments. And if this happens, monetary and fiscal policies would have much less room for expansionary manoeuvre since interest rates are already low while government debts are high. And the political implications of yet another decline in asset prices, the second in a decade, could also be significant, with effects that are difficult to imagine.

In sum, assessing future risks hinges on two calls: interest rate policy and asset valuations. On policy, extraordinarily low rates have, to paraphrase Paul Krugman, become “an obsession in search of a justification.” Initially justified by the dislocations caused by the Global Financial Crisis, then by

large output gaps, they are now defended on the grounds that inflation remains weak, even as the slack in product and labour markets is disappearing rapidly. Will the gathering new evidence on closing output gaps and rising employment dispel that obsession?

On valuations, the prognosticator must navigate a narrow strait: steering clear of the “Cry of Wolf” trap (bond prices will finally, finally correct, having defied the prediction of correction in each of the last several years), without succumbing to the siren call of “This Time is Different” (stock valuations are sustainable this time because interest rates will remain at historic lows).

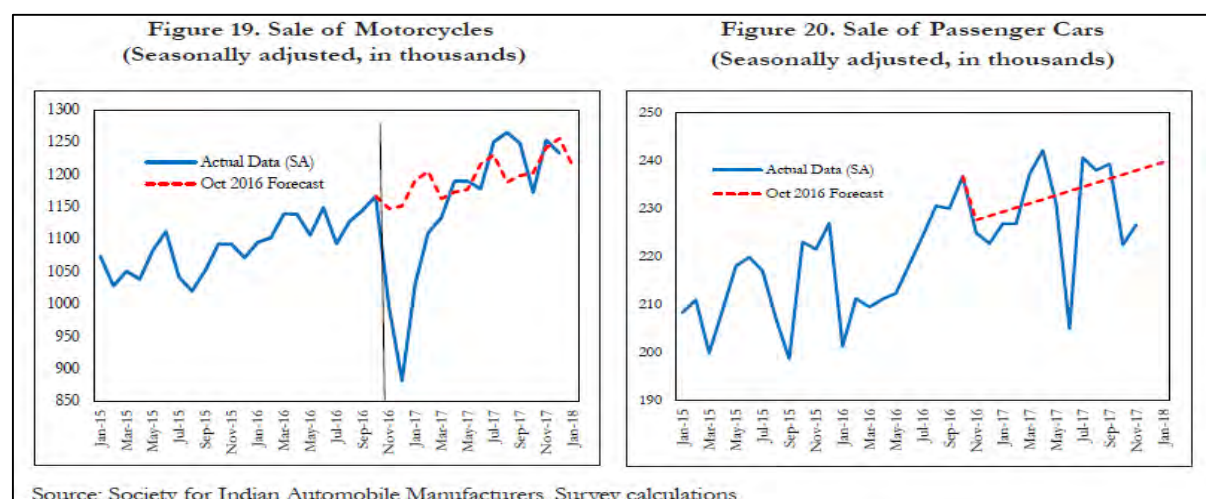
(Source: *Economic Survey 2017-18 Volume 1* www.indiabudget.nic.in)

OVERVIEW OF INDIA'S ECONOMIC PERFORMANCE IN 2017-18

Economic activity

The key question going forward is whether the economy has troughed, and if so at what pace it will recover toward its medium term trend. High frequency indicators do suggest that a robust recovery is taking hold as reflected in a variety of indicators, including overall GVA, manufacturing GVA, the IIP, gross capital formation (Figure 17) and exports.

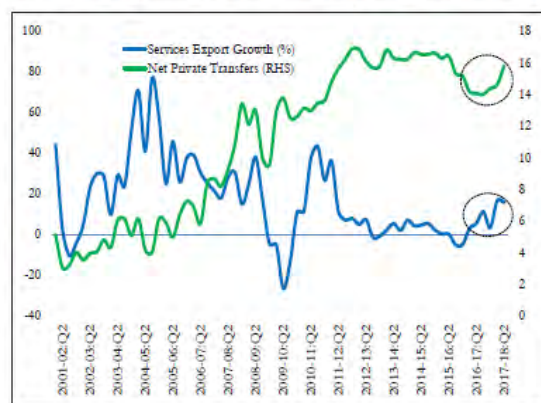
Similarly, real non-food credit growth has rebounded to 4 percent in November 2017 on a year-on-year basis, while the squeeze on real credit to industry is abating (Figure 18). Moreover, the flow of nonbank resources to the corporate sector, such as bond market borrowing and lending by NBFCs, has increased by 43 percent (April-December 2017 compared to the same period a year ago), substituting in part for weak bank credit. Rural demand, proxied by motor cycle sales, and auto sales, while not yet back to its pre-demonetization trend, are recovering (Figures 19 and 20).



Perhaps most significantly, the behaviour of manufacturing exports and imports in the second and third quarters of this fiscal year has started to reverse. The re-acceleration of export growth to 13.6 percent in the third quarter of FY2018 and deceleration of import growth to 13.1 percent, in line with global trends, suggest that the demonetization and GST effects are receding. Services export and private remittances are also rebounding (Figure 21).

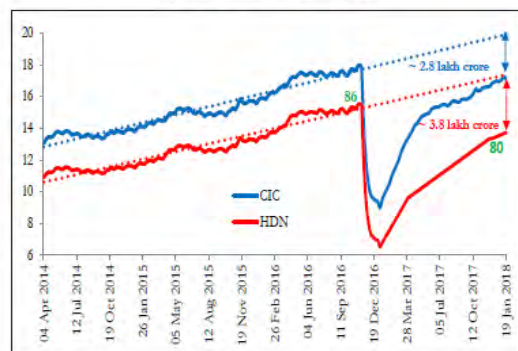
On demonetization specifically, the cash-to-GDP ratio has stabilized, suggesting a return to equilibrium. The evidence is that since about June 2017 the trend in currency is identical to that pre-demonetization (Figure 22). The stabilization also permits estimation of the impact of demonetization: about Rs. 2.8 lakh Crores less cash (1.8 percent of GDP) and about Rs. 3.8 lakh Crores less high denomination notes (2.5 percent of GDP).

Figure 21. Services Export Growth (percent) and Net Private Remittances (in US\$ billion)



Source: RBI, Survey calculations.

Figure 22. Currency in Circulation (CIC) and High Denomination Notes (HDN) (In Rs. lakh crore)



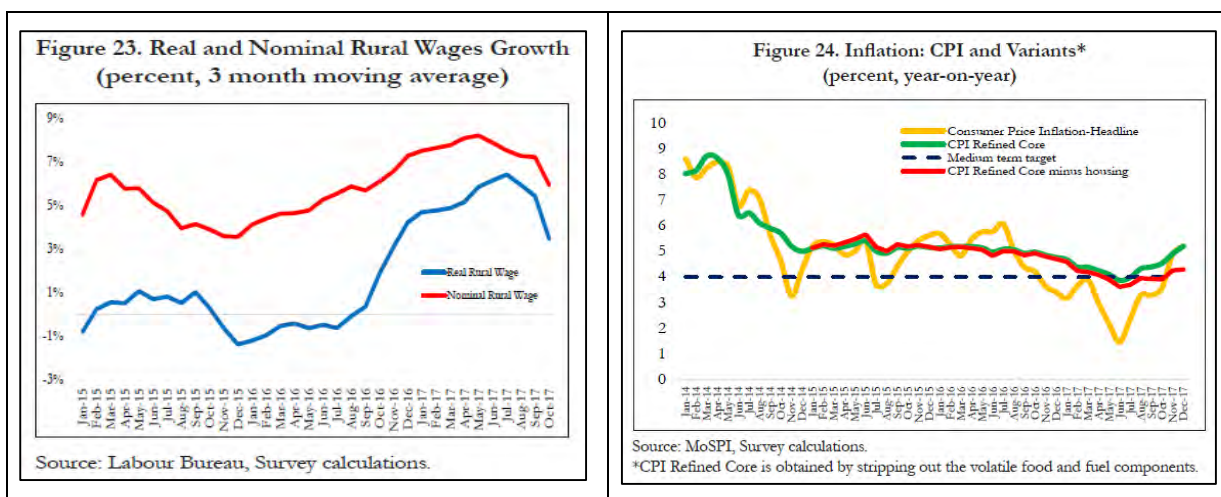
Source: RBI, Survey calculations; Numbers in green denote HDN as share of CIC.

A final, important factor explaining the growth recovery is fiscal, which is providing a boost to aggregate demand. For reasons related to smoothening the transition, GST revenues will only be collected for 11 months, which is akin to a tax cut for consumers. Meanwhile, overall revenue expenditure growth by the central and state governments remains strong at 11.7 percent (April to November). Cyclical conditions may also lead to lower tax and non-tax revenues, which act as an automatic stabilizer.

All this said, while the direction of the indicators is positive, their level remains below potential. IIP growth (April-November 2017 over same period in the previous year) is 3.2 percent, real credit growth to industry is still in negative territory, and the growth in world trade remains less than half its level of a decade ago. Moreover, even though the cost of equity has fallen to low levels, corporates have not raised commensurate amounts of capital, suggesting that their investment plans remain modest (Box 6). In other words, the twin engines that propelled the economy's take-off in the mid-2000s – exports and investment – are continuing to run below take-off speed.

Meanwhile, developments in the agriculture sector bear monitoring. The trend acceleration in rural wages (agriculture and non-agriculture), which had occurred through much of 2016 because of increased activity on the back of a strong monsoon, seems to have decelerated beginning just before the kharif season of 2017-18 (Figure 23) but it is still greater than much of the last three years. Three crop-specific developments are evident. Sowing has been lower in both kharif and Rabi, reducing the demand for labour. The acreage for kharif and Rabi for 2017-18 is estimated to have declined by 6.1 percent and 0.5 percent, respectively. Pulses and oilseeds have seen an increase in sowing, but this has translated into unusually low farm gate prices (below their minimum support price, MSP), again affecting farm revenues. The so-called TOP perishables (tomatoes, onions, and potatoes) have meanwhile fluctuated between high and low prices, engendering income uncertainty for farmers.

The CSO has forecast real GDP growth for 2017-18 at 6.5 percent. However, this estimate has not fully factored in the latest developments in the third quarter, especially the greater-than-CSO-forecast exports and government contributions to demand. Accordingly, real GDP growth for 2017-18 as a whole is expected to be close to 6 3/4 percent. Given real GDP growth of 6 percent in the first half, this implies that growth in the second half would rebound to 7.5 percent, aided by favourable base effects, especially in the fourth quarter.



Average CPI inflation for the first nine months has averaged 3.2 percent and is projected to reach 3.7 percent for the year as a whole. This implies average CPI inflation in the last quarter of 5 percent, in line with the RBI's forecast. Therefore, the GDP deflator is expected to grow by 3.6 percent for 2017-18, somewhat higher than the CSO's forecast of 2.8 percent. Consequentially, nominal GDP growth is estimated at 10.5 percent, compared with the CSO's 9.5 percent estimate.

(Source: *Economic Survey 2017-18 Volume I* www.indiabudget.nic.in)

OUTLOOK FOR 2018-19

The outlook for 2018-19 will be determined by economic policy in the run-up to the next national election. If macro-economic stability is kept under control, the ongoing reforms are stabilized, and the world economy remains buoyant as today, growth could start recovering towards its medium term economic potential of at least 8 percent.

Consider the components of demand that will influence the growth outlook. The acceleration of global growth should in principle provide a solid boost to export demand. Certainly, it has done so in the past, particularly in the mid-2000s when the booming global economy allowed India to increase its exports by more than 26 percent per annum. This time, the export response to world growth has been in line with the long-term average, but below the response in the mid-2000s. Perhaps it is only a matter of time until exports start to grow at a healthy rate. Remittances are already perking up, and may revive further due to higher oil prices.

Private investment seems poised to rebound, as many of the factors exerting a drag on growth over the past year finally ease off. Translating this potential into an actual investment rebound will depend on the resolution and recapitalization process. If this process moves ahead expeditiously, stressed firms will be put in the hands of stronger ownership, allowing them to resume spending. But if resolution is delayed, so too will the return of the private capex cycle. And if this occurs public investment will not be able to step into the breach, since it will be constrained by the need to maintain a modicum of fiscal consolidation to head off market anxieties.

Consumption demand, meanwhile, will encounter different tugs. On the positive side, it will be helped by the likely reduction in real interest rates in 2018-19 compared to the 2017-18 average. At the same time, average oil prices are forecast by the IMF to be about 12 percent higher in 2018-19, which will crimp real incomes and spending—assuming the increase is passed on into higher prices, rather than absorbed by the budget through excise tax reductions or by the oil marketing companies. And if higher oil prices requires tighter monetary policy to meet the inflation target, real interest rates could exert a drag on consumption.

Putting all these factors together, a pick-up in growth to between 7 and 7.5 percent in 2018-19 can be forecasted, re-instating India as the world's fastest growing major economy. This forecast is subject to upside potential and downside risks. The biggest source of upside potential will be exports. If the

relationship between India's exports and world growth returns to that in the boom phase, and if world growth in 2018 is as projected by the IMF, then that could add another ½ percentage point to growth.

Another key determinant of growth will be the implementation of the IBC process. Here timeliness in resolution and acceptance of the IBC solutions must be a priority to kick-start private investment. The greater the delays in the early cases, the greater the risk that uncertainty will soon shroud the entire IBC process. It is also possible that expeditious resolution may require the government to provide more resources to PSBs, especially if the haircuts required are greater than previously expected, the ongoing process of asset quality recognition uncovers more stressed assets, and if new accounting standards are implemented.

Persistently high oil prices (at current levels) remain a key risk. They would affect inflation, the current account, the fiscal position and growth, and force macroeconomic policies to be tighter than otherwise. One eventuality to guard against is a classic emerging market “sudden stall” induced by sharp corrections to elevated stock prices. (Box 9 suggests that India's stock price surge is different from that in other countries but does not warrant sanguine-ness about its sustainability.) Savers, already smarting from reduced opportunities in the wake of demonetization, from depressed gold prices, and from lower nominal interest rates, would feel aggrieved, leading to calls for action. Stock price corrections could also trigger capital outflows, especially if monetary policy unwinds less hesitantly in advanced countries and if oil prices remain high. Policy might then have to respond with higher interest rates, which could choke off the nascent recovery. The classic emerging market dilemma of reconciling the trade-off between macro-stability and growth could then play itself out.

A key policy question will be the fiscal path for the coming year. Given the imperative of establishing credibility after this year, given the improved outlook for growth (and hence narrowing of the output gap), and given the resurgence of price pressures, fiscal policy should ideally have targeted a reasonable fiscal consolidation. However, setting overly ambitious targets for consolidation—especially in a pre-election year—based on optimistic forecasts that carry a high risk of not being realized will not garner credibility either. Pragmatically steering between these extremes would suggest the following: a modest consolidation that credibly signals a return to the path of gradual but steady fiscal deficit reductions.

Against this overall economic and political background, economic management will be challenging in the coming year. If the obvious pitfalls (such as fiscal expansion) are avoided and the looming risks are averted that would be no mean achievement.

(Source: Economic Survey 2017-18 Volume I www.indiabudget.nic.in)

OVERVIEW OF INDIA'S SPORTS INFRASTRUCTURE SECTOR

Globally, sports is recognised as a great enabler for nation building owing to its positive influence – directly/ indirectly - on various sectors of the economy. The sports industry has rapidly grown and evolved over the years. To develop sports, countries such as the US, the UK, Russia, China and Germany have made massive investments in sports infrastructure. The US has 840+ stadiums vis-à-vis 180+ in India. Global sports events, such as Olympics, have also driven investment in sports infrastructure for emerging economies such as China and Brazil. During Beijing 2008 Olympics, ~22 new sports avenues were built and 72 stadiums were constructed or renovated. During Rio 2016 Olympics, ~9 avenues were constructed.

Table 4: Summary of stadiums and performance in developed and emerging countries

Name of country	Stadiums per million people	Olympic medals per million people	No of stadiums
US	3	0.4	840+
UK	3	1.0	165+
South Korea	3	0.4	170+
Germany	2	0.5	155+
Russia	1	0.4	90+
Brazil	1	0.1	190+

Name of country	Stadiums per million people	Olympic medals per million people	No of stadiums
China	0	0.1	240+
India	0	0.0	180+

Source: World Bank, World stadiums, Indian Olympics Committee, CRISIL Research; Note: Population figures are as of 2016, Olympic medal are of Rio Olympics 2016

Sports infrastructure – a key component of the sports ecosystem

The sports ecosystem includes manufacturing, retailing, infrastructure, services, and other ancillaries such as technology and advertisements. Sports manufacturing and retailing encompass equipment, shoes, apparels and other fitness equipment. Rise in per capita income, and change in lifestyle and consumer preferences are aiding manufacturing and retailing of sports goods in India. Additionally, India has been a manufacturing hub for sports goods such as inflatable balls and other goods for international brands such as Mitre, Lotto, Umbro and Wilson. Sports services broadly include media, event management and sports education. Sponsorship – a component of media - plays a significant part in financial viability of sports events. Other components of the sports ecosystem include advertisements, technology, law and tourism. Sports infrastructure is the core of the ecosystem as it is necessary for training and organising games. Also, good facilities lead to effective participation of individuals in sports. In India, lack of sports infrastructure has been one of the major constraints in the process of development of sports.

India's performance in major sporting events lags most comparable economies

India has a large population of 1.2 billion (Census 2011). However, sports is not perceived really as a career option in the country owing to uncertainty and low rewards. Cricket is an exception. Hence, India has very little to show in terms of achievements in global sports events. For instance, in Summer Olympics India's performance as well as participation was way below its counterpart China's, as well as other economies of comparable sizes.

Table 5: India's and China's performance in Summer Olympics

Summer Olympics	2004 Athens	2008 Beijing	2012 London	2016 Rio De Janeiro
India' performance				
Total athletes participation	73	56	83	120
Medals won	1	3	6	2
--Gold	0	1	0	0
--Silver	1	0	2	1
--Bronze	0	2	4	1
China's performance				
Total athletes participation	384	639	396	412
Medals won	63	100	91	70
--Gold	32	48	38	26
--Silver	17	22	31	18
--Bronze	14	30	22	26

Source: International Olympic Committee, CRISIL Research

India also faces a deficit of sporting infrastructure

Sports infrastructure plays a crucial role in creating a culture of sports amongst citizens of a country. In India, sports has been predominantly the domain of the public sector. Private/ corporate sector sometimes participate through corporate social responsibility (CSR) and public private partnership (PPP) in sports infra development, although overall contribution is substantially lower than government spending. In India, sports infrastructure is poor owing to lower allocation of funds by the government (<1% of the union budget). Moreover, overdominance of cricket has impacted the development of overall sports infrastructure.

Lack of clear policy roadmap to develop sports infrastructure has also impacted India's performance at global sports events. On the other hand, China's better performance at global sports events is supplemented by its government's continuous efforts to develop the relevant infrastructure. The Chinese government is planning to build a number of towns dedicated as centres of sporting excellence for various disciplines in coming years.

But focus on creating sporting culture augurs well for related infrastructure

In India, sports is going through a transformational phase as the government and private institutions are now increasingly focused on inculcating sporting culture amongst the youth. The central government's Khelo India scheme (whereby ₹17.56 billion is planned to be spent over fiscals 2018-20), related schemes for promotion of sports excellence, conferring 'industry' status to sports infrastructure and introduction of sports as a subject in schools are a big welcome.

Khelo India scheme

On April 22, 2016, the government approved the implementation of Khelo India scheme (National Programme for Development of Sports) by merging Khel Abhiyan (erstwhile Yuva and Khel Abhiyan), Urban Sports Infrastructure Scheme and National Sports Talent Search System Programme as a central sector scheme from fiscal 2017 onwards. The key objectives of the scheme are as follows:

- Mass participation of youth in annual sports competitions through a structured competition;
- Identification of talent;
- Guidance and nurturing of talent through existing sports academies and new set-up either by the central or state governments or in the PPP mode;
- Creation of sports infrastructure at the mofussil, tehsil, district and state levels.

The projects that can be sanctioned to a) state governments/state sports council/state sports authority; b) local civil bodies; (c) public school, colleges and universities; and (d) sports control boards along with the maximum admissible grant are:

Table 6: Maximum admissible grants under the Khelo India scheme

Particulars	₹ mn
Synthetic athletic track	70
Synthetic hockey field	55
Synthetic turf football ground	50
Multipurpose hall	80
Swimming pool	50
Construction of stadia complex	500

Schemes relating to promotion of excellence in sports

The Government of India provides assistance to National Sports Federations (NSFs) and other sports organisations for conducting national championships, holding international tournaments in India, participation in international tournaments abroad, organising coaching camps, procuring sports equipment and engagement of foreign coaches.

Table 7: Financial assistance to sports persons revised in 2015

Particulars	Financial assistance
International events	₹3 mn per tournament
National championship	₹0.5mn for seniors, ₹ 0.7mn for juniors and ₹ 1 mn for sub-juniors.
Medical insurance policy	₹0.5 mn
Personal accident policy	₹2.5 mn

Source: Ministry of sports and youth affairs; CRISIL Research

Different sports, other than cricket (which has gained momentum with the launch of the Indian Premiere League in 2008), have gathered sizeable interest over the past few years with the establishment of new sporting leagues such as Indian Super League (football), Pro Kabaddi League, Pro Wrestling League, Hockey India League and Pro Badminton League. These professional events are improving India's sports culture and are expected to result in development of relevant infrastructure.

Table 8: Key sports leagues in India

Leagues	Commenced	Remarks
Chennai Open (Tennis)	1996	It is the largest tennis event in India. It is played on the hard court and includes two events - Men Singles and Men Doubles.
I-league	2007	National Football League in 1996 was transformed to I-League in 2007 with the objective of professionalising the domestic set-up of football in India.
Indian Premier League (IPL)	2008	IPL is a twenty20 cricket tournament with number of franchise teams participate for the trophy.
Elite Football League of India	2011	It is a professional American football league based in India and currently has 23 franchises throughout South Asia.
Indian Badminton League	2013	It was rechristened Premier Badminton League before the start of the second season in 2016.
Hockey India League	2013	It is a professional league for field hockey competition in India organised by Hockey India.
Indian Super League	2014	It is along the lines of IPL and major soccer leagues.
The Pro Kabaddi League	2014	It is a professional kabaddi league in India designed on the format of IPL.
Premier Futsal	2016	It is a variant of association football played on a hard court and is mostly played indoor.

Moreover, global sporting events such as the Hockey World Cup and Cricket World Cup are successfully being held in India. All these factors can pave the way for improvement of sports infrastructure in the country.

(Source: Assessment of the Sports Infrastructure Market in India, September 2018, CRISIL Research – A division of CRISIL Limited – www.crisilresearch.com)

GROWTH DRIVERS OF SPORTS INFRASTRUCTURE IN INDIA

Increasing popularity of sports and fitness in India

Rise in disposable income aiding the sports market

Urbanisation has been consistently rising over the years in India (31% in 2011 versus 28% in 2001) leading to higher disposable income. Disposable income in India registered a healthy CAGR of 11% over fiscals 2012-17. Rising income levels enable consumers to spend more on discretionary items such as sporting equipment which, in turn, drive demand for better infrastructure. Going forward, urbanisation and disposable income are expected to grow in India, thereby aiding the sports infrastructure industry.

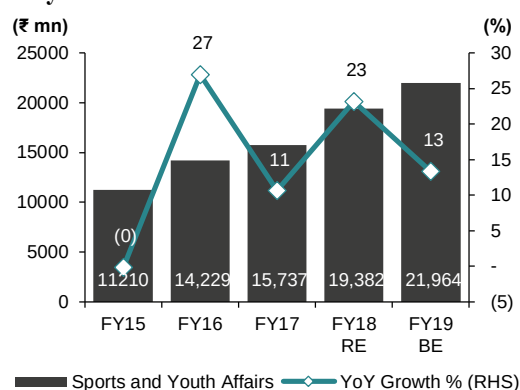
Awareness about lifestyle-related diseases

Sports and fitness are gaining popularity owing to increasing awareness about lifestyle-related diseases, which are rising at an alarming rate in India. According to World Health Organisation Report 2016, 7.8%, 21.4% and 4.7% of the population are diabetic, overweight and obese, respectively.

Increasing focus of the government on promoting sports culture

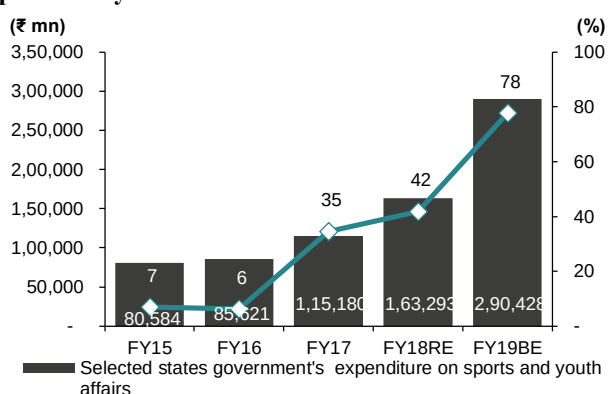
The Government of India is playing a major role in promoting and developing sports in the country, and has launched various initiatives to improve the sports infrastructure. Moreover, it is known that besides improving general health and wellbeing of a country, sports is complementary to other sectors of the economy such as education, real estate and tourism. In fact, central and state budget expenditure on sports has increased over the years.

Fig 14: Union budget expenditure on sports and youth affairs



Source: India budget, CRISIL Research; Note RE and BE refers to revised estimates and budget estimates

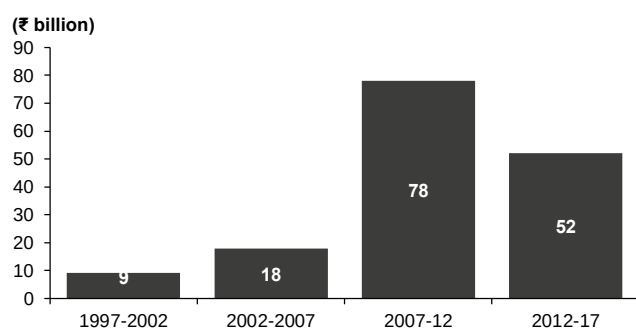
Fig 15: Selected state governments' expenditure on sports and youth affairs



Note: Selected states includes Tamil Nadu, Andhra Pradesh, Haryana, Gujarat, Punjab and Karnataka; Note RE and BE refers to revised estimates and budget estimates

Source: States budgets, CRISIL Research;

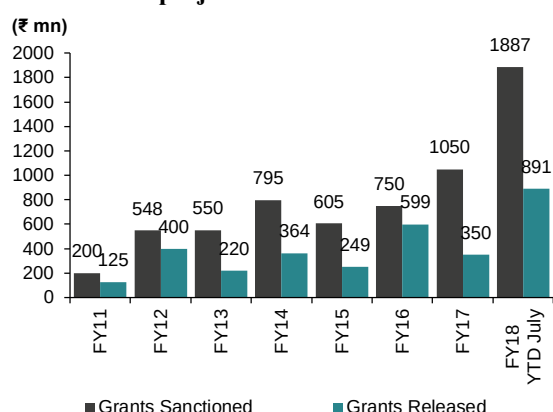
Fig 16: Allocation of funds by the central government under various plans



Source: Union Budget, CRISIL Research

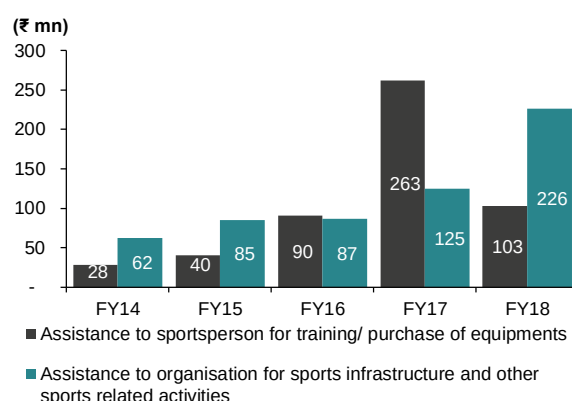
The financial assistance or the grants released for creation and upgradation of sports infrastructure under Sports Infrastructure Schemes of states has also increased over the years (Figure 15) - from ₹125 million in fiscal 2011 to ₹891 million in fiscal 2018 (until July 2017). Funds spent on promotion of sports by National Sports Development Federation in India have seen traction as well.

Fig 17: Grants under Sports Infrastructure Scheme for creation and upgradation of sports infrastructure projects in India



Source: Lok Sabha questions, CRISIL Research

Fig 18: Funds spent for promotion of sports by National Sports Development Federation In India



Source: Lok Sabha questions, CRISIL Research

The Central government has also approved the revamped Khelo India National programme in September 2017 for achieving twin objectives of mass participation and promotion of excellence in sports. The revamped Khelo India Programme aims at strengthening the entire sports ecosystem, including infrastructure, community sports, talent identification, coaching for excellence, competition structure and the sports economy. The budget allocation for the scheme is ₹17.56 billion for fiscals 2018-20.

In order to address the issue of poor sports infrastructure in the country, in 2016 the government decided to include sports under the Harmonised Master List of Infrastructure Subsectors. It includes the provision of sports stadia and infrastructure for academies for training / research in sports and sports-related activities. Such inclusion will enable the sports sector to avail long-term financial support from banks and other financial institutions on the same principle as is available to other infrastructure projects, and will encourage private investment in the sports infrastructure sector.

Additionally, in 2016 the government through All India Council for Sports (AICS) expanded the definition of sports promotion under CSR Rules, 2014 to include construction, renovation, maintenance of stadiums, gymnasiums and rehabilitation centres as part of the permissible CSR activities. Prior to 2016, training to promote rural sports, nationally recognised sports, paralympic sports and Olympic sports were the only permissible activities as part of CSR. In fiscal 2015, for a sample set of 7,334 companies, out of the spend of ₹86.4 billion on CSR, ₹1.6 billion was allocated towards sports promotion, i.e. 1.8% of the total CSR expenditure (Source: Ministry of Corporate Affairs).

International sports events held in India

In recent years, healthy growth has been observed in Indian sports with the staging of mega global sports events such as the Commonwealth Games 2010, U-17 FIFA Football World Cup and Cricket World Cup. In addition to cricket tournaments, other sporting events have also picked up pace.

India is expected to host a number of international sports events going ahead, such as Hockey World Cup (men) in 2018, U-16 Basketball Asian Championship in 2018, India Open – Badminton in 2019 and ICC Cricket World Cup in 2023. Increase in the number of international sporting events augurs

well for the sports infrastructure sector and creates demand for products such as artificial turf, interlocking tiles, synthetic acrylic, synthetic tracks, etc.

Table 12: Upcoming international sports events to be organised in India

Name of event	Name of sport	Year	Venue
FIBA U-16 Women's Asian Championship	Basketball	Oct 22-28, 2018	Hyderabad
Asian Tour (Panasonic Open India)	Golf	Oct 25- Oct 28, 2018	Delhi Golf Club
AIBA World Women's Boxing Championships	Boxing	Nov 15-24, 2018	New Delhi
Hockey- Men's World Cup	Hockey	28 Nov - 16 Dec 2018	Bhubaneswar
Under-14 Asian Tournament	Tennis	14-Jan-19	India
2019 India Open	Badminton	March 26-31, 2019	New Delhi
Hyderabad Open 2019	Badminton	Aug 6-11, 2019	Hyderabad
Syed Modi International 2019	Badminton	Nov 26 to Dec 01, 2019	Lucknow
AIBA World Men's Boxing Championships	Boxing	2021	New Delhi
ICC World Test Championship	Cricket	2021	India
ICC Cricket World Cup	Cricket	2023	India

Source: CRISIL Research

Growth in construction of residential complexes with in-built sports facilities

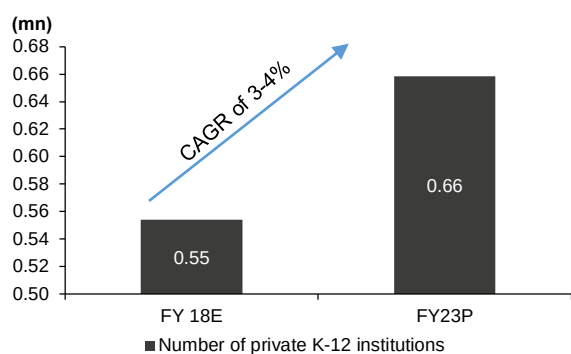
Integrated townships with high-end infrastructure and facilities are now a popular concept amongst real estate developers. Increase in urbanisation and unprecedented level of saturation in metros and large cities have boosted the demand for houses in integrated townships. Several developers such as Lodha Group, Tata Housing, Kalpataru and Hiranandani have planned integrated townships in the country. Amenities in townships include recreational facilities such as football and cricket grounds, badminton/ tennis courts, swimming pools, gymnasiums, yoga and meditation centres, jogging tracks and mini-golf courses. With rising income levels, demand for such integrated township with various amenities are expected to rise, providing a fillip to sports infrastructure industry.

Sports facilities being provided by private schools

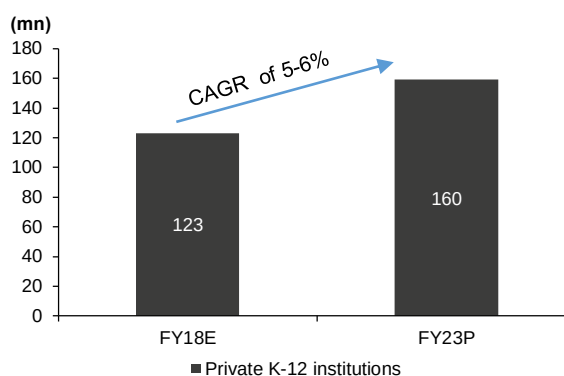
India is witnessing growing sentiments amongst parents and students about the benefits of sports, complementing academic learning. Sports is also included as a subject in the school curriculum. Schools, primarily private, in the country are giving more attention to including sporting facilities. Increasing preference for 'quality education' offered by private schools and other supporting factors, such as rapid urbanisation and increase in disposable income, are expected to aid the growth of private schools in the country and, resultantly, growth of sports infrastructure in schools. CRISIL Research estimates 3-4% CAGR in the number of kindergarten to grade 12 (K-12) private institutions (versus CAGR of 1-2% in overall K-12 institutions). CRISIL Research expects private institutions to account for 35% of all K-12 institutions in the country by 2022-23.

Fig 19: Number of private K-12 institutions to witness 3-4% CAGR over fiscals 2018-23

Fig 20: Enrollment in private K-12 institutions to witness 5-6% CAGR over fiscals 2018-23



Source: CRISIL Research



Source: CRISIL Research

(Source: Assessment of the Sports Infrastructure Market in India, September 2018, CRISIL Research – A division of CRISIL Limited – www.crisilresearch.com)

KEY CHALLENGES FACED BY SPORTS INFRASTRUCTURE INDUSTRY:

Small allocation for sports infrastructure in central and state governments' budgets

In India, sports is a state subject. Each state allocates funds towards its development as per priority. However, for majority of schemes, the Centre has to take care of the infrastructure costs given the state governments' funding shortage. Under central and state government budgets, sports get limited allocation in the range of 0.1-0.9% (fiscal 2019 budget estimates). However, efforts are being made to formulate a comprehensive policy for sports and the central government has moved a proposal for transfer of 'sports' from the state list to the concurrent list. As per the proposal, transfer to the concurrent list will ensure creating a national sports vision, along the lines of the National Education Policy and Right to Education Act.

Discretionary expenditure subject to vagaries of economic cycle

The demand for sports infrastructure runs parallel with growth of the country's economy and is till now more of a discretionary expenditure for the government.

Customs duty on imported materials

The demand for good quality artificial turf is mainly met through imports. Also, additional materials for play area are imported. These components attract customs duty, which varies from 10% to 25%. Including other surcharges and integrated GST levies, duties on imported items vary from 31% to 43% and, thus, add to the cost of the overall items. Over the years, total import duties have also risen (versus fiscal 2016). Moreover, customs duties are paid at the time of receiving the goods at the ports and, thus, create a cash flow challenge for the players as the realisation of laying turfs is based on the stage of completion of construction of projects.

Table 14: Duties on key products imported in the core specialised infrastructure industry

Description of products	2018-19				2015-16
	Basic customs duties	Social welfare surcharge	IGST levy	Total duty	Total duty
Artificial grass	25%	10%	12%	43%	30%
SBR rubber	10%	10%	18%	31%	30%
Line marking paint	8%	10%	18%	28%	27%
UV seal coat	8%	10%	18%	28%	27%
EPDM rubber granules	10%	10%	18%	31%	30%
Snapshots plastic tiles	10%	10%	18%	31%	30%
Grand stands	15%	10%	18%	37%	30%

Description of products	2018-19				2015-16
	Basic customs duties	Social welfare surcharge	IGST levy	Total duty	Total duty
TURF - line marking paint	10%	10%	18%	31%	30%
DUOL	15%	10%	18%	37%	30%

Source: Central Board of Indirect Taxes and Customs, CRISIL Research

Lack of effective policy mechanism for sports infrastructure industry and its implementation

The National Sports Policy, 1984 was formulated with the objective of raising the standard of sports in the country. It was redrafted in 2001. As per the National Sports Policy, 2001 the central government in conjunction with the state governments, the Indian Olympic Association (IOA) and the National Sports Federation will concertedly pursue the twin objectives of "broad-basing" of sports and "achieving excellence in sports at the national and international levels". However, implementation of the sports policy has not been up to the mark. The country still lacks adequate sports infrastructure. Although the primary responsibility of broad-basing sports is with the state governments (as per National Sports Policy, 2001), lack of funds and the absence of a separate sports policy at the state level have impacted the development of sports infrastructure. Moreover, inclusion of sports in the concurrent list of the Constitution of India has been pending for a long time.

Mismanagement and corruption in sports administration

India has witnessed instances of mismanagement and corruption in sports administration. Controversies have been reported in the functioning of the Badminton Federation of India and there have been allegation of irregularities and mismanagement in NSFs in kabaddi, wrestling, boxing, basketball and hockey. Allegation of corruption has also been raised on the conduct of international events such as 2010 Common Wealth Games in India. Mismanagement of sports administration is detrimental to the development of sports and related infrastructure.

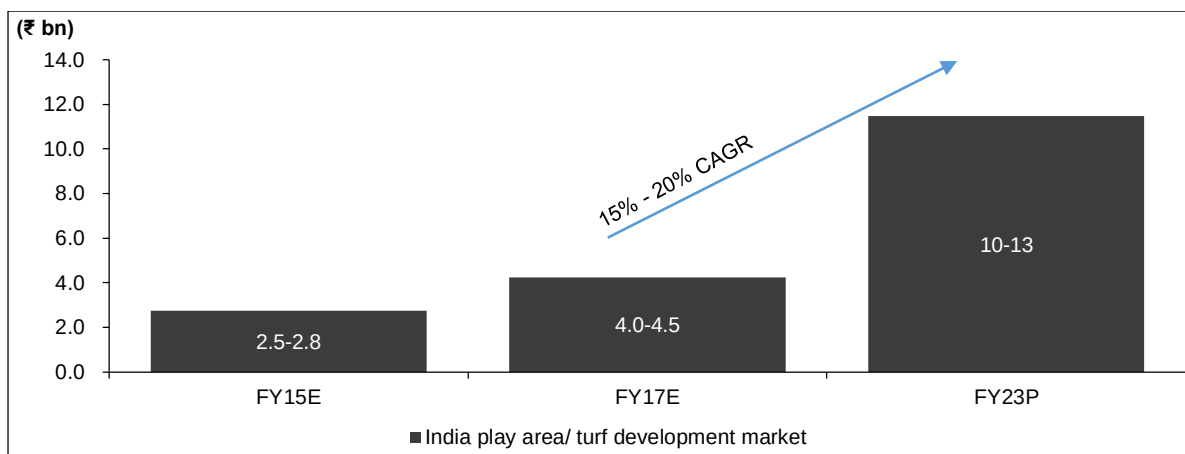
(Source: Assessment of the Sports Infrastructure Market in India, September 2018, CRISIL Research – A division of CRISIL Limited – www.crisilresearch.com)

INDIA'S SPECIALISED SPORTS INFRASTRUCTURE SECTOR TO REGISTER HEALTHY GROWTH OVER FISCALS 2017-22

Sports infrastructure in India can be bucketed under privately owned, government owned, clubs/gymkhanas, schools, colleges, residential and corporates. Government spending accounts for majority of the total sports infrastructure investments currently. However, schools, corporates and clubs are also increasingly contributing to the growth of the segment. Within the overall spectrum of sports infrastructure, the specialised sports infrastructure¹ comprising a) play area / turf development, b) subsurface aeration, c) modular galleries and d) retractable seating is an emerging market and is expected to post healthy growth going forward.

The play area/ turf development encompasses construction of play area surfaces and installation of products such as synthetic turf/ artificial grass, synthetic athletic tracks, interlocking modular sports surfacing and maple hardwood surfacing. The play area/ turf development segment is estimated to have registered a CAGR of ~27% over fiscals 2015-17 to ₹4.0-4.5 billion driven by government spending. With increasing focus of the government as well as corporate/ private sector on sports, we expect the segment to register 15-20% CAGR over fiscals 2017-23.

Fig 22: Play area/ turf development market expected to log 15-20% CAGR over fiscals 2017-23



Source: CRISIL Research

- Subsurface aeration system market is still at a nascent stage in India. Currently, the subsurface aeration technology has been adopted for only M Chinnaswamy Stadium (cricket), Karnataka at a cost of ₹43- 45 million. Subsurface aeration system involves technology which prevents waterlogging in the field as the accumulated water evacuates at a faster pace, from the moment it begins to rain. This technology is expected to be used increasingly in cricket stadiums in India. With 20+ additional active cricket stadiums in the country which are yet to install the system, market opportunities for subsurface aeration system is expected to be large.
- Modular gallery (for stadiums) is also an upcoming concept in India. The modular gallery is designed to provide a fast and inexpensive alternative to conventional concrete galleries. Moreover, it can be disassembled and reconstructed in another form in another location. In 2018, a 15,000-capacity stadium for the Government of Mizoram was constructed using the concept. Assembly of modular gallery involves fitting self-locking components together, which do not require screws or bolts. The demand for modular gallery stadiums is expected to rise in future as a number of stadiums are expected to come up for renovation and also new stadiums are expected to be constructed in India. Thus, we expect the potential opportunity for the modular gallery market in India to be significant over the next few years.
- Retractable /telescopic seating is a multi-tiered platform-based seating which can be retracted or extended as per the requirement. Its key advantages are optimum use of the facility space, multi-purpose usage of the venue, and rapid set-up and retrieval of the structure. A number of sports arena and stadiums are expected to be constructed in India, which is expected to ensure healthy demand for retractable seating.
- The opportunities in subsurface aeration system, modular gallery and retractable seating are over and above play area/ turf development.

Players in India's specialised sports infrastructure sector can also explore opportunities in international markets such as Sri Lanka, Bangladesh, Afghanistan, Mauritius, Thailand and Maldives where sports infrastructure prospects are expected to remain healthy.

(Source: Assessment of the Sports Infrastructure Market in India, September 2018, CRISIL Research – A division of CRISIL Limited – www.crisilresearch.com)

SUMMARY OF OUR BUSINESS

Some of the information contained in the following discussion, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the chapter titled “*Forward-Looking Statements*” beginning on page 20 of this Draft Red Herring Prospectus, for a discussion of the risks and uncertainties related to those statements and also the section “*Risk Factors*” beginning on page 23 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.

The financial information used in this section, unless otherwise stated, is derived from our Financial Information, as restated prepared in accordance with Indian GAAP, Companies Act and SEBI Regulations. The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Draft Red Herring Prospectus, including the information contained in the sections titled “*Risk Factors*” and “*Financial Information*” beginning on pages 23 and 216, respectively.

OVERVIEW OF BUSINESS

Our Company was incorporated in the year 2004 having corporate office at Hyderabad, Telangana. We started our business as an importer, supplier, installer of synthetic turf where we executed several artificial grass landscaping projects and sports surfacing projects; and gradually we leveraged our sports surfacing expertise to offer our services across various sports infrastructure projects. Our scope of work involves planning, designing, executing and commissioning of sports infrastructure projects as well as civil construction works pertaining to the sports facilities. Since incorporation, we have constructed total area of over 118 lakh sq.ft, across 310 locations in 7 countries.

Our core business is to undertake sports infrastructure projects on turn-key basis across certain countries in South Asia. We are specialized in sports flooring and have an established track record in installation of artificial grass/sports turf, synthetic athletic tracks, natural grass play surfaces, indoor and outdoor modular sports flooring, modular stadium seating, etc.

In the year 2006, we commissioned our first installation of professional level synthetic turf system for Chowgule College, Goa, having contract value of Rs. 198.12 lakhs. Further in year 2009, we constructed our first FIFA certified synthetic turf football field project at Vivekananda Yuba Bharati Krirangan also known as the Salt Lake Stadium, Kolkata having contract value of Rs. 436.00 lakhs, which, in 2011 hosted first FIFA official international friendly match between two foreign nations in India. In 2010, we built our first International standard FIH approved Hockey field at Pt. Motilal Nehru Sport Stadium, Rae Bareilly, having contract value of Rs. 189.00 lakhs. In year 2014, we expanded into development of stadiums/sports complexes on Design & Build basis, thereby enhancing our capabilities. In 2016 we completed renovation and upgradation of the M. Chinnaswamy Cricket Stadium, Bengaluru, with the SubAir System. In 2017, we built international standard modular seating stadium having 14,565 seating capacity at Rajeev Gandhi Stadium at Aizawl, Mizoram having contract value of Rs.2,500.91 lakhs.

We have various exclusive license/distribution rights from several global suppliers such as FieldTurf, USA; Porplastic, Germany; SnapSports, USA; SubAir Systems, USA; Terraplas, UK; Alcor Equipments, France; and Pacific Seating, Australia to market their sports products majorly in South Asia. Further on, we have exclusive worldwide rights to promote SubAir Cricket System for the cricket stadiums. We believe that our relationships with these suppliers provide us with additional expertise across brand building and marketing, which enable us to operate more efficiently.

We provide sports infrastructure construction and related services to private customers, Indian Armed Forces and the State and Central Government. Government funded projects accounted for 89.98% of our revenues from operations for the period ended March 31, 2018. Our Company is a FIH Certified Field Builder and also registered with Public Works Department of Madhya Pradesh as a registered contractor.

Our Company is managed by first-generation entrepreneur Anil Kumar Suravaram, who has 15 years of experience in business development and management functions. Our Company is also supported by an experienced management team, including our Chief Operating Officer, John Kumblavelil John, who is working with our Company since 2011, and our Chief Financial Officer, Surendra Kamath Basavanagudi, who has over 27 years of overall experience.

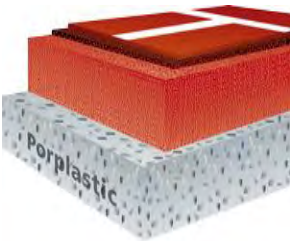
As per restated financial statements for period ended March 31, 2018, March 31, 2017 and March 31, 2016, the total revenue of our Company was at Rs. 6,979.72 lakhs, Rs. 6,194.52 lakhs and Rs. 5,791.95 lakhs respectively. Further, our PAT for period ended on March 31, 2018, March 31, 2017 and March 31, 2016 was at Rs. 504.13 lakhs, Rs. 425.15 lakhs and Rs. 422.84 lakhs respectively. According to “CRISIL Rating”, February 16, 2018, our credit rating is “CRISIL MSE 2” indicating “HIGHEST” operating performance and “HIGH” financial strength, valid until February 15, 2019.

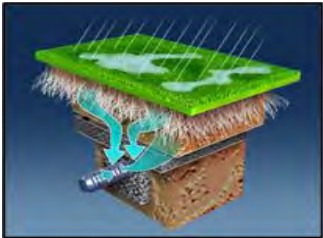
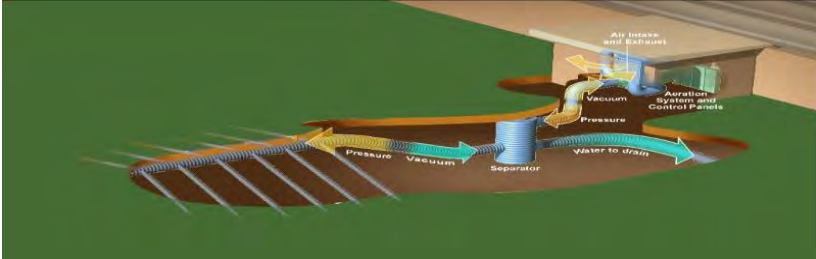
PRODUCTS PORTFOLIO

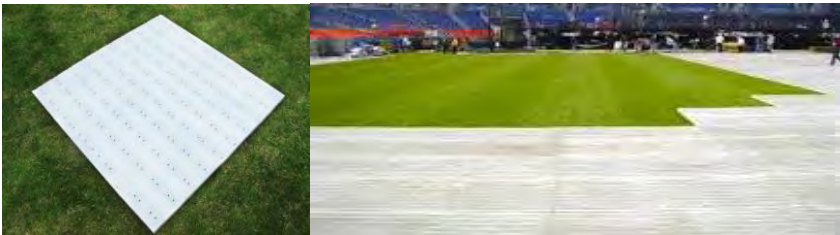
Our Company imports products from our suppliers that are used in development of our sports infrastructure projects.

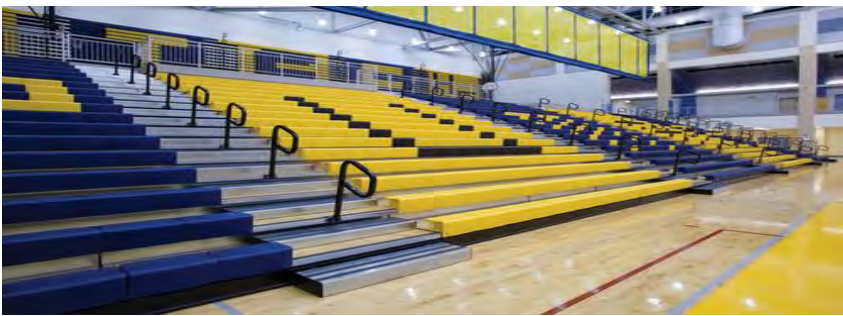
Brief description of the products are provided as under:

Products	Description
Sports Surfacing Business	
Synthetic Turf for Sports & Landscaping	 FieldTurf® A Tarkett Sports Company THE ULTIMATE SURFACE EXPERIENCE <u>Manufacturer:</u> FieldTurf, USA <u>About Product:</u> • Artificial grass or synthetic turf is a product that has been designed for numerous sports surfaces and landscaping. • The new generation synthetic turf by Field turf is soft, yet resilient and looks and feels like natural grass. • It replicates the biomechanical properties of natural grass and therefore has been widely accepted by players, administrators, coaches, facility owners etc. • International governing bodies such as FIFA, FIH have conferred an Preferred Supplier/Producer status on FieldTurf. 
Synthetic Athletic Tracks	

Products	Description
	 Porplastic <u>Manufacturer:</u> PORPLASTIC Sportbau von Cramm GmbH, (A Group Company of VIACOR Polymer GmbH), Germany <u>About Product:</u> • Manufactured in accordance with the IAAF quality criteria, the tracks are designed to provide safe training to the runners. • The Polyurethane used in these tracks is free from Volatile Organic Compound (VOC) emissions, thereby making them suitable and safe. • These surfaces are resistant to ultraviolet rays and extreme weather conditions and provide high grip and offer spike resistance. • The Systems can be adjusted to be water-permeable or water-impermeable, with minimal maintenance. • International governing body IAAF has conferred an “approved” status on Porplastic.  
Interlocking Modular Sports Surface	 SNAPSPORTS[®] ATHLETIC SURFACES <u>Manufacturer:</u> SnapSports, USA <u>About Product:</u> • SnapSports provides inter-locking modular sports surfaces with a wide range of options for any level or kind of sport, be it indoors or outdoors. • It is portable, therefore unlike most other sports surfaces; it is not locked down as a sunken investment and allows it to be used at multiple locations. • The surfaces are The Federation Internationale de basket-ball (FIBA) and The International Tennis Federation (ITF) approved for the highest level international standard play and have different varieties to cater to even amateur level play.

Products	Description
	 
Sub-surface aeration & drainage technology	 SubAir <u>Manufacturer:</u> SubAir Systems, USA <u>About Product:</u> • The SubAir system is a turf management system provided for sports stadiums (Cricket, Football, Multisports) and golf courses around the world to ensure optimum playing conditions all-round the year. • SubAir provides both pressurized aeration and vacuum powered drainage for the turf. It enables air-exchange in the root zone to promote deeper roots and healthier grass thereby improving playing condition. • SubAir prevents the playing surface from waterlogging and is used extensively by tournament venues to effectively conduct matches during the event of rain without compromising the player safety or playing conditions.   Suction Mode Aeration Mode 
Turf Protection System	 part of the  CHECKERS SAFETY GROUP <u>Manufacturer:</u> Terraplas, U.K (Checkers Safety Group UK Ltd t/a

Products	Description
	Terraplas) <u>About Product:</u> • Turf protection system is designed to protect natural grass from heavy footfall in stadia during non-sport events. • Terraplas tiles are manufactured from natural virgin translucent high density polyethylene • This translucent material allows the sunlight to penetrate the tiles and draw moisture from the ground, thus recycling the required water to keep the grass healthy 
Modular Gallery Seating	 <u>Manufacturer:</u> Alcor Equipments, France <u>About Product:</u> • Alcor Equipments is the manufacturer of grandstand seating (i.e. self-locking galleries solutions). • These galleries can either be permanent or temporary structures. • This comprises interlocking components therefore the installation or uninstallation is extremely quick and easy. • The grandstands are made up of standard pre-fabricated components manufactured as per EN standards. • Assembling simply involves the fitting the self-interlocking components together, ensuring maximum safety of installation. • No screws or bolts are required, simplifying assembling and removal to the extreme and resulting in considerable time savings. 

Products	Description
Retractable Seating	 <u>Manufacturer:</u> Pacific Seating, Australia <u>About Product:</u> • Pacific's Retractable /Telescopic seating is a multi-tiered platform based seating that can be retracted or extended as per the requirement. • Telescopic Seating generally has two seating options – bench or chair type and can be operated manually or automatically based on the size of seating. • It is ergonomically designed and enhances the visibility of the audience. It is structurally safe and has passed the most stringent tests globally. • Certification: CE Standard, BASES (British Association of Seating Equipment Suppliers) 

FINANCIAL SNAPSHOT:

Financial Snapshot of our Company as per our Restated Financial Statements is as under:

(Amount in Rs. lakhs)

Particulars	F.Y 2017-18	F.Y. 2016-17	F.Y 2015-16	F.Y 2014-15
Revenue from Operations	6,788.86	6,162.85	5,757.95	4,718.45
Total Revenue	6,979.72	6,194.52	5,791.95	4,747.10
EBITDA	967.33	751.04	697.09	498.79
EBITDA Margin (in %)	13.86%	12.12%	12.04%	10.51%
PAT	504.13	425.15	422.84	309.47
PAT Margin (in %)	7.22%	6.86%	7.30%	6.52%

Note:

1. *EBITDA Margin = (Restated profit before tax + Finance cost + Depreciation and amortization expense) / Total Revenue*
2. *PAT Margin = PAT/ Total Revenue*

Product wise break-up of our Revenue from Operation is as under:

(Amount in Rs. lakhs)

Particulars	F.Y 2017-18	F.Y. 2016-17	F.Y 2015-16	F.Y 2014-15
Modular grandstands	2,175.42	-	-	-
Synthetic turf	2,068.53	1,425.30	1,906.08	2,865.56
Synthetic athletic tracks	2,018.83	3,864.84	3,235.33	1,243.05
Modular sports Surfacing	203.08	361.54	616.53	609.84
Cricket & SubAir systems	-	410.13	-	-
Turf protection systems	-	27.74	-	-
Other	323.01	73.31	-	-
Total	6,788.86	6,162.85	5,757.95	4,718.45

Geographical break-up of our Revenue from Operation is as under:

(Amount in Rs. lakhs)

Particulars	F.Y 2017-18	F.Y. 2016-17	F.Y 2015-16	F.Y 2014-15
Domestic Market				
Mizoram	2,532.65	62.11	440.08	-
Madhya Pradesh	738.60	311.80	354.15	-
Jharkhand	659.54	18.25	-	-
Delhi	604.96	195.85	21.80	-
West Bengal	577.78	103.47	434.73	-
Maharashtra	344.55	1,512.52	414.21	11.31
Karnataka	340.52	953.39	614.43	790.06
Tamil Nadu	284.83	15.26	472.54	19.92
Kerala	246.02	493.19	140.57	328.29
Andhra Pradesh	82.41	174.50	609.03	-
Assam	73.37	408.55	83.91	-
Jammu & Kashmir	52.47	91.44	39.40	30.67
Uttar Pradesh	49.11	80.44	340.17	311.47
Goa	48.63	172.73	-	-
Rajasthan	31.19	246.32	234.79	21.10
Telangana	25.20	71.77	146.69	181.07
Others	22.87	122.20	74.28	291.65
Chhattisgarh	-	69.82	344.84	-
Gujarat	-	27.74	442.70	593.90
Haryana	-	207.55	305.62	312.00
Himachal Pradesh	-	6.12	-	-
Meghalaya	-	36.74	25.90	314.88
Punjab	-	9.52	-	-
Uttarakhand	-	-	-	256.95
Total – A	6,714.69	5,391.26	5,539.82	3,463.28
Export Market				
Mauritius	74.17	491.26	44.68	738.50
Maldives	-	59.74	112.65	381.78
Afghanistan	-	-	-	21.58
Thailand	-	82.67	-	-
Bangladesh	-	-	60.80	113.32
Sri Lanka	-	137.91	-	-
Total – B	74.17	771.59	218.13	1,255.18
Total A + B (Revenue from Operations)	6,788.86	6,162.85	5,757.95	4,718.45

Customer wise break-up of our Revenue from Operation is as under:

(Amount in Rs. lakhs)

Particulars	F.Y 2017-18	F.Y 2016-17	F.Y. 2015-16	F.Y. 2014-15
Government	6,108.46	4,196.50	4,077.84	2,961.26
Private	680.41	1,966.35	1,680.10	1,757.20
Total	6,788.86	6,162.85	5,757.95	4,718.45

OUR COMPETITIVE STRENGTHS

We believe that we can capture market opportunities and benefit from the expected growth in the sports infrastructure projects in South Asia through our competitive strengths, which principally, include the following:

1. Significant business experience and track record

We have an established track record in installation of synthetic sports surfacing & development of stadium/sports complexes on turn-key or Design & Build basis for various sports in South Asia. We have constructed total area of over 118 lakh sq.ft, across 310 locations in 7 countries. For instance, our notable completed construction contracts include IAAF Certified Class-I synthetic athletic track at Vivekananda Yuba Bharati Krirangan also known as the Salt Lake stadium, Kolkata; modular stadium structure at Rajeev Gandhi Stadium, Aizawl, Mizoram; FIH Certified Global Category Synthetic Hockey Field at Sardar Vallabhbhai Patel International Hockey Stadium, Raipur; 35th National Games Projects including 2 IAAF certified tracks, FIFA certified football field and FIH certified hockey field. Re-developed the M. Chinnaswamy Stadium, Bengaluru and Installation of SubAir System (Turf Conditioning and Vacuum Drainage), etc.

2. Wide range of product offering spread across various sports and geography

We have been introducing global standard products in the sports infrastructure industry across certain countries in South Asia. We have introduced products such as Synthetic turf, synthetic athletic tracks, Sub – Surface aeration and drainage technology, Modular grandstands, etc from our various global suppliers such as FieldTurf, USA; Porplastic, Germany; Terraplas, UK; Alcor Equipments, France; Pacific Seating, Australia, etc. Overall, we have a portfolio of over 8 different product lines which covers both, indoor and outdoor sports.

For Instance, in year 2004 we used to provide only synthetic turf products. Since then we have been gradually expanding our product portfolio, like, in year 2010, we introduced synthetic athletic track products and later in year 2011 we introduced modular sports flooring and sub – surface aeration SubAir systems. In year 2014, we introduced turf protection systems. In year 2016 we introduced modular grandstands. Recently in 2018 we introduced maple sports hardwood flooring & Retractable /Telescopic indoor seating.

We believe the breadth of our exclusive products differentiates us from our competitors. Such product offerings have enabled us to demonstrate operational and financial growth.

Our company has executed projects pan India and other South Asian countries such as Maldives, Afghanistan, Thailand, Bangladesh and Sri Lanka; and Mauritius. In past, we have executed sports infrastructure works for various sports including Athletics, Basketball, Cricket, Football, Futsal, Hockey, Golf, Tennis/Net Games etc..

Such diversification across sports enable us to reduce dependence on any one sport or nature of the project. Further, geographical diversification of our past projects reduces our reliance on specific region, country or their economies and allows us to capitalise on different growth trends across different countries.

3. Strategic alliances and rights from renowned brands

We mainly import products from USA, Germany, UK and France; and have developed long-standing relationships with all of our suppliers.

Established relationships with several global suppliers for over 5 years are provided are as under:

Product Partner	Location	Products	Agreement/Licence Year	Length
Field Turf	USA	Synthetic turf for landscape and sports	2004	14+ Years
Porplastic	Germany	Synthetic athletic tracks	2010	7+ Years
Snap Sports	USA	Modular sports surfacing	2011	6+ Years
SubAir Systems	USA	Sub – Surface aeration and drainage technology	2011	6+ Years

Our Company has signed various exclusive license/distribution rights from several global suppliers such as Field Turf, USA; Porplastic, Germany; Snap Sports, USA; SubAir Systems, USA; Terraplas, UK; Alcor Equipments, France and Pacific Seating, Australia to market their sports products in South Asia. We believe that we have established ourselves as a reliable brand in India as well as outside India wherein our customers trust us for our quality of service, consistent performance, and technical support.

4. *Projects are approved and accepted by global sports bodies*

We receive projects from various categories of customers which specify the requirement of the tracks, grounds, stadiums, etc. These requirements can be for training purposes or even for conducting international level matches. Our customers require certification/approval for our completed projects post which national or international tournaments can be conducted. These projects are certified/approved by various international authorities, such as FIFA (which provides FIFA Quality and FIFA Quality Pro certifications), IAAF (which provides IAAF Class-I and IAAF Class-II certification) and similarly, FIH (which provides Global Elite, Global Category, and National certification). We have demonstrated execution capabilities in executing such International standard sports projects and our Company has executed 127 international standards sports projects.

5. *Experienced management and workforce*

Our Promoter, Anil Kumar Suravaram and management team is experienced in the sports infrastructure industry. We believe that through their knowledge and expertise in this industry we were able to diversify our business from initial scope of synthetic turf works to a wide range of sports surfacing solutions and now we are a turnkey sports infrastructure solution provider developing various sports facilities.

Our Company is also supported by an experienced management team, including our Chief Operating Officer, John Kumblavelil John, & Chief Financial Officer, Surendra Kamath Basavanagudi, as well as experienced and skilled manpower. In addition, we have regular casual and temporary contract labour in the project sites. The skills and diversity of the employees give the flexibility to adapt to the needs of various projects.

OUR BUSINESS STRATEGIES

We recognize the importance of the sports infrastructure industry in India – especially the importance given by the Government of India to uplift sports infrastructure. We aim to achieve to grow our business by pursuing the following strategies:

1. *Participate actively in sports infrastructure tenders*

Our business growth has been attributed to our increased bidding activities in sports infrastructure projects which are awarded by both State & Central Government. Government funded projects

accounted for approximately 89.98%, 68.09% and 70.82% of our Total Revenues for the year ended March 31, 2018, March 31, 2017 and March 31, 2016 respectively.

We further believe that Indian sports industry is in a growth trajectory. Our country hosted U-17 FIFA World Cup, Commonwealth Games 2010, Cricket World Cup and other sport events including various sports Leagues are also picking up pace (*Source: Assessment of the Sports Infrastructure Market in India, September 2018, CRISIL Research – A division of CRISIL Limited – www.crisilresearch.com*). We seek to capitalize on these opportunities by leveraging on our established project execution track record and continuously evaluate all upcoming opportunities and focus more on bidding projects issued by government customers.

Additionally, we intend to participate as a sports infrastructure solution provider to the private sector entities as well as the Governments under public-private partnership (PPP) model.

With recent Government spending to promote the sports infrastructure and rising opportunities in these business areas, we intend to continue to participate in government projects strategically in which we possess required credential & competitive edge.

As of September 25, 2018 we participated in tenders amounting to Rs. 9,729 lakhs that were under evaluation and our order book as on date was Rs. 2,957.43 lakhs of which 92.96% are Government projects.

2. Increased focus on our diverse product portfolio:

We have the knowledge and experience of handling various sports infrastructure projects, we believe following products have further potential for growth:

Enable Stadiums to effectively counter rain disruptions - To ensure minimum disruption after heavy rains is a challenge for stadium authorities. Cancellation of matches and over-the-air advertisement revenue loss is a concern to stadium authorities and broadcaster. Sub-Surface aeration and drainage technology from SubAir System, USA automatically kicks into action the minute it starts raining, thereby not allowing any build-up of water on the outfield. For instance, in year 2016 we have executed our first Sub-Surface aeration and drainage technology at M. Chinnaswamy Stadium, Bengaluru. We possess the worldwide rights to promote and sell the SubAir System to cricket stadiums, we believe there is significant potential in this product for Cricket stadiums.

Make stadium suitable for non-sports events - To ensure maximum utilization for each of the sports complexes and stadiums throughout the year, we see governments & private authorities shifting their policies to allow non-sports activities such as music concerts, trade shows, political gatherings, opening & closing ceremonies of tournaments at the sports facilities. Our sports flooring protection solution from Terraplas, UK is the suitable product for such events to be held. It helps to transform stadiums into revenue generating facilities as the stadium owners can conduct multiple non-sports events days or weeks before the game without damaging the underlying turf. For instance, in year 2016 we facilitated the supply of Terraplas Turf Protection tiles, to The Arena, Ahmedabad which facilitated the stadium to successfully conduct various events such as music concerts and inauguration ceremonies.

Offer surface protection system and modular solutions on rental basis – We intend to introduce another type of service, we plan to offer Versatile Pedestrian Turf Protection (Terratile) from Terraplas and modular grandstand model from Alcor Equipments products on a rental basis to our customers. Terratile surface protection systems can be used by sports complexes and stadiums which will allow them to host non-sports activities such as music concerts, trade shows, weddings, corporate gatherings etc. Further, our Company proposes to provide modular grandstand which is a temporary seating solution. Assembling of modular grandstand is a simpler process which involves fitting of the self-interlocking components together, without the use of any screws or bolts, simplifying assembling and removal and resulting in considerable cost and time saving for the customers. The uses of these products are not frequent and hence customers in

general do not wish to invest capital amount for it, accordingly offering these type of products on rental basis will lead to incremental business opportunities for our Company.

Construct Multi-Purpose stadium under *Smart Sports Infrastructure®* , - We have a diverse product portfolio comprising of a variety of products. We have over 8 different product lines such as artificial turf, synthetic athletic tracks, inter-locking modular sports flooring, modular grandstands/ stadium seating, etc. which covers both indoor and outdoor sports. We plan to capitalize on these diverse line of products, pricing strategies and club together so that we can provide this clubbed products & services to a broader customers base having wider preference. We believe our experience in sports flooring, established track record in executing work which are recognised by global sports bodies and recent venture in stadium/sports complexes on Design & Build basis makes us a preferred sports infrastructure solution provider across all sports activities.

3. *Offer annual maintenance contracts*

Our Company intends increase offering of annual maintenance service contract, to both Government & private customers which will include ongoing maintenance, care, and advice of sports infrastructure facilities. We have a team of trained specialist to provide maintenance services for synthetic sports flooring as flooring needs care and attention to keep them in a fit condition and to extend and maintain the shelf life.

4. *Leverage private sectors' corporate social responsibility (CSR) initiatives*

Investments in sports formed part of private sector companies' corporate social responsibility (CSR) initiatives. Many public sector companies have been investing in athletes and sports under CSR rule.

CSR Rules, which came into effect on April 1, 2014, state that companies with a net worth of Rs 500 Crore or revenue of Rs 1,000 Crore or net profit of Rs 5 Crore should spend 2% of their average profit in the last three years on social development-related activities such as sports, education, healthcare and poverty alleviation, among others, which are listed in Schedule VII of the Rules. In fiscal 2015, for a sample set of 7334 companies', out of the spend of Rs. 86.4 bn on CSR, Rs. 1.6 bn was allocated towards sports promotion i.e. ~1.8% of the total CSR expenditure

(Source: Ministry of Corporate Affairs, Assessment of the Sports Infrastructure Market in India, September 2018, CRISIL Research – A division of CRISIL Limited – www.crisilresearch.com).

We will invest in adding private sector customers to promote their sports CSR infrastructure activity through us, this will help to channelize CSR funds and further develop the sports infrastructure.

5. *Increased sales & marketing reach*

Our primary focus is to maintain and strengthen our market presence in India by developing and executing sports infrastructure projects. Over the next few years, we plan to increase our local presence to multiple major cities in India by hiring experienced and skilled sales professionals. We also intend to increase marketing outreach, to cover an extensive segment of target customers via conventional as well as modern marketing communication techniques including mailers, digital marketing, print advertisements, brand building, publishing newsletter, whitepapers, industry specific case studies, conduct of seminars, trade shows and other promotional events. We intend to increase our business by identifying and forging sales tie-ups with local companies, consultants, individual agents, beyond our existing presence and winning projects directly or through the tie-ups.

6. *Increase operational performance and execution capability*

As part of our growth strategy, we intend to continue invest in qualified and skilled manpower to undertake more projects. Further, we believe investment in modern equipment, innovative tools, machinery and equipment is needed for faster and efficient execution of future projects. To

support this we will investment into providing training and skill development across diverse operational functions as well as all product lines for optimum utilisation of manpower.

SUMMARY OF FINANCIAL STATEMENTS
SUMMARY OF RESTATED FINANCIAL STATEMENTS

Particulars	Page No.
Summary of Restated Financial Statements	G1 - G3

Annexure - I

Restated Statement of Assets and Liabilities

Particulars	Note of Annexure - V	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Equity and Liabilities						
1 Shareholder's funds						
a. Share capital	4	130.75	130.75	130.75	130.75	110.00
b. Reserves and surplus	5	2,486.89	1,982.77	1,557.62	1,134.78	825.30
Total equity		2,617.64	2,113.52	1,688.37	1,265.53	935.30
2 Non-current liabilities						
a. Long term borrowings	6	-	-	-	-	52.16
c. Long term provisions	7	104.94	93.76	63.41	42.79	24.33
d. Other long term liabilities	8	-	11.24	24.92	24.92	11.24
Total non-current liabilities		104.94	105.00	88.33	67.71	87.73
3 Current liabilities						
a. Short term borrowings	9	960.26	727.20	167.86	87.97	9.14
b. Trade payables	10	-	-	-	-	-
i. Total outstanding dues of micro and small enterprises		-	-	-	-	-
ii. Total outstanding dues to other than micro and small enterprises		2,044.87	2,483.54	2,011.33	718.16	538.64
c. Other current liabilities	11	376.58	264.83	374.04	311.50	69.02
d. Short term provisions	12	697.30	229.33	131.40	80.99	20.46
Total current liabilities		4,079.01	3,704.90	2,684.63	1,198.62	637.26
Total equity and liabilities (1+2+3)		6,801.59	5,923.42	4,461.33	2,531.86	1,660.29
Assets						
1 Non-current assets						
a. Fixed assets	13					
i. Tangible assets		360.09	340.91	75.55	74.66	60.07
ii. Capital work in progress		-	-	254.49	82.70	82.70
b. Investments	14	5.00	5.00	5.00	5.00	5.00
c. Long term loans and advances	15	538.30	478.06	379.90	242.71	118.76
d. Deferred tax Asset	16	30.84	39.69	29.43	16.19	8.82
e. Other non-current assets	17	29.20	43.01	71.65	20.99	68.23
Total non-current assets		963.43	906.67	816.02	442.25	343.58
2 Current assets						
a. Inventories	18	554.46	578.02	373.37	461.68	344.17
b. Trade receivables	19	2,409.23	4,014.91	2,838.48	1,252.55	799.36
c. Cash and Bank balances	20	176.83	180.97	189.01	260.01	107.21
d. Short term loans and advances	21	335.77	171.93	199.38	89.65	59.30
e. Other current assets	22	2,361.87	70.92	45.07	25.72	6.67
Total current assets		5,838.16	5,016.75	3,645.31	2,089.61	1,316.71
Total assets (1+2)		6,801.59	5,923.42	4,461.33	2,531.86	1,660.29

Note:

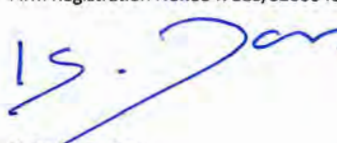
The above statement should be read with the Basis of preparation and Significant Accounting policies appearing in Note 3.1 of Annexure IV of Notes to the Restated Financial Information and Statement of adjustments to Audited Financial Statement appearing in Annexure V.

As per our report of even date

For K. Vijayaraghavan & Associates LLP

Chartered Accountants

Firm Registration No.:004718S/S200040


K. Raghunathan
Partner

Membership No.: 213723

Place: Hyderabad

Date: 28th September, 2018

For and on behalf of the Board of Directors of

Great Sports Infra Limited

CIN: US2520TG2004PLC043476


Anil Kumar S
Managing Director

DIN: 0045478


B. S. Kamath
Chief Financial Officer


Sudhir Suravaram
Director

DIN: 08175093


Shivangi Tibrewala
Company Secretary
Membership No. 55422



Great Sports Infra Limited

(All amounts in ₹ lakhs except otherwise specified)

Annexure - II
Restated Statement of Profit and Loss

Particulars	Note of Annexure (VA)	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014
1 Revenue from operations	23	6,788.86	6,162.85	5,757.95	4,718.45	2,461.27
2 Other income	24	190.86	31.67	34.00	28.64	41.32
3 Total income (1+2)		6,979.72	6,194.52	5,791.95	4,747.10	2,502.59
4 Expenses						
Cost of materials consumed	25	2,969.99	2,578.68	2,371.94	2,207.27	1,121.34
Other direct expense	26	1,984.75	1,916.95	1,936.22	1,315.41	636.01
Employee benefits expense	27	437.00	510.90	396.70	289.55	170.54
Finance costs	28	152.85	69.77	39.89	19.64	29.30
Depreciation and amortisation expense	29	26.12	15.65	14.53	12.67	10.86
Other expenses	30	620.65	436.96	390.00	436.07	264.28
Total expenses		6,191.37	5,528.90	5,149.28	4,280.61	2,232.34
Profit before exceptional and extraordinary items and tax (3-4)		788.36	665.62	642.67	466.48	270.25
6 Exceptional items						
7 Profit before extraordinary items and tax (5-6)		788.36	665.62	642.67	466.48	270.25
8 Extraordinary items						
9 Profit before tax (7-8)		788.36	665.62	642.67	466.48	270.25
10 Tax expenses						
Current tax		275.39	250.73	233.07	164.37	93.47
Deferred tax		8.85	(10.26)	(13.25)	(7.36)	(2.91)
Total tax expense		284.24	240.47	219.82	157.01	90.56
11 Profit for the year (9-11)		504.12	425.15	422.84	309.47	179.69
12 Earnings per equity share (nominal value of ₹ 10):	31					
Basic Pre Bonus (₹)		38.56	32.52	32.34	25.06	16.34
Basic Post Bonus (₹)		6.43	5.42	5.39	3.98	2.35
Diluted Pre Bonus(₹)		38.56	32.52	32.34	25.06	16.34
Diluted Post Bonus(₹)		6.43	5.42	5.39	3.98	2.35

Note:

The above statement should be read with the Basis of preparation and Significant Accounting policies appearing in Note 3.1 of Annexure IV of Notes to the Restated Financial Information and Statement of adjustments to Audited Financial Statement appearing in Annexure V.

As per our report of even date attached

For K. Vijayaraghavan & Associates LLP

Chartered Accountants

Firm Registration No.:004718S/S200040


K. Baghunathan
 Partner
 Membership No.: 213723



For and on behalf of the Board of Directors of
Great Sports Infra Limited

CIN: US2520TG2004PLC043476


Anil Kumar S
 Managing Director

DIN: 0045478

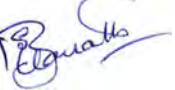

Sudhir Suravaram
 Director

DIN: 08175093



Place: Hyderabad

Date: 28th September 2018


B. S. Kamath
 Chief Financial Officer


Shivangi Tibrewala
 Company Secretary
 Membership No. 55422

(All amounts in ₹ lakhs except otherwise specified)

Restated Statement of cash flows

(23:50)
(90:62)



VIJAYARAGHAVAN ASSOCIATES LTD.
Chartered Accountants
HYDERABAD



THE OFFER

The following table summarizes the Offer details:

Particulars	Details of Equity Shares
Offer of Equity Shares by Our Company ⁽¹⁾	Offer of Up to 27,96,000* Equity Shares of face value of Rs. 10/- each fully paid up of the Company for cash at a price of Rs. [●]/- per Equity share aggregating Rs. [●] Lakhs ⁽²⁾
Consisting of:	
Fresh Issue	Up to 23,46,000* Equity Shares of face value of Rs. 10/- each fully paid up of the Company for cash at a price of Rs. [●]/- per Equity share aggregating to Rs. [●] Lakhs
Offer for Sale	Up to 4,50,000* Equity Shares of face value of Rs. 10/- each fully paid up of the Company for cash at a price of Rs. [●]/- per Equity share aggregating to Rs. [●] Lakhs
The Offer consists of:	
Market Maker Reservation Portion	Up to [●]* Equity Shares of face value of Rs. 10/- each fully paid up of the Company for cash at a price of Rs. [●] /- per Equity share aggregating Rs. [●] Lakhs
Net Offer to the Public	Up to [●]* Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at a price of Rs. [●] /- per share aggregating Rs. [●] Lakhs
Of Which:	
A. QIB Portion^{(3) (4)}	QIB Portion being not more than 50% of the net offer aggregating up to [●]* Equity shares shall be available for allocation
Of Which:	
Available for allocation to Mutual Funds only (5% of the QIB portion)	Up to [●]* Equity Shares of face value of Rs.10/- each
Balance to all QIBs including mutual funds	Up to [●]* Equity Shares of face value of Rs.10/- each
B. Retail Portion^{(3) (4)}	Up to [●]* Equity Shares of face value of Rs. 10/- each fully paid of the Company at a cash price of Rs. [●]/- per Equity share aggregating Rs. [●] Lakhs will be available for allocation to Investors up to Rs. 2.00 Lakhs
C. Non-Institutional Portion^{(3) (4)}	Up to [●]* Equity Share of face value of Rs. 10/- each fully paid of the Company for cash at price of [●]/- per Equity Share aggregating Rs. [●] lakhs will be available for allocation to investors above Rs. 2.00 Lakhs
Pre and Post Offer Equity Shares	
Equity Shares outstanding prior to the Offer	78,45,000 Equity Shares of face value of Rs.10/- each
Equity Shares outstanding after the Offer	[●]* Equity Shares of face value of Rs.10/- each
Use of proceeds of this Offer	For details, please refer chapter titled “Objects of the Offer” beginning on page 109 of this Draft Red Herring Prospectus for information on use of Offer Proceeds.

**Number of shares may need to be adjusted for lot size upon determination of offer price*

Notes:-

- 1) The Offer is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time.*
- 2) The Offer has been authorized by the Board of Directors vide a resolution passed at its meeting held on August 23, 2018 and by the shareholders of our Company vide a special resolution passed pursuant to section 62(1)(c) of the Companies Act, 2013 at the Annual General Meeting held on August 25, 2018.*
- 3) Our Company and Selling Shareholders in consultation with the BRLM allocate up to 5% of the QIB Portion for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the QIB Portion and allocated proportionately to the QIB Bidders in proportion to their Bids. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.*
- 4) In the event of over-subscription, Allotment shall be made on a proportionate basis, subject to valid Bids received at or above the Offer Price. Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company and Selling Shareholders, in consultation with the BRLM and the Designated Stock Exchange.*
- 5) Our Selling shareholders have approved the Offer for sale of Equity Shares and have conveyed their intention to participate in the Offer for Sale vide their transmittal letters dated August 23, 2018 each. The current shareholding of the Selling Shareholders and the maximum number of Equity Shares offered by them is detailed as follows:*

Sr. No.	Name of the Selling Shareholders	Number of Equity Shares held	Number of Equity Shares Offered
1	Sujatha Reddy Suravaram	7,98,000	Up to 1,60,000
2	Keshav V. Muratee	4,48,440	Up to 1,50,000
3	John Ayyachamy	2,96,262	Up to 59,250
4	Kirthana Ramarapu	3,04,524	Up to 59,150
5	Naresh V. Raghavan	1,35,000	Up to 21,600
	Total	19,82,226	Up to 4,50,000

For further details please refer to section titled “Offer Information” beginning on page 265 of this Draft Red Herring Prospectus.

GENERAL INFORMATION

Our Company was originally incorporated as Suravaram Marketing Private Limited at Secunderabad, Andhra Pradesh as a Private Limited Company under the provisions of Companies Act, 1956 *vide* Certificate of Incorporation dated June 14, 2004 bearing Registration No. 01-43476 of 2004-2005, issued by the Registrar of Companies, Andhra Pradesh, Hyderabad (now Registrar of Companies, Hyderabad). Subsequently, the name of our Company was changed to Great Sports Infra Private Limited, pursuant to a Special Resolution passed at an Extra-Ordinary General Meeting of shareholders held on March 16, 2009 for the purpose of Corporate Rebranding, and a fresh Certificate of Incorporation dated April 1, 2009 was issued by Assistant Registrar of Companies, Andhra Pradesh. Thereafter, the shareholders of our Company *vide* special resolution passed at the Extra-Ordinary General Meeting held on July 18, 2018, approved the conversion of our Company from Private Limited Company to a Public Limited Company and a Fresh Certificate of Incorporation consequent upon Conversion from Private Company to Public Company dated August 03, 2018 was issued by the Registrar of Companies, Hyderabad and the name of our Company was changed to Great Sports Infra Limited. The Corporate Identification Number (CIN) of our Company is U52520TG2004PLC043476.

For details of Incorporation and Change of Registered Office of our Company, please refer to the chapter titled *"Our History and Certain Other Corporate Matters"* beginning on page 190 of this Draft Red Herring Prospectus.

REGISTERED OFFICE OF OUR COMPANY

Great Sports Infra Limited

Flat No 101, 1-10-68/4,
Plot No 52, Street No 2,
Chikoti Gardens,
Begumpet, Hyderabad - 500016,
Telangana, India

Tel: +91 040 6632 4900 / 9246469296

Fax: +91 040 6632 4900

Email: investor@greatsportsinfra.co.in

Website: www.greatsportsinfra.com

Corporate Identification Number: U52520TG2004PLC043476

CORPORATE OFFICE OF OUR COMPANY

Great Sports Infra Limited

Flat No G-1 and G-2, Plot No 52,
1-10-68/4, Plot No. 52, Chikoti Gardens,
Begumpet, Hyderabad - 500016,
Telangana, India.

Email: investor@greatsportsinfra.co.in

Website: www.greatsportsinfra.com

Corporate Identification Number: U52520TG2004PLC043476

REGISTRAR OF COMPANIES

Registrar of Companies, Hyderabad

2nd Floor, Corporate Bhawan,
GSI Post, Tattiannaram Nagole,
Bandlaguda Hyderabad - 500 068,
Telangana, India

Website: www.mca.gov.in

DESIGNATED STOCK EXCHANGE**National Stock Exchange of India Limited**

Exchange Plaza, C/1, G Block,
 Bandra Kurla Complex, Bandra (East),
 Mumbai-400 051,
 Maharashtra, India,

Website: www.nseindia.com

BOARD OF DIRECTORS OF OUR COMPANY

Sr. No.	Name	Age (in years)	DIN	Address	Designation
1.	Anil Kumar Suravaram	49	00045478	6-1-119/14, Sardar Patel College, Padmarao Nagar, Secunderabad - 500025, Telangana, India	Managing Director
2.	Suravaram Sudhir	45	08175093	6-1-119/14, Sardar Patel College, Padmarao Nagar, Hyderabad – 500 003, Telangana, India	Non-Executive Director
3.	Santha Kunnenkeril John	71	00848172	H No 8-2-293/82/J111/550T, Aymanam Road 92, Opp BSNL Telephone Tower, Jubilee hills, Hyderabad - 500033, Telangana, India	Independent Director
4.	Piyush Mutha	49	00424206	41, University Road, Ujjain – 456010, Madhya Pradesh, India	Independent Director
5.	Sanjay Upendram	48	02296329	10-3-311/771, Road No. 3, Castle Hills, Masab Tank, Hyderabad – 500057, Telangana, India	Independent Director

For further details of our Directors, please refer to the chapter titled *"Our Management"* beginning on page 195 of this Draft Red Herring Prospectus.

COMPANY SECRETARY & COMPLIANCE OFFICER**Shivangi Tibrewala****Great Sports Infra Limited**

Flat No 101, 1-10-68/4,
 Plot No 52 Street No 2,
 Chikoti Gardens,
 Begumpet Hyderabad
 Telangana 500016, India
Tel: +91 040 6632 4900 / 9246469296
Fax: +91 040 6632 4900
Email: cs@greatsportsinfra.co.in
Website: www.greatsportsinfra.com

CHIEF FINANCIAL OFFICER

Surendra Kamath Basavanagudi

Great Sports Infra Limited

Flat No 101, 1-10-68/4,

Plot No 52 Street No 2,

Chikoti Gardens,

Begumpet Hyderabad

Telangana 500016, India

Tel: +91 040 6632 4900 / 9246469296

Fax: +91 040 6632 4900

Email: cfo@greatsportsinfra.co.in

Website: www.greatsportsinfra.com

CHIEF OPERATING OFFICER

John Kumblavelil John

Great Sports Infra Limited

Flat No 101, 1-10-68/4,

Plot No 52 Street No 2,

Chikoti Gardens,

Begumpet Hyderabad

Telangana 500016, India

Tel: +91 040 6632 4900

Fax: +91 040 6632 4900

Email: investor@greatsportsinfra.co.in

Website: www.greatsportsinfra.com

Investors can contact the Company Secretary and Compliance Officer, the Book Running Lead Manager or the Registrar to the Offer in case of any pre-offer or post-offer related problems, such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders and non-receipt of funds by electronic mode.

All grievances relating to the ASBA process may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, ASBA Form number, Bidder DP ID, Client ID, PAN, date of the ASBA Form, address of the Bidder, number of Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the ASBA Bidder.

Further, the investor shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove. For all Offer related queries and for redressal of complaints, bidders may also write to the Book Running Lead Manager. All complaints, queries or comments received by Stock Exchange/ SEBI shall be forwarded to the Book Running Lead Manager, who shall respond to the same.

STATUTORY AUDITOR AND PEER REVIEW AUDITOR

K Vijayaraghavan & Associates LLP

Plot 54, Sagar Society, Road No.2,

Banjara Hills, Hyderabad,

Telangana 500034

Tel: +91 40 6627 6200

Fax: +91 40 4004 0554

Website: www.kvallp.com

Email: audit@sathguru.com

Contact Person: Raghunathan Kannan
Firm Registration: 004718S/S200040
Membership No: 213723

*Peer review certificate dated June 02, 2013 of M/s K Vijayaraghavan & Associates LLP, Chartered Accountants, was valid for a period of three years. M/s K Vijayaraghavan & Associates LLP, Chartered Accountants, is subject to an ongoing peer review process by the peer review board of the ICAI and the process for renewal of peer review certificate has been initiated.

M/s K Vijayaraghavan & Associates LLP, Chartered Accountants holds a peer reviewed certificate dated June 02, 2013 issued by the Institute of Chartered Accountants of India.

BOOK RUNNING LEAD MANAGER

Pantomath Capital Advisors Private Limited
406-408, Keshava Premises
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051
Tel: +91 22 61946704
Fax: + 91 22 26598690
Email: ipo@pantomathgroup.com
Website: www.pantomathgroup.com
Contact Person: Hardik Bhuta / Unmesh Zagade
SEBI Registration No: INM000012110

REGISTRAR TO THE OFFER

Link Intime India Private Limited
C-101, 1st Floor, 247 Park,
L.B.S. Marg, Vikhroli (West),
Mumbai 400083,
Maharashtra, India
Tel: +91 022 49186200
Fax: +91 022 49186195
Email: greatsports.ipo@linkintime.co.in
Website: www.linkintime.co.in
Contact Person: Shanti Gopalkrishnan
SEBI Registration Number: INR000004058
Investor Grievance E-mail: greatsports.ipo@linkintime.co.in

LEGAL ADVISOR TO THE OFFER

M V Kini
Kini House, 1st Floor, 261/263
Near city bank, D.N. Road, Fort,
Mumbai – 400001, Maharashtra, India
Tel: +91 022-2261 2527/28/29
Fax: +91 022-2261 2530
Email: vidisha@mvkini.com
Website: www.mvkini.com
Contact Person: Vidisha Krishan

PUBLIC OFFER BANK / BANKER TO THE OFFER/ REFUND BANKER

[●]*

**The Banker to the offer will be appointed prior to registering RHP with the ROC*

BANKER TO THE COMPANY

HDFC Bank Limited

1-10-60/3, Ground Floor, Opp. Shoppers Stop
Begumpet, Hyderabad – 500 016
Telangana

Tel: +91 040-27766615

Email: archana.maddi@hdfcbank.com

Contact Person: Archana Maddi

Standard Chartered Bank

6-3-1090, Raj Bhavan Road,
Somajiguda, Hyderabad – 500 082
Telangana

Tel: +91 040 66073343

Email: hima.battula@sc.com

Contact Person: Hima Sri Battula

SYNDICATE MEMBER

[•]*

**The Syndicate Member(s) will be appointed prior to registering RHP with the ROC*

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/sebiweb/home/detail/32931/yes/List-of-Self-Certified-Syndicate-Banks-SCSBsfor- Syndicate-ASBA](http://www.sebi.gov.in/sebiweb/home/detail/32931/yes/List-of-Self-Certified-Syndicate-Banks-SCSBsfor-Syndicate-ASBA). For details on Designated Branches of SCSBs collecting the Application Form, please refer to the above-mentioned SEBI link.

Registered Brokers

Bidders can submit Bid cum Application Forms in the Offer using the stock brokers network of the Stock Exchange, 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 e-mail address, is provided on the website of the National Stock Exchange of India Limited, as updated from time to time. In relation to ASBA Bids submitted to the Registered Brokers at the Broker Centres, the list of branches of the SCSBs at the Broker Centres named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Registered Brokers will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

Registrar to Offer and Share Transfer Agents

The list of the RTAs eligible to accept Bid cum 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, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept Bid cum 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 of 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 Bid cum 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 offer of Equity Shares, credit rating is not required.

IPO GRADING

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

TRUSTEE

As Offer is an Offer of Equity Shares, the appointment of trustee is not required.

INTER-SE ALLOCATION OF RESPONSIBILITIES

Since Pantomath Capital Advisors Private Limited is the sole Book Running Lead Manager to this Offer, a statement of inter se allocation of responsibilities among Book Running Lead Manager is not applicable.

APPRAISAL AND MONITORING AGENCY

As per regulation 16(1) of the SEBI (ICDR) Regulations, the requirement of Monitoring Agency is not mandatory if the Offer size is below Rs. 10,000 Lakhs. Since the Offer size is only of Rs. [●] lakhs, our Company has not appointed any monitoring agency for this Offer. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Offer.

EXPERT OPINION

Except the report of the Peer Reviewed Auditor on statement of tax benefits and report on restated financials for the year ended March 31, 2018, 2017, 2016, 2015 and 2014 as included in this Draft Red herring Prospectus, our Company has not obtained any expert opinion.

BOOK BUILDING PROCESS

Book building, with reference to the Offer, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band. The Price Band shall be determined by our Company and Selling Shareholders in consultation with the BRLM in accordance with the Book Building Process, and advertised in all editions of a widely circulated English Newspaper, all editions of a widely circulated Hindi Newspaper and a widely circulated [●] Newspaper, [●] being the regional language of [●], where our registered office is situated at least five working days prior to the Bid/Offer Opening date. The Offer Price shall be determined by our Company and Selling Shareholders, in consultation with the BRLM in accordance with the Book Building Process after the Bid/Offer Closing Date. Principal parties involved in the Book Building Process are:-

- Our Company;
- The Book Running Lead Manager in this case being Pantomath Capital Advisors Private Limited;
- The Syndicate Member(s) who are intermediaries registered with SEBI/ registered as brokers with National Stock Exchange of India Limited and eligible to act as Underwriters. The Syndicate Member(s) will be appointed by the BRLM;
- Registered Broker;
- The Registrar to the Offer and;
- The Designated Intermediaries

The SEBI ICDR Regulations have permitted the Offer of securities to the public through the Book Building Process, wherein not more than 50% of the Net offer shall be available for allocation on a proportionate basis to QIBs. Further, 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the QIB Portion and allocated proportionately to the QIB Bidders in proportion to their Bids. Further not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation on a proportionate basis to Retail Individual Bidders, subject to valid Bids being received at or above the Offer Price.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non- Institutional Portion and Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company and Selling Shareholders, in consultation with the BRLM and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill over from other categories or a combination of categories.

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

For further details on the method and procedure for Bidding, please see section entitled “*Offer Procedure*” on page 277 of this Draft Red Herring Prospectus.

Illustration of Book Building and Price Discovery Process

(Investors should note that this example is solely for illustrative purposes and is not specific to the Offer, it also excludes bidding by Anchor Investors)

Bidders can bid at any price within the price band. For instance, assume a price band of Rs. 20 to Rs. 24 per equity share, Offer size of 3,000 Equity Shares and receipt of five bids from bidders, details of which are shown in the table below. A graphical representation of the consolidated demand and price would be made available at the bidding centers during the bidding period. The illustrative book below shows the demand for the Equity Shares of the Offer Company at various prices and is collated from bids received from various investors.

Bid Quantity	Bid Price (Rs.)	Cumulative Bid Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Offerer is able to Offer the desired number of shares is the price at which the book cuts off, i.e., Rs. 22 in the above example. The Offerer and the Selling Shareholders, in consultation with the Book Running Lead Manager will finalize the Offer price at or below such cut-off price, i.e., at or below Rs. 22/-. All bids at or above this Offer price and cut-off bids are valid bids and are considered for allocation in the respective categories.

Steps to be taken by the Bidders for Bidding:

1. Check eligibility for making a Bid (see section titled “*Offer Procedure*” on page 277 of this Draft Red Herring Prospectus);
2. Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;

3. Ensure correctness of your PAN, DP ID and Client ID mentioned in the Bid cum Application Form. Based on these parameters, the Registrar to the Offer will obtain the Demographic Details of the Bidders from the Depositories;
4. Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the Income Tax Act, 1961 in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depository Participant's verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims;
5. Ensure that the Bid cum Application Form is duly completed as per instructions given in this Draft Red Herring Prospectus and in the Bid cum Application Form;

BID / OFFER PROGRAMME

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

Event	Indicative Date
Bid/Offer Opening Date	[●]
Bid/Offer Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	[●]
Initiation of Refunds, (if any, for Anchor Investors) / Unblocking of funds from ASBA Accounts	On or Before [●]
Credit of Equity Shares to Demat Accounts of Allottees	On or Before [●]
Commencement of trading of the Equity Shares on the Stock Exchange	On or Before [●]

The above timetable is indicative and does not constitute any obligation on our Company or the BRLM. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Offer Closing Date, the timetable may change due to various factors, such as extension of the Offer Period by our Company, or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Bids and any revision to the same shall be accepted only between **10.00 a.m. and 5.00 p.m. (IST)** during the Offer Period. On the Offer Closing Date, the Bids and any revision to the same shall be accepted between **10.00 a.m. and 5.00 p.m. (IST)** or such extended time as permitted by the Stock Exchange, in case of Bids by Retail Individual Bidders after taking into account the total number of bids received up to the closure of timings and reported by the BRLM to the Stock Exchange. It is clarified that Bids not uploaded on the electronic system would be rejected. Bids will be accepted only on Working Days. Neither our Company nor the BRLM is liable for any failure in uploading the Bids due to faults in any software/hardware system or otherwise.

Due to limitation of time available for uploading the Bids on the Bid/ Offer Closing Date, the Bidders are advised to submit their Bids one day prior to the Bid/ Offer Closing Date and, in any case, no later than 3.00 p.m. (IST) on the Bid/ Offer Closing Date. All times mentioned in this Draft Red Herring Prospectus are Indian Standard Times. Bidders are cautioned that in the event a large number of Bids are received on the Bid/Offer Closing Date, as is typically experienced in public offerings, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Offer. Bids will be accepted only on Business Days. Neither our Company or the Book Running Lead Manager or the Syndicate Member is liable for any failure in uploading the Bids due to faults in any software/hardware system or otherwise.

Non Retail Bidders shall not be allowed to either withdraw or lower the size of their Bid at any stage. Non Retail Bidders may revise their Bids upwards (in terms of quantity of Equity Shares) during the Offer Period. Such upward revision must be made using the Revision Form.

Our Company and the Selling Shareholders, in consultation with the BRLM, reserves the right to revise the Price Band during the Bid/Offer Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on either side i.e. the floor price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. In case of revision of the Price Band, the Bid/Offer Period will be extended for at least three additional working days after revision of Price Band subject to the Bid/Offer Period not exceeding 10 working days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a press release and also by indicating the changes on the websites of the Book Running Lead Manager and at the terminals of the Syndicate Member(s).

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid cum Application Form, for a particular Bidder, the Registrar to the Offer shall ask the relevant SCSBs / RTAs / DPs / Stock Brokers, as the case may be, for rectified data.

WITHDRAWAL OF THE OFFER

Our Company and the Selling Shareholders, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Offer at any time before the Offer / Bid Opening Date without assigning any reason thereof.

If our Company withdraws the Offer any time after the Opening Date but before the allotment of Equity Shares, a public notice will be issued by our Company within two (2) Working Days of the Offer Closing Date, providing reasons for not proceeding with the Offer. The notice of withdrawal will be issued in the same newspapers where the Pre-Offer advertisements have appeared and the Stock Exchange will also be informed promptly.

The Book Running Lead Manager, through the Registrar to the Offer, will instruct the SCSBs to unblock the ASBA Accounts within one (1) working Day from the day of receipt of such instruction. If our Company withdraws the Offer after the Offer Closing Date and subsequently decides to proceed with an Offer of the Equity Shares, our Company will file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed. Notwithstanding the foregoing, the Offer is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares offered through the Draft Red Herring Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Prospectus.

UNDERWRITER

Our Company and BRLM to the Offer hereby confirm that the Offer is 100% Underwritten. The underwriting agreement is dated [●] and pursuant to the terms of the underwriting agreement; obligations of the underwriter are subject to certain conditions specified therein. The underwriter has indicated their intention to underwrite following number of specified securities being issued through this Offer.

Name and Address of the Underwriter	Indicative Number of Equity shares to be Underwritten	Amount Underwritten (Rupees In Lakhs)	% of the Total Offer Size Underwritten
[●]	Upto [●]* Equity share of Rs. 10 being offered	[●]	[●]

Name and Address of the Underwriter	Indicative Number of Equity shares to be Underwritten	Amount Underwritten (Rupees In Lakhs)	% of the Total Offer Size Underwritten
	at Rs. [●] each.		
Total	Upto [●]	[●]	[●]

**Includes [●] Equity shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in order to claim compliance with the requirements of Regulation 106 V(4) of the SEBI (ICDR) Regulations, 2009, as amended.*

DETAILS OF THE MARKET MAKING ARRANGEMENT

Our Company and the BRLM has entered into an agreement dated [●], with the following Market Maker, duly registered with EMERGE Platform of National Stock Exchange of India Limited to fulfil the obligations of Market Making:-

[●]

Tel: [●]

Fax: [●]

Email: [●]

Contact Person: [●]

SEBI Registration Number: [●]

[●], registered with EMERGE Platform of National Stock Exchange of India Limited will act as the Market Maker and has agreed to receive or deliver of 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 any 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 National Stock Exchange of India Limited 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. 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 and the same shall be updated in Prospectus. 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 prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of SME platform of National Stock Exchange of India Limited and SEBI from time to time.
3. 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. Based on the IPO price of [●]/- the minimum lot size is [●] Equity Shares thus minimum depth of the quote shall be Rs. [●]/- until the same, would be revised by National Stock Exchange of India Limited. The Market Maker

shall not sell in lots less than the minimum contract size allowed for trading on the EMERGE platform of National Stock Exchange of India Limited (in this case currently the minimum trading lot size is [●] Equity Shares; however the same may be changed by the EMERGE platform of National Stock Exchange of India Limited from time to time).

4. After a period of three (3) months 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 Offer Size (including the [●] Equity Shares out to be allotted under this Offer). Any Equity Shares allotted to Market Maker under this Offer over and above 25% Equity Shares would not be taken in to consideration of computing the threshold of 25% of Offer Size. As soon as the Shares of Market Maker in our Company reduce to 24% of Offer Size, the Market Maker will resume providing 2-way quotes.
5. There shall be no exemption / threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, National Stock Exchange of India Limited may intimate the same to SEBI after due verification.
6. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
7. There would not be more than five Market Makers for the Company's Equity Shares at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors. At this stage, [●] is acting as the sole Market Maker.
8. 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. The securities of the company will be placed in SPOS and would remain in Trade for Trade settlement for 10 days from the date of listing of Equity share on the Stock Exchange. Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for Offer size up to Rs. 250 crors, the applicable price bands for the first day shall be:
 - i. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
 - ii. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Offer price.

Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The following spread will be applicable on the SME Exchange Platform.

SR No.	Market Price Slab (In Rs.)	Proposed spread (in % to sale price)
1.	Upto 50	9
2.	50 to 75	8
3.	75 to 100	6
4.	Above 100	5

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 shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the BRLM, who shall then be responsible to appoint a replacement Market Maker(s).
11. 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 Book Running Lead Manager 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. Further the Company and the BRLM 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 particular 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.
12. EMERGE Platform of National Stock Exchange of India Limited will have all margins which are applicable on the National Stock Exchange of India Limited Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. EMERGE Platform of National Stock Exchange of India Limited can impose any other margins as deemed necessary from time-to-time.
13. EMERGE Platform of National Stock Exchange of India Limited will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and / or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties/fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct / manipulation / other irregularities by the Market Maker from time to time.
14. Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for Market Makers during market making process has been made applicable, based on the Offer size and as follows:

Offer size	Buy quote exemption threshold (including mandatory initial inventory of 5% of the Offer Size)	Re-Entry threshold for buy quote (including mandatory initial inventory of 5% of the Offer Size)
Up to Rs. 20 Crore	25%	24%
Rs. 20 Crore to Rs. 50 Crore	20%	19%
Rs. 50 to Rs. 80 Crore	15%	14%
Above Rs. 80 Crore	12%	11%

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

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

CAPITAL STRUCTURE

The Equity Share capital of our Company, as on the date of this Draft Red Herring Prospectus and after giving effect to the Offer is set forth below:

Amount (Rs.in Lakhs except share data)

No.	Particulars	Aggregate nominal value	Aggregate value at Offer Price
A.	Authorized Share Capital		
	1,20,00,000 Equity Shares of face value of Rs. 10/- each	1200.00	
B.	Issued, Subscribed and Paid-Up Share Capital before the Offer		
	78,45,000 Equity Shares of face value of Rs. 10/- each	784.50	
C.	Present Offer in terms of this Draft Red Herring Prospectus		
	Offer of Upto 27,96,000 Equity Shares of face value of Rs.10/- each	Upto 279.60	[●]
	Consisting of:		
	Fresh Issue of upto 23,46,000 Equity Shares of Rs. 10/- each at a price of Rs. [●] per Equity Share	[●]	[●]
	Offer for Sale of upto 4,50,000 Equity Shares of Rs. 10/- each at a price of Rs. [●] per Equity Share	[●]	[●]
	Which comprises:		
	Reservation for Market Maker – Up to [●] Equity Shares of face value of Rs. 10/- at price of Rs. [●]/- per Equity Share reserved as Market Maker portion	[●]	[●]
	Net Offer to the Public – up to [●] Equity Shares of face value of Rs. 10/- each at a price of Rs [●]/- per Equity Share	[●]	[●]
	Of which:		
	QIB Portion being not more than 50% of the Net Offer aggregating up to [●] Equity Shares	[●]	[●]
	Non-Institutional Portion of not less than 15 % of the Net Offer aggregating to not less than [●] Equity Share	[●]	[●]
	Retail Portion of not less than 35 % of the Net Offer aggregating to not less than [●] Equity Shares	[●]	[●]
D.	Issued, Subscribed and Paid-Up Share Capital after the Offer		
	Upto 1,01,91,000 Equity Shares of face value of Rs. 10/- each	Upto 1,019.50	
E.	Securities Premium Account		
	Before the Offer		Nil
	After the Offer		[●]

The Offer has been authorized by the Board of Directors *vide* a resolution passed at its meeting held on August 23, 2018 and by the shareholders of our Company *vide* a special resolution passed pursuant to section 62(1)(c) of the Companies Act, 2013 at the Annual General Meeting held on August 25, 2018.

The Offer comprises an Offer for Sale upto 4,50,000 Equity Shares by the Selling Shareholders. The current shareholding of the Selling Shareholders and the maximum number of Equity Shares offered by them is detailed as follows:

Sr. No.	Name of the Selling Shareholders	Number of Equity Shares held	Number of Equity Shares Offered
1	Sujatha Reddy Suravaram	7,98,000	Up to 1,60,000
2	Keshav V. Muratee	4,48,440	Up to 1,50,000
3	John Ayyachamy	2,96,262	Up to 59,250
4	Kirthana Ramarapu	3,04,524	Up to 59,150
5	Naresh V. Raghavan	1,35,000	Up to 21,600
	Total	19,82,226	Up to 4,50,000

Kirthana Ramarapu, Sujatha Reddy Suravaram, Naresh V. Raghavan, John Ayyachamy and Kesav V. Muratee have approved Offer for Sale of Equity Shares and have conveyed their intention to participate in the Offer for Sale vide transmittal letters dated August 23, 2018.

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

NOTES TO THE CAPITAL STRUCTURE

1. Details of changes in authorized Share Capital:

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

Sr. No.	Particulars of Change		Date of AGM/EGM Resolution	AGM/EGM
	From	To		
1	The authorized Share Capital was of Rs. 1,00,000 divided into 10,000 Equity Shares of Rs. 10 each		On incorporation	-
2	Rs. 1,00,000 consisting of 10,000 Equity share of Rs. 10 each.*	Rs. 50,00,000 consisting of 5,00,000 Equity shares of Rs. 10 each.*	June 27, 2004	EGM
3	Rs. 50,00,000 consisting of 5,00,000 equity shares of Rs. 10/- each	Rs. 75,00,000 consisting of 7,50,000 equity shares of Rs. 10/- each	November 19, 2004	EGM
4	Rs. 75,00,000 consisting of 7,50,000 equity shares of Rs. 10/- each	Rs. 1,00,00,000 consisting of 10,00,000 equity shares of Rs. 10/- each	May 05, 2006	EGM
5	Rs. 1,00,00,000 consisting of 10,00,000 equity shares of Rs. 10/- each	Rs. 2,00,00,000 consisting of 20,00,000 equity shares of Rs. 10/- each	February 14, 2012	EGM
6	Rs. 2,00,00,000 consisting of 20,00,000 equity shares of Rs. 10/- each	Rs. 12,00,00,000 consisting of 120,00,000 equity shares of Rs. 10/- each	July 18, 2018	EGM

**Form for Increase in Authorized Share Capital from Rs. 1,00,000 to Rs. 5,00,000 is not traceable by our Company. We have relied on the Minutes of Board Meeting, data provided by management and to the best of information available.*

2. History of Equity Share Capital of our Company

Date of Allotment / Fully Paid-up	No. of Equity Shares allotted	Face value (Rs.)	Issue Price (Rs.)	Nature of consideration	Nature of Allotment	Cumulative number of Equity Shares	Cumulative Paid-up Capital (Rs.)
On Incorporation	10,000	10	10	Cash	Subscription to Memorandum of Association(1)	10,000	1,00,000
November 20, 2004	4,37,370	10	10	Cash	Further Allotment(2)	4,47,370	44,73,700
January 28, 2005	2,55,300	10	10	Cash	Further allotment(3)	7,02,670	70,26,700
March 20, 2006	45,700	10	10	Cash	Further allotment(4)	7,48,370	74,83,700
September 15, 2006	1,57,322	10	10	Cash	Further allotment(5)	9,05,692	90,56,920
March 22, 2007	30,000	10	10	Cash	Further allotment(6)	9,35,692	93,56,920
March 28, 2008	30,750	10	10	Cash	Further allotment(7)	9,66,442	96,64,420
September 8, 2008	33,558	10	10	Cash	Further allotment(8)	10,00,000	100,00,000
November 15, 2012	1,00,000	10	10	Cash	Further allotment(9)	11,00,000	110,00,000
July 25, 2014	1,97,500	10	NA	Other than cash	Further allotment(10)	12,97,500	129,75,000
March 25, 2015	10,000	10	NA	Other than cash	Further allotment(11)	13,07,500	130,75,000
July 26, 2018	65,37,500	10	NA	Other than cash	Bonus Allotment(12)	78,45,000	784,50,000

(1.) Initial Subscribers to Memorandum of Association subscribed 10,000 Equity Shares of face value of Rs. 10/-each fully paid at par as per the details given below:

Sr. No.	Name of Subscribers	No. of shares Allotted
1.	Anil Kumar Suravaram	7,000
2.	Sujatha Reddy Suravaram	3,000
	Total	10,000

(2.) Further issue of 4,37,370. Equity Shares of face value of Rs. 10/- fully paid up at par on November 20, 2004 as per the details given below:

Sr. No	Name of Allottees	No. of Shares Allotted
1.	Anil Kumar Suravaram	20,000
2.	Sujatha Reddy Suravaram	1,30,000
3.	Edgar Luke Mascarenhas & Michelle Fleur Roncon	23,150
4.	Keshav V. Muratee	44,630

Sr. No	Name of Allottees	No. of Shares Allotted
5.	Suravaram Jyothi	20,000
6.	Suravaram Krishna Vardhan	20,000
7.	Venkat N Komatineni	22,400
8.	Vivek Hebbar	22,400
9.	Kirthana Ramarapu	44,950
10.	Anil Koripelly	67,020
11.	Chetan Naik	22,820
	Total	4,37,370

(3.) Further issue of 2,55,300 Equity Shares of face value of Rs. 10/- fully paid up at par on January 28, 2005 as per the details given below:

Sr. No	Name of Allottees	No. of Shares Allotted
1.	Anil Kumar Suravaram	1,80,000
2.	Keshav V. Muratee	21,570
3.	Suravaram Sudhir	10,000
4.	John Ayyachamy	43,730
	Total	2,55,300

(4.) Further Issue of 45,700 Equity Shares of face value of Rs. 10/- fully paid up at par on March 20, 2006 as per the details given below:

Sr. No	Name of Allottees	No. of Shares Allotted
1.	Anil Kumar Suravaram	43,000*
2.	Rupesh Tikku	700
3.	Sreedhar Reddy	1,500
4.	Saratchandra Rao	500
	Total	45,700

(5.) Further Issue of 1,57,322 Equity Shares of face value of Rs. 10/- fully paid up at a par on September 15, 2006 as per the details given below:

Sr. No	Name of Allottees	No. of Shares Allotted
1.	Anil Kumar Suravaram	36,000*
2.	Suravaram Krishna Vardhan	2,583
3.	Suravaram Jyothi	2,583
4.	Keshav V. Muratee	8,540
5.	Venkat N Komatineni	2,892
6.	Vivek Hebbar	2,892
7.	Anil Koripelly	8,654
8.	Kirthana Ramarapu	5,804
9.	Chetan Naik	2,947
10.	Edgar Luke Mascarenhas & Michelle Fleur Roncon	2,989
11.	John Ayyachamy	5,647
12.	DSuddhir Suravaram	1,291
13.	Naresh V. Raghavan	22,500
14.	Pratap Reddy	50,000
15.	Rupesh Tikku	1,000

Sr. No	Name of Allottees	No. of Shares Allotted
16.	Sreedhar Reddy	500
17.	M Vasudeva Rao	500
	Total	1,57,322

(6.) Further Issue of 30,000 Equity Shares of face value of Rs. 10/- fully paid up at a par on March 22, 2007 as per the details given below:

Sr. No	Name of Allottee	No. of Shares Allotted
1.	Anil Kumar Suravaram	30,000
	Total	30,000

(7.) Further Issue of 30,750 Equity Shares of face value of Rs. 10/- fully paid up at a par on March 28, 2008 as per the details given below:

Sr. No	Name of Allottee	No. of Shares Allotted
1.	Anil Kumar Suravaram	30,000
2.	Surendra Kamath Basavanagudi	750
	Total	30,750

(8.) Further Issue of 33,558 Equity Shares of face value of Rs. 10/- fully paid up at a par on September 8, 2008 as per the details given below:

Sr. No	Name of Allottee	No. of Shares Allotted
1.	Anil Kumar Suravaram	33,558
	Total	33,558

(9.) Further Issue of 1,00,000 Equity Shares of face value of Rs. 10/- fully paid up at a par on November 15, 2012 as per the details given below:

Sr. No	Name of Allottee	No. of Shares Allotted
1.	Anil Kumar Suravaram	1,00,000
	Total	1,00,000

(10.) Further Issue of 1,97,500 Equity Shares of face value of Rs. 10/- fully paid up on July 25, 2014 as per the details given below:

Sr. No	Name of Allottee	No. of Shares Allotted
1.	Anil Kumar Suravaram	1,97,500*
	Total	1,97,500

**Allotment of 197500 equity share in lieu of salary.*

(11.) Further Issue of 10,000 Equity Shares of face value of Rs. 10/- fully paid up on September March 25, 2015 as per the details given below:

Sr. No	Name of Allottee	No. of Shares Allotted
1.	John Kumblavelil John	10,000*
	Total	10,000

**Allotment of 10,000 Equity shares pursuant to terms of appointment*

(12.) Bonus Issue of 65,37,500 Equity Shares of face value of Rs. 10/- as fully paid up Equity on July 26, 2018 as per the details given below:

Sr. No	Name of Allottee	No. of Shares Allotted
1.	Anil Kumar Suravaram	36,85,290
2.	Sujatha Reddy Suravaram	6,65,000
3.	Edgar Luke Mascarenhas & Michelle Fleur Roncon	80,695
4.	Keshav V. Muratee	3,73,700
5.	Dr Suddhir S	56,455
6.	Suravaram Jyothi	1,12,915
7.	Suravaram Krishna Vardhan	1,12,915
8.	Venkat N Komatineni	1,26,460
9.	Vivek Hebbar	1,26,460
10.	Kirthana Ramarapu	2,53,770
11.	Anil Koripelly	3,78,370
12.	Naresh V. Raghavan	1,12,500
13.	John Ayyachamy	2,46,885
14.	Chetan Naik	1,28,835
15.	Rupesh Tikku	8,500
16.	Sreedhar Reddy	10,000
17.	Saratchandra Rao	2,500
18.	M Vasudeva Rao	2,500
19.	Surendra Kamath Basavanagudi	3,750
20.	John Kumblavelil John	50,000
	Total	65,37,500

- Except as mentioned above, we have not issued any Equity Shares for consideration other than cash.
- No Equity Shares have been allotted pursuant to any scheme approved under Section 230-22 of the Companies Act, 2013.
- We have not revalued our assets since inception and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
- Except as mentioned below, no shares have been issued at price below Offer Price within last one year from the date of this Draft Red Herring Prospectus

Date of Allotment/ Fully Paid up	No. of Equity Shares allotted	Face Value (Rs.)	Issue Price (Rs.)	Reasons for allotment	Benefits accrued to our Company	Allottees	No of Shares Allotted
July 26, 2018	65,37,500	10	Not Applicable	Bonus Issue	Capitalization of Reserves	Anil Kumar Suravaram	36,85,290

						Sujatha Reddy Suravaram	6,65,000
						Edgar Luke Mascarenhas & Michelle Fleur Roncon	80,695
						Keshav V. Muratee	3,73,700
						Dr Suddhir S	56,455
						Suravaram Jyothi	1,12,915
						Suravaram Krishna Vardhan	1,12,915
						Venkat N Komatineni	1,26,460
						Vivek Hebbar	1,26,460
						Kirthana Ramarapu	2,53,770
						Anil Koripelly	3,78,370
						Naresh V. Raghavan	1,12,500
						John Ayyachamy	2,46,885
						Chetan Naik	1,28,835
						Rupesh Tikku	8,500
						Sreedhar Reddy	10,000
						Saratchandra Rao	2,500
						M Vasudeva Rao	2,500
						Surendra Kamath Basavanagudi	3,750
						John Kumblavelil John	50,000

7. Build-up of Promoters' shareholding, Promoters' contribution and lock-in

i. Build Up of Promoter's shareholdings

As on the date of this Draft Red - Herring Prospectus, our Promoter, Anil Kumar Suravaram holds 44,22,348 Equity Shares. None of the shares held by our promoter are subject to any pledge.

a. Anil Kumar Suravaram

Date of Allotment and made fully paid up / Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price (Rs.)*	Nature of Transactions	Pre-offer shareholding %	Post – offer shareholding %
On Incorporation	7,000	10	10	Subscription to MOA	0.09%	[●]
November 20, 2004	20,000	10	10	Further Allotment	0.25%	[●]
January 28, 2005	1,80,000	10	10	Further Allotment	2.29%	[●]
March 20, 2006	43,000	10	10	Further Allotment	0.55%	[●]
September 15, 2006	36,000	10	10	Further Allotment	0.46%	[●]
March 22, 2007	30,000	10	10	Further Allotment	0.38%	[●]
March 28, 2008	30,000	10	10	Further Allotment	0.38%	[●]
September 8, 2008	33,558	10	10	Further Allotment	0.43%	[●]
July 26, 2009	50,000	10	10	Transfer From Pratap Reddy to Anil Kumar Suravaram	0.64%	[●]
March 5, 2011	10,000	10	10	Transfer From Mascarenhas Edgar & Mishelle Roncon	0.13%	[●]
November 15, 2012	1,00,000	10	10	Further Allotment	1.27%	[●]
July 25, 2014	1,97,500	10	NA	Further Allotment	2.52%	[●]
July 26, 2018	36,85,290	10	NA	Bonus Issue	46.98%	[●]
Total	44,22,348				56.37%	

ii. Details of Promoter Contribution locked in for three years:

Pursuant to the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-offer Equity Share capital of our Company held by our Promoter, shall be locked-in for a period of three years from the date of Allotment and our Promoters' shareholding in excess of 20% shall be locked-in for a period of one year from the date of Allotment ("**Promoters' Contribution**").

The Equity Shares which are being locked in for 3 (three) years from the date of Allotment are as follows:-

Promoter	No. of Equity Shares Locked in	Face Value (in `)	Issue/ Acquisition Price	Date of Allotment/ Acquisition and when made fully paid-up	Nature of Allotment/ Transfer	Consideration (Cash/other than cash)	Percentage of post-Offer paid-up capital	Source of Promoter's Contribution
Anil Kumar Suravaram	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Total	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]

The Equity Shares that are being locked-in are eligible for computation of Promoter's Contribution under Regulation 33 of the SEBI ICDR Regulations. In this connection, as per Regulation 33 of the SEBI ICDR Regulations, our Company confirms that the Equity Shares locked-in do not consist of:

- Equity Shares acquired during the preceding three years for consideration other than cash and revaluation of assets or capitalization of intangible assets or bonus shares out of revaluations reserves or unrealised profits or bonus shares of shares which are otherwise ineligible for computation of Promoters' Contribution;
- Equity Shares acquired during the preceding one year, at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;
- Equity Shares issued to the Promoter upon conversion of a partnership firm;
- Equity Shares held by the Promoter that are subject to any pledge; and
- Equity Shares for which specific written consent has not been obtained from the respective shareholders for inclusion of their subscription in the Promoters' Contribution subject to lock-in.

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

iii. Details of share capital locked in for one year

Other than the above Equity Shares that would be locked in for 3 (three) years, the entire pre-Offer capital of our Company would be locked-in for a period of 1 (one) year from the date of Allotment in the Offer pursuant to Regulation 36(b) and Regulation 37 of the SEBI ICDR Regulations.

iv. Other requirements in respect of lock-in

Pursuant to Regulation 39 of the SEBI ICDR Regulations, the locked-in Equity Shares held

by the Promoter, as specified above, can be pledged only with scheduled commercial banks or public financial institutions as collateral security for loans granted by such scheduled commercial banks or public financial institution, provided that the pledge of the Equity Shares is one of the terms of the sanction of the loan.

Provided that securities locked in as Promoters' Contribution for 3 years under Regulation 36(a) of the SEBI ICDR Regulations may be pledged only if, in addition to fulfilling the above requirement, the loan has been granted by such scheduled commercial bank or public financial institution for the purpose of financing one or more of the objects of the Offer.

Pursuant to Regulation 40 of the SEBI ICDR Regulations, Equity Shares held by the Promoter may be transferred to and amongst the Promoter, 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 SEBI Takeover Regulations.

Further, pursuant to Regulation 40 of the SEBI ICDR Regulations, the Equity Shares held by persons other than the Promoter prior to the Offer may be transferred to any other person holding the Equity Shares which are locked-in as per Regulation 37 of the SEBI ICDR Regulations, provided that lock-in on such Equity Shares will continue for the remaining period with the transferee and such transferee shall not be eligible to transfer such Equity Shares till the lock-in period stipulated under the SEBI ICDR Regulations has ended, subject to compliance with the SEBI Takeover Regulations, as applicable.

We further confirm that our Promoter's Contribution of [●] % of the post Offer Equity Share capital does not include any contribution from Alternative Investment Fund.

8. **There were no shares purchased/sold by the Promoter and Promoter Group, directors and their immediate relatives during last 6 months:**

9. Our Shareholding Pattern

The table below presents the shareholding pattern of our Company as per Regulation 31, of the SEBI Listing Regulations, 2015

Summary of Shareholding Pattern as on date of this Draft Red Herring Prospectus

Category	Category of Shareholder	Nos. 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 equity shares held in dematerialized form
								No of Voting Rights	Total as a % of (A+B+C)			No. (a)	As a % of Total Shares held (b)	No. (a)	As a % of Total Shares held (b)	
I	II	III	IV	V	VI	VII = IV + V + VI	VIII	IX		X	XI = VII + X	XII		XIII		XIV
A	Promoter and Promoter Group	5	55,59,090	-	-	55,59,090	-	55,59,090	70.86%	-	70.86%	-	-	-	-	[●]
B	Public	15	22,85,910	-	-	22,85,910	-	22,85,910	29.14%	-	29.14%	-	-	-	-	[●]
C	Non Promoter	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Category	Category of Shareholder	Nos. 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 equity shares held in dematerialized form
								No of Voting Rights	Total as a % of (A+B+C)			No. (a)	As a % of Total Shares held (b)	No. (a)	As a % of Total Shares held (b)	
	r- Non Public															
1	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	20	78,45,000	-	-	78,45,000	-	78,45,000	100.00 %	-	-	-	-	-	-	[●]

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

*** All Pre IPO Equity shares of our Company will be locked in as mentioned above prior to listing of shares on EMERGE platform of National Stock Exchange of India Limited.*

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

In terms of SEBI circular bearing Number Cir/ISD/3/2011 dated June 17, 2011 and SEBI circular bearing no. SEBI/Cir/ISD/ 05 /2011, dated September 30, 2011, our Company shall ensure that the Equity Shares held by the Promoter / members of the Promoter Group shall be dematerialized prior to registering the Red Herring Prospectus with the RoC.

Note: PAN of Shareholders will be provided to the Stock Exchange by Our Company prior to listing of its Equity Shares on the Stock Exchange.

10. Following are the details of the holding of securities (including shares, warrants, convertible securities) of persons belonging to the category “Promoter and Promoter Group”:

Sr. No.	Name of the Shareholder	Pre – Offer		Post – Offer	
		No. of Equity Shares	% of Pre- Offer Capital	No. of Equity Shares	% of Post- Offer Capital
(I)	(II)	(III)	(IV)	(V)	(VI)
	Promoter				
1	Anil Kumar Suravaram	44,22,348	56.37	[●]	[●]
	Sub Total (A)	44,22,348	56.37	[●]	[●]
	Promoter Group			[●]	[●]
2	Sujatha Reddy Suravaram	7,98,000	10.17	[●]	[●]
3	Suravaram Sudhir	67,746	0.86	[●]	[●]
4	Suravaram Jyothi	1,35,498	1.73	[●]	[●]
5	Suravaram Krishna Vardhan	1,35,498	1.73	[●]	[●]
	Sub Total (B)	11,36,742	14.49	[●]	[●]
	Total (A+B)	55,59,090	70.86	[●]	[●]

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

Name of the Promoter	No. of Shares held	Average cost of Acquisition (in Rs.)
Anil Kumar Suravaram	44,22,348	1.67

12. Other than as mentioned below, no persons belonging to the category “Public” holds securities (including shares, warrants, convertible securities) of more than 1% of the total number of shares.

Sr. No	Particulars	Number of Equity Shares	% of Total Paid-Up Capital
1.	Anil Koripelly	4,54,044	5.78
2.	Keshav V. Muratee	4,48,440	5.72
3.	Kirthana Ramarapu	3,04,524	3.88
4.	John Ayyachamy	2,96,262	3.77
5.	Chetan Naik	1,54,602	1.97
6.	Venkat N Komatineni	1,51,752	1.93
7.	Vivek Hebbar	1,51,752	1.93
8.	Naresh V. Raghavan	1,35,000	1.72
9.	Edgar Luke Mascarenhas & Michelle Fleur Roncon	96,834	1.23
	Total	21,93,210	27.93

13. The lists of top 10 shareholders of our Company and the number of Equity Shares held by them as on the date of filing, ten days before the date of filing and two years before the date of filing of this Draft Red Herring Prospectus are set forth below:

- Particulars of the top ten shareholders as on the date of filing this Draft Red Herring Prospectus:

Sr. No	Particulars	Number of Equity Shares	% of Total Paid-Up Capital
1.	Anil Kumar Suravaram	44,22,348	56.37%
2.	Sujatha Reddy Suravaram	7,98,000	10.17%
3.	Anil Koripelly	4,54,044	5.79%
4.	Keshav V. Muratee	4,48,440	5.72%
5.	Kirthana Ramarapu	3,04,524	3.88%
6.	John Ayyachamy	2,96,262	3.78%
7.	Chetan Naik	1,54,602	1.97%
8.	Venkat N Komatineni	1,51,752	1.93%
9.	Vivek Hebbar	1,51,752	1.93%
10.	Suravaram Jyothi	1,35,498	1.73%
	Total	73,17,222	93.27%

- b. Particulars of top ten shareholders ten days prior to the date of filing this Draft Red Herring Prospectus:

Sr. No	Particulars	Number of Equity Shares	% of then existing Total Paid-Up Capital
1.	Anil Kumar Suravaram	44,22,348	56.37%
2.	Sujatha Reddy Suravaram	7,98,000	10.17%
3.	Anil Koripelly	4,54,044	5.79%
4.	Keshav V. Muratee	4,48,440	5.72%
5.	Kirthana Ramarapu	3,04,524	3.88%
6.	John Ayyachamy	2,96,262	3.78%
7.	Chetan Naik	1,54,602	1.97%
8.	Venkat N Komatineni	1,51,752	1.93%
9.	Vivek Hebbar	1,51,752	1.93%
10.	Suravaram Jyothi	1,35,498	1.73%
	Total	73,17,222	93.27%

- c. Particulars of the top ten shareholders two years prior to the date of filing of this Draft Red Herring Prospectus:

Sr. No	Particulars	Number of Equity Shares	% of then existing Total Paid-Up Capital
1.	Anil Kumar Suravaram	7,37,058	56.37%
2.	Sujatha Reddy Suravaram	1,33,000	10.17%
3.	Anil Koripelly	75,674	5.79%
4.	Keshav V. Muratee	74,740	5.72%
5.	Kirthana Ramarapu	50,754	3.88%
6.	John Ayyachamy	49,377	3.78%
7.	Chetan Naik	25,767	1.97%
8.	Venkat N Komatineni	25,292	1.93%
9.	Vivek Hebbar	25,292	1.93%
10.	Suravaram Jyothi	22,583	1.73%
	Total	12,19,537	93.27%

14. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Plan for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Plan from the proposed Offer. As

and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.

15. Neither the Book Running Lead Manager viz. Pantomath Capital Advisors Private Limited, nor its associates hold any Equity Shares of our Company as on the date of the Draft Red Herring Prospectus.
16. Under-subscription in the net Offer, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company and the Selling Shareholders in consultation with the Book Running Lead Manager and the SME platform of National Stock Exchange of India Limited.
17. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.
18. The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net offer to the public portion.
19. There are no Equity Shares against which depository receipts have been issued.
20. Other than the Equity Shares, there are no other classes of securities issued by our Company.
21. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, and right issue or in any other manner during the period commencing from the date of the Draft Red - Herring Prospectus until the Equity Shares have been listed. Further, our Company does not intend to alter its capital structure within six months from the date of opening of the Offer, by way of split/consolidation of the denomination of Equity Shares. However our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the listing of equity shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.
22. None of the persons/entities comprising our Promoter Group, or our Directors or their relatives have financed the purchase by any other person of securities of our Company other than in the normal course of the business of any such entity/individual or otherwise during the period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus.
23. Our Company, our Promoter, our Directors and the Book Running Lead Manager have not entered into any buy back or standby or similar arrangements for the purchase of Equity Shares being offered through the Issue from any person.
24. There are no safety net arrangements for this public offer.
25. An over-subscription to the extent of 10% of the Offer can be retained for the purpose of rounding off to the nearest multiple of minimum allotment lot, while finalizing the Basis of Allotment. Consequently, the actual Allotment may go up by a maximum of 10% of the Offer, as a result of which, the post-Offer paid up capital after the Offer would also increase by the excess amount of Allotment so made. In such an event, the Equity Shares held by our Promoter and subject to lock-in shall be suitably increased; so as to ensure that a minimum of 20% of the post Offer paid-up capital is locked in.
26. In case of over-subscription in all categories the allocation in the Offer shall be as per the requirements of Regulation 43 (4) of SEBI (ICDR) Regulations, as amended from time to time.
27. As on date of this Draft Red Herring Prospectus there are no outstanding warrants, options or rights to convert debentures loans or other financial instruments into our Equity Shares.
28. All the Equity Shares of our Company are fully paid up as on the date of this Draft Red Herring Prospectus. Further, since the entire Offer price in respect of the Offer is payable on application,

all the successful applicants will be issued fully paid-up equity shares and thus all shares offered through this Offer shall be fully paid-up.

29. As per RBI regulations, OCBs are not allowed to participate in this Offer.
30. Our Company has not raised any bridge loans against the proceeds of the Offer.
31. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
32. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.
33. An Applicant cannot make an application for more than the number of Equity Shares being issued through this Offer, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
34. No payment, direct or indirect in the nature of discount, commission, and allowance or otherwise shall be made either by us or our Promoter to the persons who receive allotments, if any, in this Offer.
35. We have 20 shareholders as on the date of filing of this Draft Red Herring Prospectus.
36. Our Promoter and the members of our Promoter Group will not participate in this Offer.
37. Our Company has not made any public issue since its incorporation.
38. Our Company shall ensure that transactions in the Equity Shares by the Promoter and the Promoter Group between the date of filing the Draft Red Herring Prospectus and the Offer Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.
39. For the details of transactions by our Company with our Promoter Group, Group Companies for the financial years ended March 31, 2014, 2015, 2016, 2017, 2018 please refer to paragraph titled *“Details of Related Parties Transactions as Restated”* in the chapter titled *“Financial Statements as restated”* on page 216 of the Draft Red Herring Prospectus.
40. None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as stated in the chapter titled *“Our Management”* beginning on page 195 of the Draft Red Herring Prospectus.
41. The associates and affiliates of the BRLM and the Syndicate Members, if any, may subscribe the Equity Shares in the Offer, in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

OBJECTS OF THE OFFER

The Offer comprises a Fresh Issue by our Company and an Offer for Sale by the Selling Shareholders.

The Offer for Sale

Each of the Selling Shareholders will be entitled to their respective portion of the proceeds from the Offer for Sale. Our Company will not receive any proceeds from the Offer for Sale. All expenses in relation to the Offer other than listing fees (which shall be borne by our Company) shall be shared between our Company and the Selling Shareholders in accordance with applicable laws. Each Selling Shareholder shall reimburse our Company for all expenses incurred by our Company in relation to the Offer for Sale on behalf of such Selling Shareholder.

The Fresh Issue

We intend to utilize the Net Proceeds of the Fresh Issue towards the following objects:

1. To finance the purchase of plant & machinery and equipment;
2. Funding the working capital requirements of our Company and
3. General corporate purposes.

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 Offer. The existing activities of our Company are within the objects clause of our Memorandum of Association.

Also, 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.

FRESH ISSUE PROCEEDS

The details of the proceeds of the Fresh Issue are set out in the following table:

(Rs in lakhs)

Particulars	Estimated Amount ⁽¹⁾
Gross Proceeds for the Offer	[●]
(Less) Proceeds from offer for Sale	[●]
(Less) Offer expenses to be borne by our Company in relation to the Fresh Issue*	[●]
Net Proceeds of the Fresh Issue (Net Proceeds)	[●]

⁽¹⁾ To be finalized on determination of Offer Price

* All expenses with respect to the Offer will be shared between the Selling Shareholders and the Company, in proportion to the Equity Shares being offered by them through the Offer.

UTILISATION OF NET PROCEEDS

The Net Proceeds are proposed to be used in the manner set out in the following table:

(Rs in lakhs)

Sr. No.	Particulars	Amount to be financed from Net Proceeds of the Offer(Rs. in lakhs)	Percentage of Gross Proceeds	Percentage of Net Proceeds
1	To finance the purchase of plant &	613.19	[●]	[●]

Sr. No.	Particulars	Amount to be financed from Net Proceeds of the Offer(Rs. in lakhs)	Percentage of Gross Proceeds	Percentage of Net Proceeds
	machinery and equipment			
2	Funding the working capital requirements of our Company	500.00	[●]	[●]
3	General corporate purposes*	[●]	[●]	[●]

**To be finalized on determination of the Offer Price and updated in the Prospectus prior to registering with the RoC.*

Schedule of Implementation and Deployment of Funds

We propose to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below. As on the date of this Draft Red Herring Prospectus, our Company has not deployed any funds towards the objects of the Offer.

(Rs. In lakhs)

Sr. No.	Particulars	Amount to be funded from the Net Proceeds	Estimated Utilisation of Net Proceeds (Financial Year 2018-2019)
1	To finance the purchase of plant & machinery and equipment	613.19	613.19
2	Funding the working capital requirements of our Company	500.00	500.00
3	General corporate purposes*	[●]	[●]

**To be finalized on determination of the Offer Price and updated in the Prospectus prior to registering with the RoC.*

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

Means of Finance

We intend to finance the funds required for purchase of plant & machinery and equipment entirely from the Net Proceeds of the Issue. The working capital requirements under our Objects will be met through the Net Proceeds to the extent of Rs 500.00 lakhs and balance through internal accruals/net worth, secured loan and bank finance.

(Rs in lakhs)

Objects of the Offer	Amount Required	IPO Proceeds	Internal Accruals/ Net Worth	Bank Finance
To finance the purchase of plant & machinery and equipment	613.19	613.19	-	-
Funding the working capital requirements of our Company	3,668.39	500.00	2,537.53	630.86

Objects of the Offer	Amount Required	IPO Proceeds	Internal Accruals/ Net Worth	Bank Finance
General corporate purposes*	[●]	[●]	-	-

* To be finalized on determination of the Offer Price and updated in the Prospectus prior to registering with the RoC.

APPRAISAL BY APPRAISING AGENCY

Accordingly, we confirm that we will be in compliance with the requirement to make firm arrangements of finance under Regulation 4(2) (g) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Net Proceeds and existing identifiable internal accruals.

The fund requirements mentioned above are based on the internal management estimates of our Company and have not been verified by the Book Running Lead Manager or appraised by any bank, financial institution or any other external agency. The fund requirements are based on current circumstances of our business and our Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, costs of commodities and interest or exchange rate fluctuations. Consequently, the fund requirements of our Company are subject to revisions in the future at the discretion of the management. In the event of any shortfall of funds for the activities proposed to be financed out of the Net Proceeds as stated above, our Company may re-allocate the Net Proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws. Further, in case of a shortfall in the Net Proceeds or cost overruns, our management may explore a range of options including utilising our internal accruals or seeking debt financing.

DETAILS OF THE OBJECTS

The details of the objects of the Offer are set out below:

1. To finance the expenditure for purchase of plant & machinery and equipment

Our Company proposes to utilize Rs. 613.19 lakhs towards purchase of plant & machinery and equipment.

Our proposed purchase of plant & machinery includes Versatile Pedestrian Turf Protection (Terratile) and Alcor modular grandstand model 750 200 V (Alcor).

Terratile is surface protection system made of virgin HDPE, which is used to cover the synthetic or natural turf or synthetic athletic track or any other specialized surface of a stadium. This protective covering allows the stadium surface to then be used for non-sports events (like music concerts, trade shows, weddings, corporate or political gatherings, etc.) and allows the stadium to use its facility to generate revenues on non-match days. Our company plans to offer the Terratile systems on a rental basis to stadiums that may have such use occasionally and do not want to invest on a set of their own.

Alcor is a modular grandstand technology, made of galvanized steel components that are assembled at site. These can provide seating from a few hundred to tens of thousands. Our Company proposes to provide such temporary seating on rental basis to our prospective clients.

The details of plant and machinery and equipment to be purchased by our Company is as follows:

Sr. No	Description of Plant & Machinery and Equipment	No of Unit	Name of the supplier	Date of quotation	Quoted Cost in Foreign Currency	Quoted Cost (Rs. in Lakhs)*	Freight/ Insurance/ Clearance Charges/Transportation* * (Rs. in Lakhs)	Total Amount (Rs. in Lakhs)
PLANT & MACHINERY (A)								
1	Versatile Pedestrian Turf Protection (Terratile)	1	Checkers Safety Group UK Ltd t/a Terraplas	August 06, 2018	Euro – 3,19,012	263.79	63.31	327.10
2	Alcor modular grandstand model 750 200 V	2	Zone Actiparc Anjou Atlantique	September 03, 2018	Euro 85,176* 2 = 1,70,352	140.86	49.00	189.86
TOTAL (A)						404.65	112.31	516.96
EQUIPMENT (B)								
1	Sports Champ SC2D and Sports Champ SC2BL/E with PGD 900	1	AFN Sports SDN BHD	September 04, 2018	Euro 41,650	34.44	8.27	42.71
2	Paver Machine TPJ-ENG 2.5	1	JIANGY IN DINGC HUANG SPORTS MACHINERY CO., LTD.	September 04, 2018	USD 11,500	8.06	1.93	9.99
3	Spray Machine ES-120	1			USD 5,200	3.64	0.87	4.51
4	Hydraulic Tilting Mixing	1			USD 6,200	4.35	1.04	5.39
5	Line Marking machine	1			USD 5,600	3.93	0.94	4.87

Sr. No	Description of Plant & Machinery and Equipment	No of Unit	Name of the supplier	Date of quotation	Quoted Cost in Foreign Currency	Quoted Cost (Rs. in Lakhs)*	Freight/ Insurance/ Clearance Charges/Taxes/Transportation* * (Rs. in Lakhs)	Total Amount (Rs. in Lakhs)
6	Sand Infill Machine F-1400	1			USD 18,500	12.97	3.11	16.08
7	Artificial Grass Turf Carrier	1			USD 3,600	2.52	0.60	3.12
8	Brushing Machine	3			USD 2,700	1.89	0.45	2.34
9	Small Sweeping Machine	4			USD 1,250	0.88	0.21	1.09
10	Electric Stacker / Pallet Truck	1	R S Global	September 04, 2018	-	5.12	1.01	6.13
TOTAL (B)						77.80	18.43	96.23
GRAND TOTAL (A+B)						482.45	130.74	613.19

**Quotation amount are converted at an exchange rate of Rs. 70.09 per USD and 82.69 per Euro.*

***Freight, Insurance, Clearance charges, Taxes, Transportation etc. have been estimated by our Company which are subject to change due to change in the circumstances`.*

No second-hand machinery or material is proposed to be purchased out of the aforesaid objects.

We have not entered into any definitive agreements with the suppliers and there can be no assurance that the same suppliers would be engaged to eventually supply the machinery and material at the same costs. The quantity of the machinery and material to be purchased is based on the estimates of our management. Our Company shall have the flexibility to deploy the machinery which are dynamic, which may evolve with the passage of time and based on the estimates of our management.

Our Promoter, Directors, Key Management Personnel or Group Entities have no interest in the proposed procurements, as stated above.

As on the date of the DRHP our Company has not placed any order for the above Plant and machinery and equipment.

2. Funding the working capital requirements of our Company

We fund the majority of our working capital requirements in the ordinary course of our business from our internal accruals, net worth and financing from banks. As on March 31, 2017 and March 31, 2018, the amount outstanding on our Company's fund based working capital facility from banks was Rs.464.69 lakhs and Rs. 481.23 lakhs respectively as per restated financial statements. As on March 31, 2018, our sanctioned working capital facilities comprised of fund based limit of Rs. 750.00 lakhs from banks. For further details, please refer to the chapter titled "*Financial Indebtedness*" beginning on page 234 of this Draft Red Herring Prospectus.

Our Company's existing working capital requirement and funding on the basis of Restated Financial Information as of March 31, 2017 and March 31, 2018 are as stated below:

<i>Amount (Rs in Lakhs)</i>		
Particulars	Fiscal 2018	Fiscal 2017
Current Assets		
Inventories	554.46	578.02
Trade Receivables	2,409.23	4,014.91
Cash and Bank Balance	176.83	180.97
Short Term Loans & Advances and Other Current Assets	2,697.63	242.84
Total (A)	5,838.16	5,016.74
Current Liabilities		
Trade Payables	2,044.87	2,483.54
Other Current Liabilities and short term provisions	1,073.88	494.16
Total (B)	3,118.75	2,977.70
Total Working Capital (A)-(B)	2,719.41	2,039.04
Existing Funding Pattern		
Working Capital funding from Banks	481.23	464.69
Networth/Internal Accruals/Loan from Directors/Others	2,238.18	1,574.35

Basis of estimation of working capital requirement

On the basis of our existing working capital requirements and the projected working capital requirements, our Board pursuant to its resolution dated September 28, 2018 has approved the business plan for Fiscals 2019 and 2020. The projected working capital requirements for Fiscal 2019 is as stated below:

<i>Amount (Rs in lakhs)</i>	
Particulars	Fiscal 2019 (Estimated)
Current Assets	
Inventories	665.26
Trade Receivables	2,518.17
Cash and Bank Balance	277.74
Short Term Loans & Advances and Other Current Assets	2,883.88
Total (A)	6,345.05
Current Liabilities	
Trade Payables	1,388.00
Other Current Liabilities and provisions	1,288.66

Particulars	Fiscal 2019 (Estimated)
Total (B)	2,676.66
Total Working Capital (A)-(B)	3,668.39
Funding Pattern	
IPO Proceeds	500.00
Working Capital funding from Banks	630.86
Internal accruals/Net Worth	2,537.53

Assumption for working capital requirements

*Assumptions for Holding Levels**

(In months)

Particulars	Holding Level for Fiscal 2017	Holding Level for Fiscal 2018	Holding Level for Fiscal 2019 (Estimated)
Current Assets			
Inventories	1.38	1.23	1.15
Trade Receivables	7.82	4.26	3.50
Current Liabilities			
Trade Payables	11.25	8.07	2.77

Justification for “Holding Period” levels

The justifications for the holding levels mentioned in the table above are provided below:

Assets- Current Assets	
Inventories	We have assumed inventory level of 1.15 months for the financial year 2018-19 which is lower than the previous year's holding period for financial year 2017-18 and financial year 2016-17 as we expect growth in our business operations.
Trade receivables	Our Company intends to give credit facility of around 3.50 months to our debtors in the financial year 2018-19 as compared to 4.26 months for the financial year 2017-18. Going forward our Company intends to quick realization from our debtors to fund our estimated working capital requirements.
Liabilities–Current Liabilities	
Trade Payables	In financial year 2018-19, the credit period is expected to be 2.77 month as going forward we expect to prune our creditors' days by infusing funds towards working capital from the net issue proceeds.

Our Company proposes to utilize Rs. 500.00 lakhs of the Net Proceeds in Fiscal 2019 towards our working capital requirements. The balance portion of our working capital requirement for the Fiscal 2019 will be arranged from existing bank loans and Internal Accruals/Net Worth.

3. General Corporate Purpose

The Net Proceeds will be first utilized towards the Objects as mentioned above. The balance is proposed to be utilized for general corporate purposes, subject to such utilization not exceeding 25% of the Net Proceeds, in compliance with the SEBI ICDR Regulations. Our Company intends to deploy the balance Net Proceeds, if any, for general corporate purposes, subject to above mentioned limit, as may be approved by our management, including but not restricted to, the following:

- strategic initiatives
- brand building and strengthening of marketing activities; and
- Ongoing general corporate exigencies or any other purposes as approved by the Board subject to compliance with the necessary regulatory provisions.

The quantum of utilization of funds towards each of the above purposes will be determined by our Board of Directors based on the permissible amount actually available under the head “General Corporate Purposes” and the business requirements of our Company, from time to time. We, in accordance with the policies of our Board, will have flexibility in utilizing the Net Proceeds for general corporate purposes, as mentioned above.

OFFER RELATED EXPENSES

The expenses for this Offer include offer 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 Offer are estimated not to exceed Rs. [●] Lakhs.

Expenses	Expenses (Rs. in Lakhs)*	Expenses (% of total Issue expenses)	Expenses (% of Gross Issue Proceeds)
Fees payable to the Book Running Lead Manager (including Underwriting commission)	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Fees payable to the Registrar to the Issue	[●]	[●]	[●]
Brokerage and selling commission payable to Syndicate**	[●]	[●]	[●]
Brokerage and selling commission payable to Registered Brokers**	[●]	[●]	[●]
Processing fees to SCSBs for ASBA Applications procured by the members of the Syndicate or Registered Brokers and submitted with the SCSBs**	[●]	[●]	[●]
Others (listing fees, legal fees, stationery charges, bankers to the Issue, auditor's fees etc.)	[●]	[●]	[●]
Total estimated Issue expenses	[●]	[●]	[●]

**As on the date of this Red Herring Prospectus, our Company has incurred Rs. [●] Lakhs towards Offer Expenses out of internal accruals.*

** Selling commission payable to the members of the Syndicate, CDPs, RTA and SCSBs, on the portion for RIIs and NIIs, would be as follows:

Portion for RIIs	[●]% ^ (exclusive of Goods and Service Tax)
Portion for NIIs	[●]% ^ (exclusive of Goods and Service Tax)

^Percentage of the amounts received against the Equity Shares Allotted (i.e. the product of the number of Equity Shares Allotted and the Issue Price)

Further, the Members of Syndicate, RTAs and CDPs will be entitled to bidding charges of Rs [●] (plus applicable Goods and Service Tax) per valid ASBA Form. The terminal from which the Bid has been uploaded will be taken into account in order to determine the total bidding charges payable to the relevant RTA/CDP.

***Registered Brokers, will be entitled to a commission of Rs. [●] (plus applicable Goods and Service Tax) per Bid cum Application Form, on valid Bids, which are eligible for allotment, procured

from RIIs and NIIs and submitted to the SCSB for processing. The terminal from which the bid has been uploaded will be taken into account in order to determine the total processing fees payable to the relevant Registered Broker.

**** SCSBs would be entitled to a processing fee of Rs. [●] (plus Goods and Service Tax) for processing the Bid cum Application Forms procured by the members of the Syndicate, Registered Brokers, RTAs or the CDPs and submitted to SCSBs.

BRIDGE FINANCING

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

INTERIM USE OF FUNDS

Pending utilization of the Net Proceeds for the Objects of the Offer 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 utilization of the Net Proceeds as described above, it shall not use the funds from the Net Proceeds for any investment in equity and/or real estate products and/or equity linked and/or real estate linked products.

MONITORING UTILIZATION OF FUNDS

As the size of the Fresh Issue does not exceed Rs 10,000 lakhs in terms of Regulation 16 of the SEBI Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Offer. 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 Net Proceeds. Until such time as any part of the Net Proceeds remains unutilized, our Company will disclose the utilization of the Net Proceeds under separate heads in our Company's balance sheet(s) clearly specifying the amount of and purpose for which 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 Net Proceeds. In the event that our Company is unable to utilize the entire amount that we have currently estimated for use out of the Net Proceeds in a Fiscal 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 Exchange on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Net Proceeds for the objects stated in this 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 Offer without our Company being authorized to do so by the Shareholders by way of a special resolution passed 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 of the Company is situated. Our Promoter 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 Net Proceeds will be paid by us to the Promoter and Promoter Group, the Directors, associates or Key Managerial Personnel or Group Companies, except in the normal course of business and in compliance with the applicable laws.

BASIS FOR OFFER PRICE

The Offer Price will be determined by the Company and Selling Shareholders in consultation with the Book Running Lead Manager on the basis of an assessment of market demand for the Equity Shares through the Book Building Process and on the basis of the following qualitative and quantitative factors as described below. The face value of the Equity Shares of our Company is Rs. 10 each and the Offer Price is [●] times of the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band.

Investors should also refer to the sections titled “*Risk Factors*” and “*Financial Statements*” beginning on pages 23, 216 respectively and chapter titled “*Our Business*”, beginning on page 151 of this Draft Red Herring Prospectus, to have more informed view before making an investment decision. The trading price of the Equity Shares of our Company could decline due to these risk factors and you may lose all or part of your investments.

QUALITATIVE FACTORS

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

- Significant business experience and track record;
- Wide range of product offering spread across various sports and geography;
- Strategic alliances and rights from renowned brands;
- Projects are approved and accepted by global sports bodies;
- Experienced management and workforce.

For further details, refer to heading “*Our Competitive Strengths*” under the chapter titled “*Our Business*” beginning on page 151 of this Draft Red Herring Prospectus.

QUANTITATIVE FACTORS

The information presented below relating to the Company is based on the restated financial statements of the Company for the Financial Year ended March 31, 2018, 2017 & 2016 prepared in accordance with Indian GAAP, Companies Act and SEBI ICDR Regulations. For details, refer chapter titled “*Financial Statements as restated*” beginning on page 216 of the Draft Red Herring Prospectus. Some of the quantitative factors, which may form the basis for computing the price, are as follows:

1. Basic and Diluted Earnings per Share (EPS) as per Accounting Standard 20 as per the restated financial statements:

Year ended	Basic & Diluted EPS (Rs.)	Weight
March 31, 2018	6.43	3
March 31, 2017	5.42	2
March 31, 2016	5.39	1
Weighted Average		5.92

Notes:

- The earnings per share has been computed by dividing net profit as restated, attributable to equity shareholders by restated weighted average number of equity shares outstanding during the year. Restated weighted average number of equity shares have been computed as per AS 20. The face value of each Equity Share is Rs. 10/-. Basic EPS is Net profit attributable to equity shareholders divided by weighted average number of Equity Shares outstanding during the year.

- On July 26, 2018, our Company allotted 65,37,500 Equity Shares to its existing shareholders in the ratio of 5 Equity Share for every 1 Equity Share held as fully paid Bonus Shares. For the purpose of calculating the Basic and Diluted Earnings per Share (EPS) above, the weighted average number of equity shares have been adjusted for the bonus shares.

2. Price to Earnings (P/E) ratio in relation to Price Band of Rs. [●] to Rs. [●] per Equity Share of face value Rs. 10 each fully paid up.

Particulars	P/E on cap price (no. of times)	P/E on floor price (no. of times)
P/E ratio based on Basic and Diluted EPS for FY 2017-18	[●]	[●]
P/E ratio based on Weighted Average Basic and Diluted EPS	[●]	[●]
Industry P/E Ratio*		
Highest		N.A.
Lowest		N.A.
Average		N.A.

**We believe that there are no listed peers exclusively engaged in planning, designing, executing and commissioning of sports infrastructure projects as well as civil construction pertaining to the sports facilities, thus industry P/E Ratio cannot be ascertained.*

3. Return on Net worth (RoNW)

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

Year/Period ended	RoNW (%)	Weight
March 31, 2018	19.26	3
March 31, 2017	20.12	2
March 31, 2016	25.04	1
Weighted Average		20.51 %

Note: The RoNW has been computed by dividing net profit after tax as restated, by Net Worth as at the end of the year. Net worth has been calculated as sum of Equity Share Capital and Reserves & Surplus (excluding revaluation reserve, if any) as reduced by the miscellaneous expenses to the extent not written off.

4. Minimum Return on Total Net Worth post Offer needed to maintain Pre Offer EPS for the year ended March 31, 2018 is :

Particulars	Minimum RoNW (%)
To maintain Pre Offer Basic & Diluted EPS	
At Cap price	[●]
At Floor price	[●]

5. Net Asset Value (NAV) per share:

Net Asset Value as per restated financial statements:

Particulars	Amount (in Rs.)
Net Asset Value per Equity Share as of March 31, 2018	33.37
Net Asset Value per Equity Share after the Offer- At Cap Price	[●]
Net Asset Value per Equity Share after the Offer- At Floor Price	[●]
Offer Price per equity share	[●]

Notes:

- Net Asset Value per Equity Share has been calculated as net worth divided by number of equity shares. Net worth has been calculated as sum of Equity Share Capital and Reserves & Surplus (excluding revaluation reserve, if any) as reduced by the miscellaneous expenses to the extent not written off.
- On July 26, 2018, our Company allotted 65,37,500 Equity Shares to its existing shareholders in the ratio of 5 Equity Share for every 1 Equity Share held as fully paid Bonus Shares. For the purpose of calculating the Net Asset Value per Share (NAV) above, the number of equity shares have been adjusted for the bonus shares.
- Offer Price per equity share will be determined on conclusion of the Book Building Process.

6. Comparison with listed industry peers:

Our company is engaged in planning, designing, executing and commissioning of sports infrastructure projects as well as civil construction pertaining to the sports facilities and currently there are no listed peers engaged in this particular business segments and therefore, a strict comparison of our company with any listed company is not possible.

Notes:

1. Great Sport Infra Limited is a Book Built Offer and price band for the same shall be published 5 working days before opening of the Offer in English and Hindi national newspapers and one regional newspaper with wide circulation.
2. The Offer Price shall be determined by the company and Selling Shareholders in consultation with the BRLM on the basis of assessment of market demand from investors for the equity shares by way of Book Building and is justified based on the above accounting ratios.

For further details see section titled “*Risk Factors*” beginning on page 23 of this Draft Red Herring Prospectus and the financials of the Company including profitability and return ratios, as set out in the section titled “*Financial Statements*” beginning on page 216 of this Draft Red Herring Prospectus for a more informed view.

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

To,
The Board of Directors,
Great Sports Infra Limited,
Flat No. 101, 1-10-68/4, Plot No. 52,
Street No. 2, Chikoti Gardens, Begumpet,
Hyderabad, Telangana-500016, India

Dear Sirs,

Sub: Statement of possible special tax benefits (“the Statement”) available to Great Sports Infra Limited (“the Company”) and its shareholders prepared in accordance with the requirements in Schedule VIII-Clause (VII) (L) of the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2009, as amended (“the Regulations”)

We hereby report that the enclosed annexure, prepared by the Management of the Company, states the possible special tax benefits available to the Company and the shareholders of the Company under the Income - Tax Act, 1961 (‘Act’) as amended by the Finance Act, 2018 (i.e. applicable to Financial Year 2018-19 relevant to Assessment Year 2019-20), presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the Act. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions which, based on business imperatives which the Company may face in the future, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed annexure cover only special tax benefits available to the Company and its shareholders and do not cover any general tax benefits available to the Company or its shareholders. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. A shareholder is advised to consult his/ her/ its own tax consultant with respect to the tax implications arising out of his/her/its participation in the proposed offer, particularly in view of ever changing tax laws in India.

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

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

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

*No assurance is given that the revenue authorities / courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We would not assume responsibility to update the view, consequence to such change.

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

The enclosed annexure is intended for your information and for inclusion in the Draft Red Herring Prospectus / Red Herring Prospectus / Prospectus in connection with the proposed issue of equity shares and is not to be used, referred to or distributed for any other purpose without our written consent.

For K. Vijayaraghavan & Associates LLP
Chartered Accountants
Firm Registration No: 004718S/S200040

Ragunathan Kannan
Partner
(M. No. 213723)

Place: Hyderabad
Date: 28th September, 2018

**ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS
AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS**

Outlined below are the possible benefits available to the Company and its shareholders under the current direct tax laws in India for the Financial Year 2018-19.

**A. SPECIAL TAX BENEFITS TO THE COMPANY UNDER THE INCOME TAX ACT, 1961
(THE “ACT”)**

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

**B. SPECIAL TAX BENEFITS TO THE SHAREHOLDERS UNDER THE INCOME TAX
ACT, 1961 (THE “ACT”)**

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

SECTION IV – ABOUT THE COMPANY OUR INDUSTRY

Unless noted otherwise, the information in this section has been obtained and derived from the “Assessment of the sports infrastructure market in India” report of September, 2018 by CRISIL Research, a division of CRISIL Limited, as well as publicly available information, data and statistics and has been derived from various government publications and industry sources. The information has not been independently verified by us, the BRLM, or any of our or their respective affiliates or advisors. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

CRISIL Research, a division of CRISIL Limited (CRISIL) has taken due care and caution in preparing this Report based on the information obtained by CRISIL from sources which it considers reliable (Data). However, CRISIL does not guarantee the accuracy, adequacy or completeness of the Data / Report and is not responsible for any errors or omissions or for the results obtained from the use of Data / Report. This Report is not a recommendation to invest / disinvest in any company / entity covered in the Report and no part of this report should be construed as an investment advice. CRISIL especially states that it has no financial liability whatsoever to the subscribers/ users/ transmitters/ distributors of this Report. CRISIL Research operates independently of, and does not have access to information obtained by CRISIL’s Ratings Division / CRISIL Risk and Infrastructure Solutions Limited (CRIS), which may, in their regular operations, obtain information of a confidential nature. The views expressed in this Report are that of CRISIL Research and not of CRISIL’s Ratings Division / CRIS. No part of this Report may be published / reproduced in any form without CRISIL’s prior written approval.

Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect and, accordingly, investment decisions should not be based on such information. You should read the entire Draft Red Herring Prospectus, including the information contained in the sections titled “Risk Factors” and “Financial Statements” and related notes beginning on page 23 and 216 respectively of this Draft Red Herring Prospectus before deciding to invest in our Equity Shares.

INTRODUCTION TO SPORTS INFRASTRUCTURE INDUSTRY

The sports ecosystem includes manufacturing, retailing, infrastructure, services, and other ancillaries such as technology and advertisements. Sports manufacturing and retailing encompass equipment, shoes, apparels and other fitness equipment. Rise in per capita income, and change in lifestyle and consumer preferences are aiding manufacturing and retailing of sports goods in India. Additionally, India has been a manufacturing hub for sports goods such as inflatable balls and other goods for international brands such as Mitre, Lotto, Umbro and Wilson. Sports services broadly include media, event management and sports education. Sponsorship – a component of media - plays a significant part in financial viability of sports events. Other components of the sports ecosystem include advertisements, technology, law and tourism. Sports infrastructure is the core of the ecosystem as it is necessary for training and organising games. Also, good facilities lead to effective participation of individuals in sports. In India, lack of sports infrastructure has been one of the major constraints in the process of development of sports.

(Source: Assessment of the Sports Infrastructure Market in India, September 2018, CRISIL Research – A division of CRISIL Limited – www.crisilresearch.com)

GLOBAL ECONOMIC OVERVIEW

According to the International Monetary Fund (IMF), the global economy is experiencing a near-synchronous recovery, the most broad-based since 2010. In 2017, roughly three-quarters of countries experienced improvements in their growth rates, the highest share since 2010. The latest World

Economic Outlook (WEO) of the IMF shows global GDP growth accelerated to around 3.6 percent in 2017 from 3.2 percent in 2016, and the forecast for 2018 has been upgraded by 0.2 percentage points to 3.9 percent. Although rebounding, global growth is still well below levels reached in the 2000s.

One reason why the recovery has spread around the globe is that world trade in goods and services has finally emerged from its torpor, registering 4.7 percent real volume growth in 2017 compared with 2.5 percent in 2016. Another reason is that commodity producers such as Russia, Brazil, and Saudi Arabia, which for the past few years been suffering from depressed prices, have benefitted from the upswing in demand. Commodity prices increased smartly in 2017, led by petroleum, whose price rose by 16 percent to reach \$61 per barrel by the end of the year.

Even as global growth and commodity prices have surged, inflation has remained remarkably quiescent, remaining below 2 percent in the main advanced regions. Consequently, monetary policies in the US, Eurozone and Japan have remained highly accommodative despite a strong recovery. These unusual settings—rapid growth, ultra-low interest rates—at a late stage in the economic cycle have produced the rarest of combinations: record-high high bond prices and stock market valuations, both at the same time. The consensus forecast calls for these conditions to be sustained in 2018, as companies respond to buoyant demand conditions by stepping up investment, some governments (such as the US) embark on expansionary fiscal policies, while advanced country monetary policies remain stimulative and world trade continues to grow briskly.

What are the risks? Of course, there are the usual geo-political and geo-economic risks: war in the Korean peninsula; political upheaval in the Middle East; aggressive output cuts by Saudi Arabia (and Russia) in advance of the planned listing of the Saudi Arabian oil company, Aramco, which could force oil prices even higher; a final reckoning from China's unprecedented credit surge in the form of capital controls, slowdown in growth, and a sharply depreciating currency with consequences for the global economy (Economic Survey, 2016-17, Chapter 1); and trade tensions that could lead to skirmishes, and then spiral out of control. But perhaps the main risks lie on the macro-finance front in advanced economies. These stem from three, inter-related, sources:

- Asset valuations (price-equity ratios) tend to revert to their mean. And the faster and higher they climb, especially so late in the economic cycle, the greater the risk of sharp corrections.
- Simultaneously high valuations of both bonds and equities tend to be briefly lived because they suffer from an acute tension: if future earnings and economic growth are so bright, justifying high equity prices, interest rates cannot be forever so low.
- And if interest rates rise—or if markets even sense that central banks will need to shift their stance—both bond and equity prices could correct sharply. A plausible scenario would be the following. The IMF is now forecasting that advanced country output gaps will close in 2018 for the first time since the Global Financial Crisis. As this occurs, wages would start rising, eating into profits (which would prick equity valuations); and as inflation rises in tandem, policy makers would be forced into raising rates, deflating bond valuations and further undermining share prices.

What would happen to growth if asset prices correct? Surely, the impact would be far smaller than it was in 2007-09, because advanced countries are far less vulnerable than they were a decade ago. In particular, the leverage tied to these assets is much lower, which would minimize contagious propagation; while banks are much better buffered, with higher levels of capital and core deposits, and lower levels of risky assets.

Even so, there would be some consequences. For one, a large decline in wealth would force advanced country consumers to cut back on their spending, which in turn would lead firms to curtail their investments. And if this happens, monetary and fiscal policies would have much less room for expansionary manoeuvre since interest rates are already low while government debts are high. And the political implications of yet another decline in asset prices, the second in a decade, could also be significant, with effects that are difficult to imagine.

In sum, assessing future risks hinges on two calls: interest rate policy and asset valuations. On policy, extraordinarily low rates have, to paraphrase Paul Krugman, become “an obsession in search of a

justification.” Initially justified by the dislocations caused by the Global Financial Crisis, then by large output gaps, they are now defended on the grounds that inflation remains weak, even as the slack in product and labour markets is disappearing rapidly. Will the gathering new evidence on closing output gaps and rising employment dispel that obsession?

On valuations, the prognosticator must navigate a narrow strait: steering clear of the “Cry of Wolf” trap (bond prices will finally, finally correct, having defied the prediction of correction in each of the last several years), without succumbing to the siren call of “This Time is Different” (stock valuations are sustainable this time because interest rates will remain at historic lows).

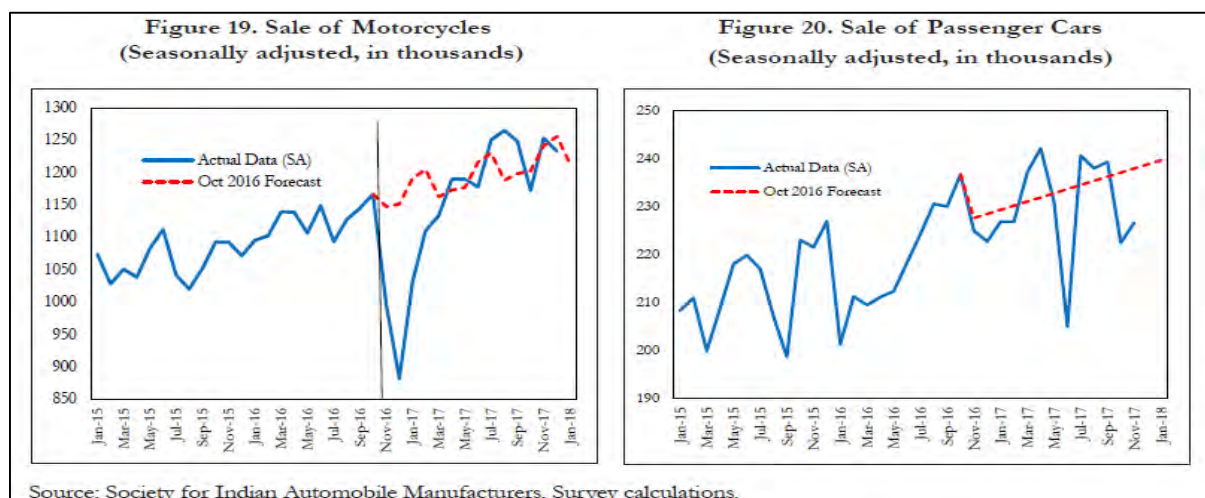
(Source: *Economic Survey 2017-18 Volume 1* www.indiabudget.nic.in)

OVERVIEW OF INDIA'S ECONOMIC PERFORMANCE IN 2017-18

Economic activity

The key question going forward is whether the economy has troughed, and if so at what pace it will recover toward its medium term trend. High frequency indicators do suggest that a robust recovery is taking hold as reflected in a variety of indicators, including overall GVA, manufacturing GVA, the IIP, gross capital formation (Figure 17) and exports.

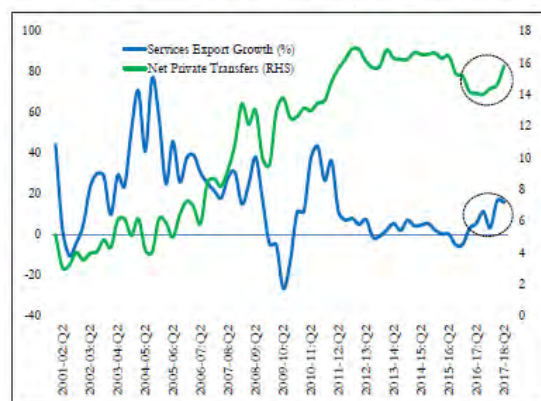
Similarly, real non-food credit growth has rebounded to 4 percent in November 2017 on a year-on-year basis, while the squeeze on real credit to industry is abating (Figure 18). Moreover, the flow of nonbank resources to the corporate sector, such as bond market borrowing and lending by NBFCs, has increased by 43 percent (April-December 2017 compared to the same period a year ago), substituting in part for weak bank credit. Rural demand, proxied by motor cycle sales, and auto sales, while not yet back to its pre-demonetization trend, are recovering (Figures 19 and 20).



Perhaps most significantly, the behaviour of manufacturing exports and imports in the second and third quarters of this fiscal year has started to reverse. The re-acceleration of export growth to 13.6 percent in the third quarter of FY2018 and deceleration of import growth to 13.1 percent, in line with global trends, suggest that the demonetization and GST effects are receding. Services export and private remittances are also rebounding (Figure 21).

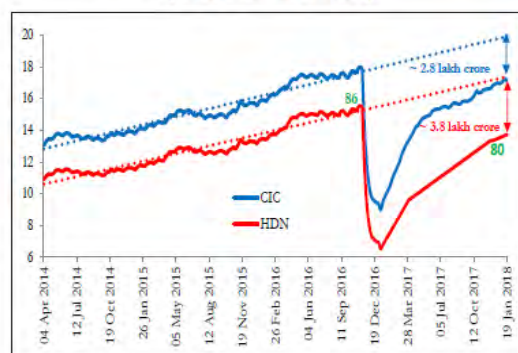
On demonetization specifically, the cash-to-GDP ratio has stabilized, suggesting a return to equilibrium. The evidence is that since about June 2017 the trend in currency is identical to that pre-demonetization (Figure 22). The stabilization also permits estimation of the impact of demonetization: about Rs. 2.8 lakh Crores less cash (1.8 percent of GDP) and about Rs. 3.8 lakh Crores less high denomination notes (2.5 percent of GDP).

Figure 21. Services Export Growth (percent) and Net Private Remittances (in US\$ billion)



Source: RBI, Survey calculations.

Figure 22. Currency in Circulation (CIC) and High Denomination Notes (HDN) (In Rs. lakh crore)



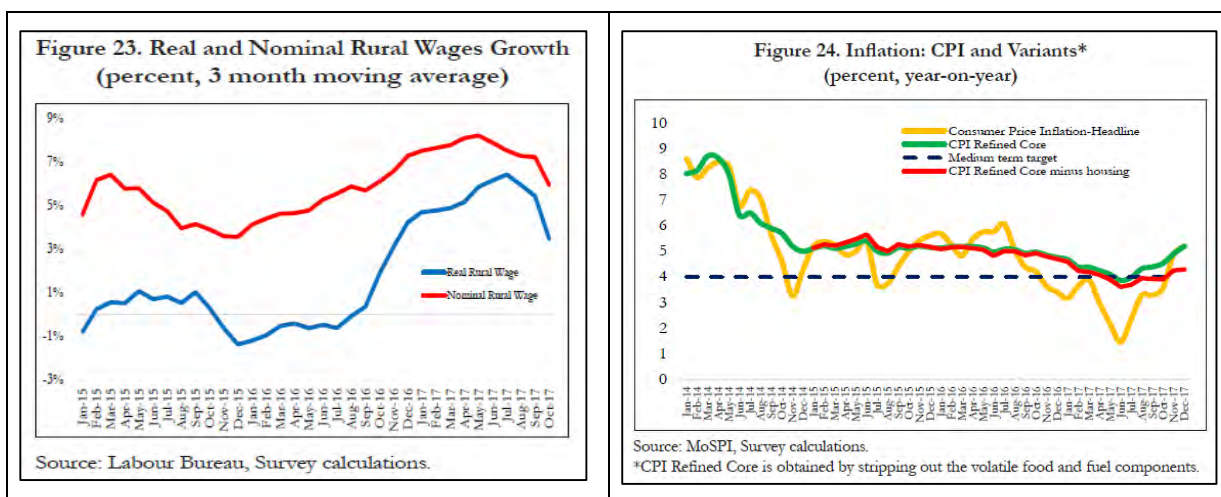
Source: RBI, Survey calculations; Numbers in green denote HDN as share of CIC.

A final, important factor explaining the growth recovery is fiscal, which is providing a boost to aggregate demand. For reasons related to smoothening the transition, GST revenues will only be collected for 11 months, which is akin to a tax cut for consumers. Meanwhile, overall revenue expenditure growth by the central and state governments at remains strong at 11.7 percent (April to November). Cyclical conditions may also lead to lower tax and non-tax revenues, which act as an automatic stabilizer.

All this said, while the direction of the indicators is positive, their level remains below potential. IIP growth (April-November 2017 over same period in the previous year) is 3.2 percent, real credit growth to industry is still in negative territory, and the growth in world trade remains less than half its level of a decade ago. Moreover, even though the cost of equity has fallen to low levels, corporates have not raised commensurate amounts of capital, suggesting that their investment plans remain modest (Box 6). In other words, the twin engines that propelled the economy's take-off in the mid-2000s – exports and investment – are continuing to run below take-off speed.

Meanwhile, developments in the agriculture sector bear monitoring. The trend acceleration in rural wages (agriculture and non-agriculture), which had occurred through much of 2016 because of increased activity on the back of a strong monsoon, seems to have decelerated beginning just before the kharif season of 2017-18 (Figure 23) but it is still greater than much of the last three years. Three crop-specific developments are evident. Sowing has been lower in both kharif and Rabi, reducing the demand for labour. The acreage for kharif and Rabi for 2017-18 is estimated to have declined by 6.1 percent and 0.5 percent, respectively. Pulses and oilseeds have seen an increase in sowing, but this has translated into unusually low farm gate prices (below their minimum support price, MSP), again affecting farm revenues. The so-called TOP perishables (tomatoes, onions, and potatoes) have meanwhile fluctuated between high and low prices, engendering income uncertainty for farmers.

The CSO has forecast real GDP growth for 2017-18 at 6.5 percent. However, this estimate has not fully factored in the latest developments in the third quarter, especially the greater-than-CSO-forecast exports and government contributions to demand. Accordingly, real GDP growth for 2017-18 as a whole is expected to be close to 6 3/4 percent. Given real GDP growth of 6 percent in the first half, this implies that growth in the second half would rebound to 7.5 percent, aided by favourable base effects, especially in the fourth quarter.



Average CPI inflation for the first nine months has averaged 3.2 percent and is projected to reach 3.7 percent for the year as a whole. This implies average CPI inflation in the last quarter of 5 percent, in line with the RBI's forecast. Therefore, the GDP deflator is expected to grow by 3.6 percent for 2017-18, somewhat higher than the CSO's forecast of 2.8 percent. Consequentially, nominal GDP growth is estimated at 10.5 percent, compared with the CSO's 9.5 percent estimate.

Macroeconomic indicators

After 13 months of continuously under-shooting the inflation target by an average of 130 basis points, headline inflation for the first time crossed the RBI's 4 percent target in November, posting a rate of 5.2 percent in December 2017 (Figure 24). The recent upswing in inflation stems from rising global oil prices (not all of which has been passed on to consumers), unseasonal increases in the prices of fruits and vegetables, and the 7th Pay Commission housing rent allowances, which mechanically increase inflation. Stripped of all these factors, underlying inflation has been increasing at a more modest pace, reaching 4.3 percent at end-December—in part because firms are passing the incidence of GST on to final consumers only gradually.

The current account deficit has also widened in 2017-18 and is expected to average about 1.5-2 percent of GDP for the year as a whole. The current account deficit can be split into a manufacturing trade deficit, an oil and gold deficit, a services deficit, and a remittances deficit (Figure 25). In the first half of 2017-18, the oil and gold balance has improved (smaller deficit of \$47 billion) but this has been offset by a higher trade deficit (\$18 billion) and a reduced services surplus (\$37 billion), the latter two reflecting a deterioration in the economy's competitiveness.

Despite these developments, the overall external position remains solid. The current account deficit is well below the 3 percent of GDP threshold beyond which vulnerability emerges. Meanwhile, foreign exchange reserves have reached a record level of about \$432 billion (spot and forward) at end-December 2017, well above prudent norms.

Fiscal developments

Bond yields have increased sharply (Figure 26) since August 2017, reflecting a variety of factors, including concerns that the fiscal deficit might be greater-than-budgeted, expectations of higher inflation, a rebound in activity that would narrow the output gap, and expectations of rate increases in the US. As a result, the yield curve has become unusually steep (Figure 27).

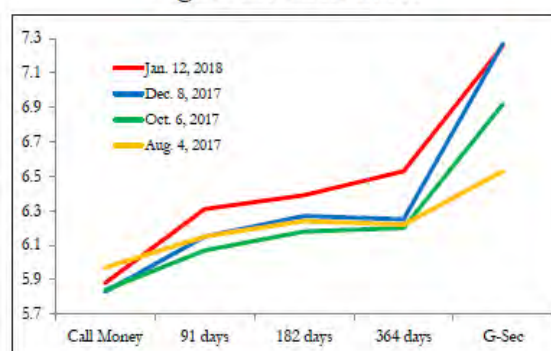
The fiscal deficit for the first eight months of 2017-18 reached 112 percent of the total for the year, far above the 89 percent norm (average of last 5 years), largely because of a shortfall in non-tax revenue, reflecting reduced dividends from government agencies and enterprises. Expenditure also progressed at a fast pace, reflecting the advancing of the budget cycle by a month which gave considerable leeway to the spending agencies to plan in advance and start implementation early in the financial year. Partially offsetting these trends will be disinvestment receipts which are likely to exceed budget targets.

Figure 26. 10-year G-sec Yields : India and US



Source: Bloomberg; RBI.

Figure 27. Yield Curve



Source: Bloomberg; RBI, Survey calculations.

GST revenue collections are surprisingly robust given that these are early days of such a disruptive change (See Box 7). Government measures to curb black money and encourage tax formalization, including demonetization and the GST, have increased personal income tax collections substantially (excluding the securities transactions tax). From about 2 percent of GDP between 2013-14 and 2015-16, they are likely to rise to 2.3 percent of GDP in 2017-18, a historic high. Precise estimates of the government's contribution to this improvement vary depending on the methodology used. An econometric exercise yields an estimate of Rs. 40,000 Crores over the two fiscal years of 2016-17 and 2017-18.³ Another based on comparing the difference in actual tax buoyancy in 2016-17 and 2017-18 over the previous seven-years' average buoyancy, yields an estimate of about Rs. 65,000 Crores (both exclude the 25,000 Crores collected under the Income Disclosure Scheme and Pradhan Mantri Garib Kalyan Yojana). Thus, the sum of all government efforts increased income tax collections, thus far, between Rs. 65,000 and Rs. 90,000 Crores. These numbers imply a substantial increase in reported incomes (and hence in formalization) of about 1.5 percent to 2.3 percent of GDP.

As a result of the budget overruns, the central government's fiscal deficit until November 2017 was Rs. 6.1 lakh crore compared to the budgeted Rs. 5.5 lakh crore. In contrast, state governments seem to be hewing closely to their targeted fiscal consolidation – in part because the centre has guaranteed them a large increase in their indirect tax take, as part of the GST agreement.

Reflecting largely fiscal developments at the centre, a pause in general government fiscal consolidation relative to 2016-17 cannot be ruled out. In addition, the measured deficit for 2017-18 will include Rs. 80,000 crore (0.5 percent of GDP) in capital provided to public sector banks. But this will not affect aggregate demand, as reflected in international accounting practice which deems such operations as financing ("below-the-line") rather than expenditure.

In the case of borrowing by the states, markets have perhaps inadequately taken into account the fact that higher market borrowings by them does not reflect higher deficits; rather about Rs. 50,000 crore or 0.3 percent of GDP of market borrowings is due to changes in the composition of financing, away from higher cost NSSF borrowings toward lower cost market borrowings. This lack of strict correspondence between the deficit and borrowings at the central and state levels (Figure 28) is discussed in greater detail in Box 8. For general government, about Rs. 40,000 Crores represents greater market borrowings that is not due to deficits—a fact which markets apparently have not internalized.

Another factor contributing to the rise in bond yields has been stepped-up Open Market Operations (OMO) by the RBI. This amounted to a net sale of about Rs. 90,000 Crores during April-December 2017-18 (compared to a net redemption of Rs. 1.1 lakh Crores during the same period in 2016-17) to sterilize the impact of foreign flows, themselves induced by high interest rates.

(Source: Economic Survey 2017-18 Volume I www.indiabudget.nic.in)

OUTLOOK FOR 2018-19

The outlook for 2018-19 will be determined by economic policy in the run-up to the next national election. If macro-economic stability is kept under control, the ongoing reforms are stabilized, and the world economy remains buoyant as today, growth could start recovering towards its medium term economic potential of at least 8 percent.

Consider the components of demand that will influence the growth outlook. The acceleration of global growth should in principle provide a solid boost to export demand. Certainly, it has done so in the past, particularly in the mid-2000s when the booming global economy allowed India to increase its exports by more than 26 percent per annum. This time, the export response to world growth has been in line with the long-term average, but below the response in the mid-2000s. Perhaps it is only a matter of time until exports start to grow at a healthy rate. Remittances are already perking up, and may revive further due to higher oil prices.

Private investment seems poised to rebound, as many of the factors exerting a drag on growth over the past year finally ease off. Translating this potential into an actual investment rebound will depend on the resolution and recapitalization process. If this process moves ahead expeditiously, stressed firms will be put in the hands of stronger ownership, allowing them to resume spending. But if resolution is delayed, so too will the return of the private capex cycle. And if this occurs public investment will not be able to step into the breach, since it will be constrained by the need to maintain a modicum of fiscal consolidation to head off market anxieties.

Consumption demand, meanwhile, will encounter different tugs. On the positive side, it will be helped by the likely reduction in real interest rates in 2018-19 compared to the 2017-18 average. At the same time, average oil prices are forecast by the IMF to be about 12 percent higher in 2018-19, which will crimp real incomes and spending—assuming the increase is passed on into higher prices, rather than absorbed by the budget through excise tax reductions or by the oil marketing companies. And if higher oil prices requires tighter monetary policy to meet the inflation target, real interest rates could exert a drag on consumption.

Putting all these factors together, a pick-up in growth to between 7 and 7.5 percent in 2018-19 can be forecasted, re-instating India as the world's fastest growing major economy. This forecast is subject to upside potential and downside risks. The biggest source of upside potential will be exports. If the relationship between India's exports and world growth returns to that in the boom phase, and if world growth in 2018 is as projected by the IMF, then that could add another ½ percentage point to growth.

Another key determinant of growth will be the implementation of the IBC process. Here timeliness in resolution and acceptance of the IBC solutions must be a priority to kick-start private investment. The greater the delays in the early cases, the greater the risk that uncertainty will soon shroud the entire IBC process. It is also possible that expeditious resolution may require the government to provide more resources to PSBs, especially if the haircuts required are greater than previously expected, the ongoing process of asset quality recognition uncovers more stressed assets, and if new accounting standards are implemented.

Persistently high oil prices (at current levels) remain a key risk. They would affect inflation, the current account, the fiscal position and growth, and force macroeconomic policies to be tighter than otherwise. One eventuality to guard against is a classic emerging market “sudden stall” induced by sharp corrections to elevated stock prices. (Box 9 suggests that India's stock price surge is different from that in other countries but does not warrant sanguine-ness about its sustainability.) Savers, already smarting from reduced opportunities in the wake of demonetization, from depressed gold prices, and from lower nominal interest rates, would feel aggrieved, leading to calls for action. Stock price corrections could also trigger capital outflows, especially if monetary policy unwinds less hesitantly in advanced countries and if oil prices remain high. Policy might then have to respond with higher interest rates, which could choke off the nascent recovery. The classic emerging market dilemma of reconciling the trade-off between macro-stability and growth could then play itself out.

A key policy question will be the fiscal path for the coming year. Given the imperative of establishing credibility after this year, given the improved outlook for growth (and hence narrowing of the output

gap), and given the resurgence of price pressures, fiscal policy should ideally have targeted a reasonable fiscal consolidation. However, setting overly ambitious targets for consolidation—especially in a pre-election year—based on optimistic forecasts that carry a high risk of not being realized will not garner credibility either. Pragmatically steering between these extremes would suggest the following: a modest consolidation that credibly signals a return to the path of gradual but steady fiscal deficit reductions.

Against this overall economic and political background, economic management will be challenging in the coming year. If the obvious pitfalls (such as fiscal expansion) are avoided and the looming risks are averted that would be no mean achievement.

(Source: Economic Survey 2017-18 Volume I www.indiabudget.nic.in)

OVERVIEW OF INDIA'S SPORTS INFRASTRUCTURE SECTOR

Globally, sports is recognised as a great enabler for nation building owing to its positive influence – directly/ indirectly - on various sectors of the economy. The sports industry has rapidly grown and evolved over the years. To develop sports, countries such as the US, the UK, Russia, China and Germany have made massive investments in sports infrastructure. The US has 840+ stadiums vis-à-vis 180+ in India. Global sports events, such as Olympics, have also driven investment in sports infrastructure for emerging economies such as China and Brazil. During Beijing 2008 Olympics, ~22 new sports avenues were built and 72 stadiums were constructed or renovated. During Rio 2016 Olympics, ~9 avenues were constructed.

Table 4: Summary of stadiums and performance in developed and emerging countries

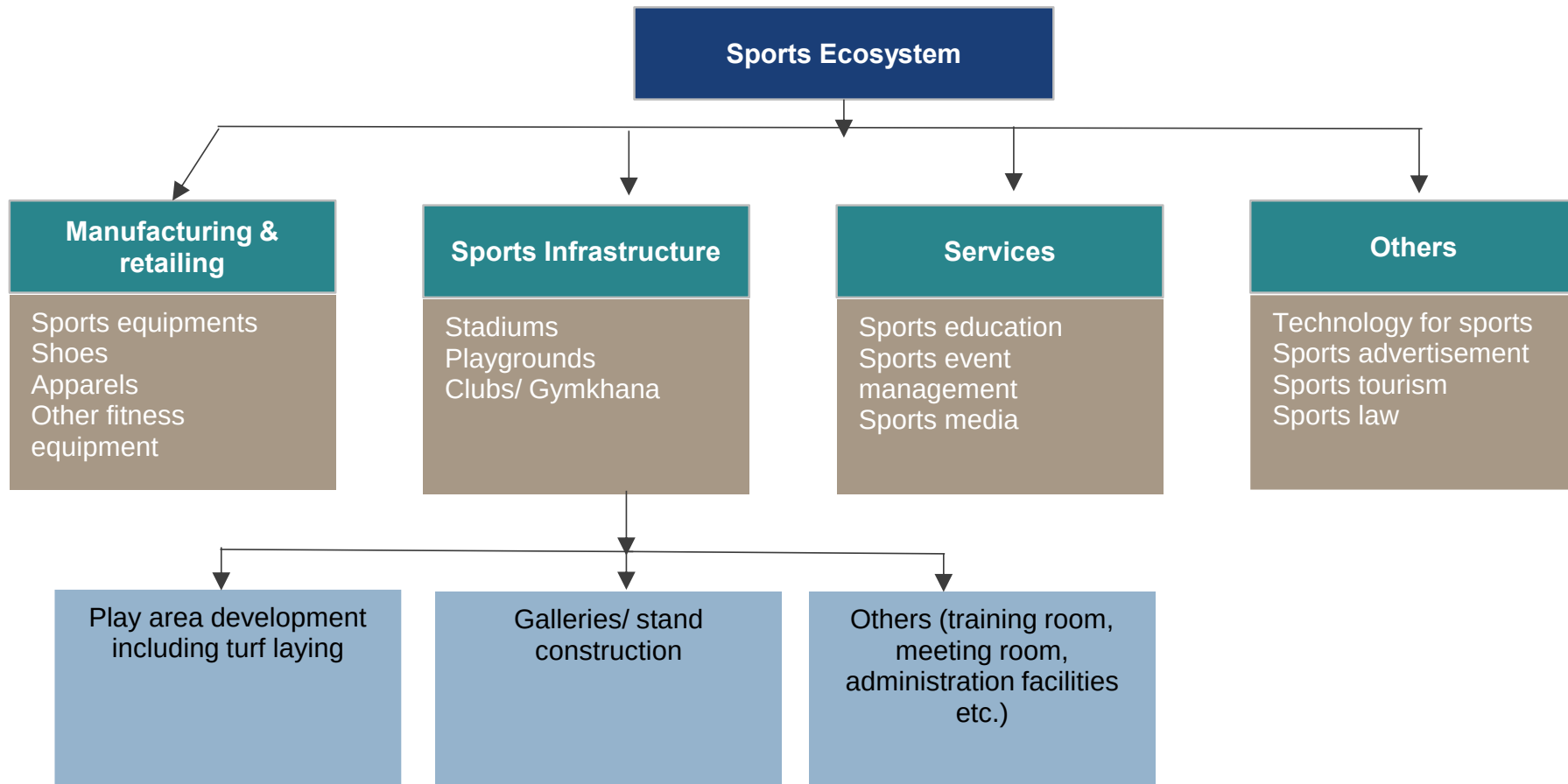
Name of country	Stadiums per million people	Olympic medals per million people	No of stadiums
US	3	0.4	840+
UK	3	1.0	165+
South Korea	3	0.4	170+
Germany	2	0.5	155+
Russia	1	0.4	90+
Brazil	1	0.1	190+
China	0	0.1	240+
India	0	0.0	180+

Source: World Bank, World stadiums, Indian Olympics Committee, CRISIL Research; Note: Population figures are as of 2016, Olympic medal are of Rio Olympics 2016

Sports infrastructure – a key component of the sports ecosystem

The sports ecosystem includes manufacturing, retailing, infrastructure, services, and other ancillaries such as technology and advertisements. Sports manufacturing and retailing encompass equipment, shoes, apparels and other fitness equipment. Rise in per capita income, and change in lifestyle and consumer preferences are aiding manufacturing and retailing of sports goods in India. Additionally, India has been a manufacturing hub for sports goods such as inflatable balls and other goods for international brands such as Mitre, Lotto, Umbro and Wilson. Sports services broadly include media, event management and sports education. Sponsorship – a component of media - plays a significant part in financial viability of sports events. Other components of the sports ecosystem include advertisements, technology, law and tourism. Sports infrastructure is the core of the ecosystem as it is necessary for training and organising games. Also, good facilities lead to effective participation of individuals in sports. In India, lack of sports infrastructure has been one of the major constraints in the process of development of sports.

Fig 9: Overview of the sports ecosystem



Source: CRISIL Research

India's performance in major sporting events lags most comparable economies

India has a large population of 1.2 billion (Census 2011). However, sports is not perceived really as a career option in the country owing to uncertainty and low rewards. Cricket is an exception. Hence, India has very little to show in terms of achievements in global sports events. For instance, in Summer Olympics India's performance as well as participation was way below its counterpart China's, as well as other economies of comparable sizes.

Table 5: India's and China's performance in Summer Olympics

Summer Olympics	2004 Athens	2008 Beijing	2012 London	2016 Rio De Janeiro
India' performance				
Total athletes participation	73	56	83	120
Medals won	1	3	6	2
--Gold	0	1	0	0
--Silver	1	0	2	1
--Bronze	0	2	4	1
China's performance				
Total athletes participation	384	639	396	412
Medals won	63	100	91	70
--Gold	32	48	38	26
--Silver	17	22	31	18
--Bronze	14	30	22	26

Source: International Olympic Committee, CRISIL Research

India also faces a deficit of sporting infrastructure

Sports infrastructure plays a crucial role in creating a culture of sports amongst citizens of a country. In India, sports has been predominantly the domain of the public sector. Private/ corporate sector sometimes participate through corporate social responsibility (CSR) and public private partnership (PPP) in sports infra development, although overall contribution is substantially lower than government spending. In India, sports infrastructure is poor owing to lower allocation of funds by the government (<1% of the union budget). Moreover, over dominance of cricket has impacted the development of overall sports infrastructure.

Lack of clear policy roadmap to develop sports infrastructure has also impacted India's performance at global sports events. On the other hand, China's better performance at global sports events is supplemented by its government's continuous efforts to develop the relevant infrastructure. The Chinese government is planning to build a number of towns dedicated as centres of sporting excellence for various disciplines in coming years.

But focus on creating sporting culture augurs well for related infrastructure

In India, sports is going through a transformational phase as the government and private institutions are now increasingly focused on inculcating sporting culture amongst the youth. The central government's Khelo India scheme (whereby ₹17.56 billion is planned to be spent over fiscals 2018-20), related schemes for promotion of sports excellence, conferring 'industry' status to sports infrastructure and introduction of sports as a subject in schools are a big welcome.

Khelo India scheme

On April 22, 2016, the government approved the implementation of Khelo India scheme (National Programme for Development of Sports) by merging Khel Abhiyan (erstwhile Yuva and Khel Abhiyan), Urban Sports Infrastructure Scheme and National Sports Talent Search System Programme as a central sector scheme from fiscal 2017 onwards. The key objectives of the scheme are as follows:

- Mass participation of youth in annual sports competitions through a structured competition;
- Identification of talent;
- Guidance and nurturing of talent through existing sports academies and new set-up either by the central or state governments or in the PPP mode;
- Creation of sports infrastructure at the mofussil, tehsil, district and state levels.

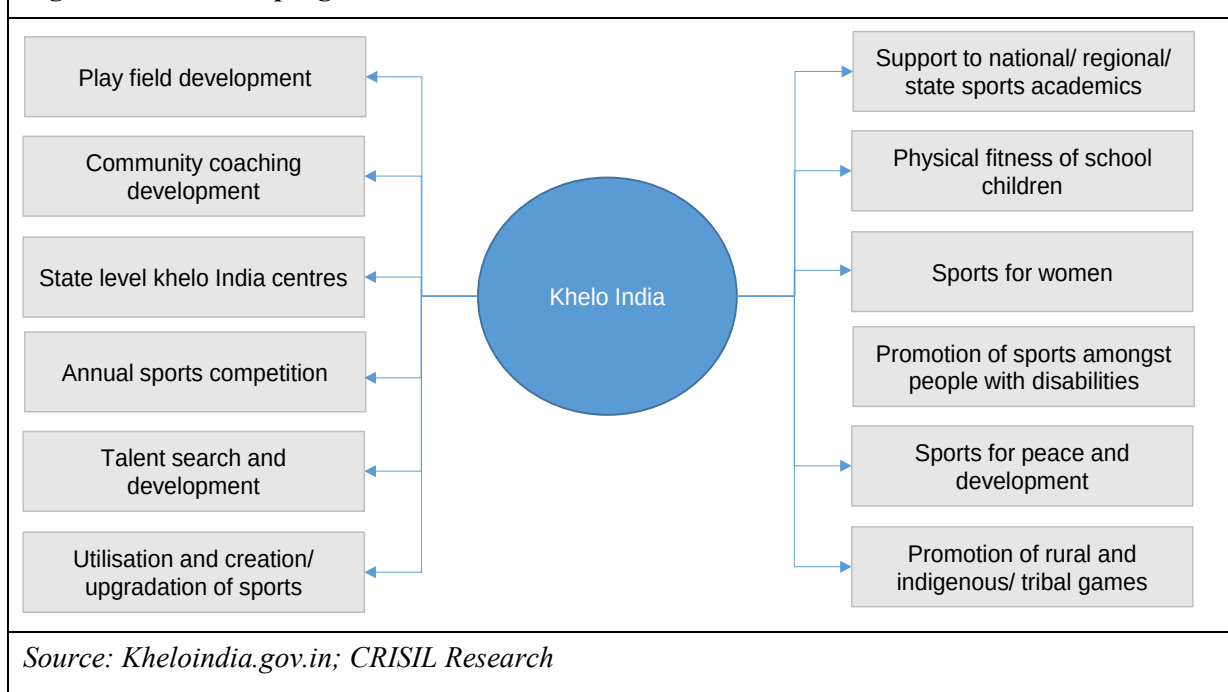
The projects that can be sanctioned to a) state governments/state sports council/state sports authority; b) local civil bodies; (c) public school, colleges and universities; and (d) sports control boards along with the maximum admissible grant are:

Table 6: Maximum admissible grants under the Khelo India scheme

Particulars	₹ mn
Synthetic athletic track	70
Synthetic hockey field	55
Synthetic turf football ground	50
Multipurpose hall	80
Swimming pool	50
Construction of stadia complex	500

In order to enlarge the scope of the Khelo India scheme, it was revised on September 20, 2017 to Khelo India - National Programme for Development of Sports with a view to achieve the twin objectives of mass participation and promotion of excellence in sports. The revamped scheme includes 12 verticals – as indicated below:

Fig 10: Khelo India programme has been divided into 12 verticals



Schemes relating to promotion of excellence in sports

The Government of India provides assistance to National Sports Federations (NSFs) and other sports organisations for conducting national championships, holding international tournaments in India,

participation in international tournaments abroad, organising coaching camps, procuring sports equipment and engagement of foreign coaches.

Table 7: Financial assistance to sports persons revised in 2015

Particulars	Financial assistance
International events	₹3 mn per tournament
National championship	₹0.5mn for seniors, ₹ 0.7mn for juniors and ₹ 1 mn for sub-juniors.
Medical insurance policy	₹0.5 mn
Personal accident policy	₹2.5 mn

Source: Ministry of sports and youth affairs; CRISIL Research

Different sports, other than cricket (which has gained momentum with the launch of the Indian Premiere League in 2008), have gathered sizeable interest over the past few years with the establishment of new sporting leagues such as Indian Super League (football), Pro Kabaddi League, Pro Wrestling League, Hockey India League and Pro Badminton League. These professional events are improving India's sports culture and are expected to result in development of relevant infrastructure.

Table 8: Key sports leagues in India

Leagues	Commenced	Remarks
Chennai Open (Tennis)	1996	It is the largest tennis event in India. It is played on the hard court and includes two events - Men Singles and Men Doubles.
I-league	2007	National Football League in 1996 was transformed to I-League in 2007 with the objective of professionalising the domestic set-up of football in India.
Indian Premier League (IPL)	2008	IPL is a twenty20 cricket tournament with number of franchise teams participate for the trophy.
Elite Football League of India	2011	It is a professional American football league based in India and currently has 23 franchises throughout South Asia.
Indian Badminton League	2013	It was rechristened Premier Badminton League before the start of the second season in 2016.
Hockey India League	2013	It is a professional league for field hockey competition in India organised by Hockey India.
Indian Super League	2014	It is along the lines of IPL and major soccer leagues.
The Pro Kabaddi League	2014	It is a professional kabaddi league in India designed on the format of IPL.
Premier Futsal	2016	It is a variant of association football played on a hard court and is mostly played indoor.

Moreover, global sporting events such as the Hockey World Cup and Cricket World Cup are successfully being held in India. All these factors can pave the way for improvement of sports infrastructure in the country.

(Source: Assessment of the Sports Infrastructure Market in India, September 2018, CRISIL Research – A division of CRISIL Limited – www.crisilresearch.com)

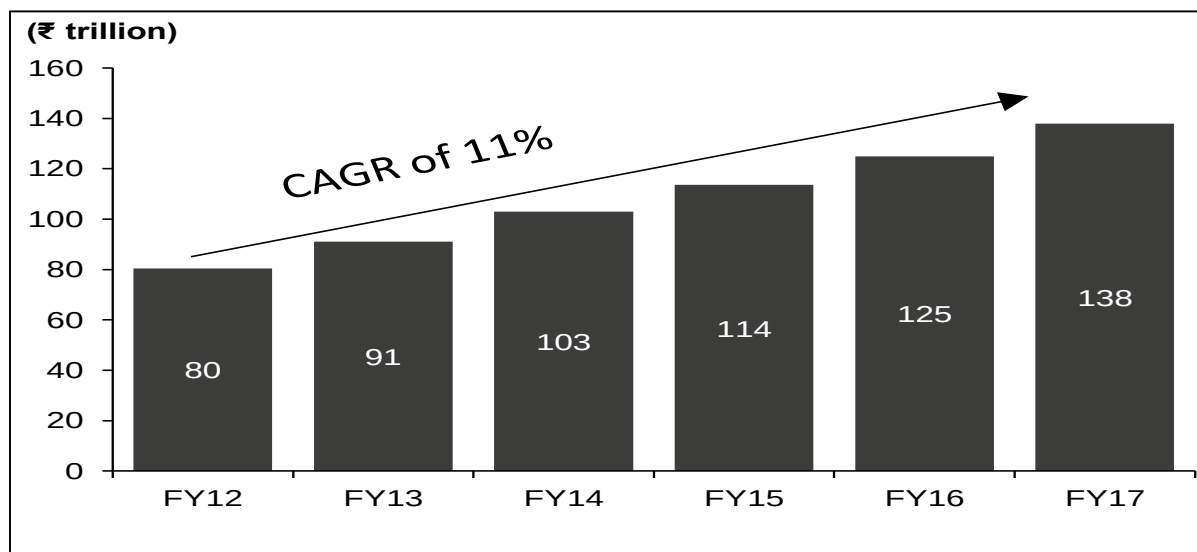
GROWTH DRIVERS OF SPORTS INFRASTRUCTURE IN INDIA

Increasing popularity of sports and fitness in India

Rise in disposable income aiding the sports market

Urbanisation has been consistently rising over the years in India (31% in 2011 versus 28% in 2001) leading to higher disposable income. Disposable income in India registered a healthy CAGR of 11% over fiscals 2012-17. Rising income levels enable consumers to spend more on discretionary items such as sporting equipment which, in turn, drive demand for better infrastructure. Going forward, urbanisation and disposable income are expected to grow in India, thereby aiding the sports infrastructure industry.

Fig 11: Disposable income rose at 11% CAGR over fiscals 2012-17

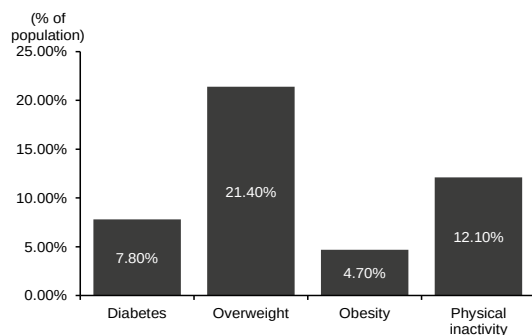


Source: Reserve Bank of India, CRISIL Research

Awareness about lifestyle-related diseases

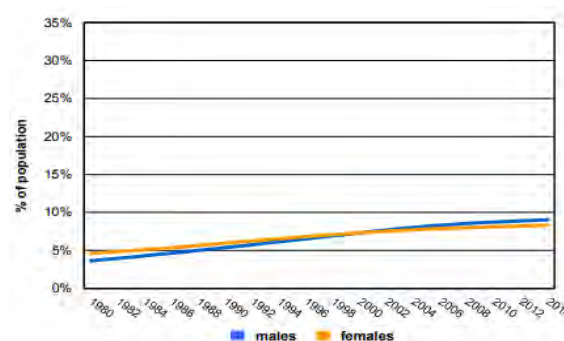
Sports and fitness are gaining popularity owing to increasing awareness about lifestyle-related diseases, which are rising at an alarming rate in India. According to World Health Organisation Report 2016, 7.8%, 21.4% and 4.7% of the population are diabetic, overweight and obese, respectively.

Fig 12: Prevalence of diabetes and related risk factors in India



Source: World Health Organisation Report 2016, CRISIL Research

Fig 13: Diabetic population is on the rise in India

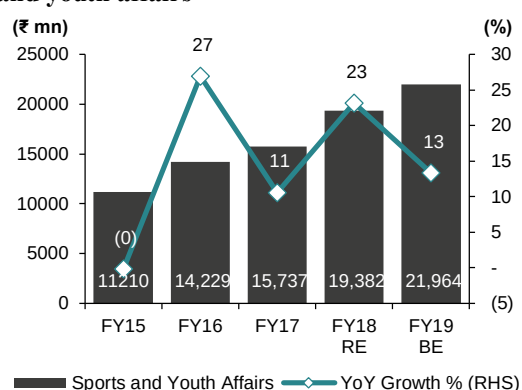


Source: World Health Organisation Report 2016, CRISIL Research

Increasing focus of the government on promoting sports culture

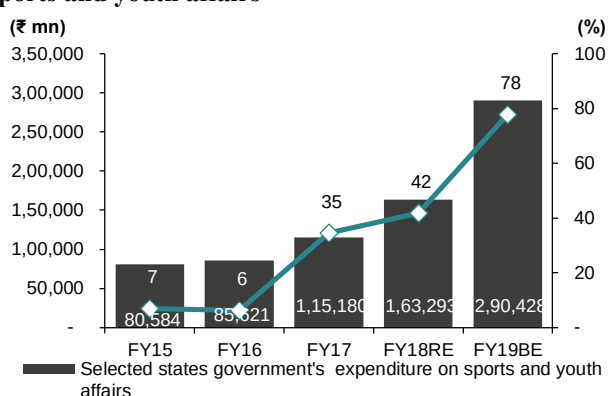
The Government of India is playing a major role in promoting and developing sports in the country, and has launched various initiatives to improve the sports infrastructure. Moreover, it is known that besides improving general health and wellbeing of a country, sports is complementary to other sectors of the economy such as education, real estate and tourism. In fact, central and state budget expenditure on sports has increased over the years.

Fig 14: Union budget expenditure on sports and youth affairs



Source: India budget, CRISIL Research; Note RE and BE refers to revised estimates and budget estimates

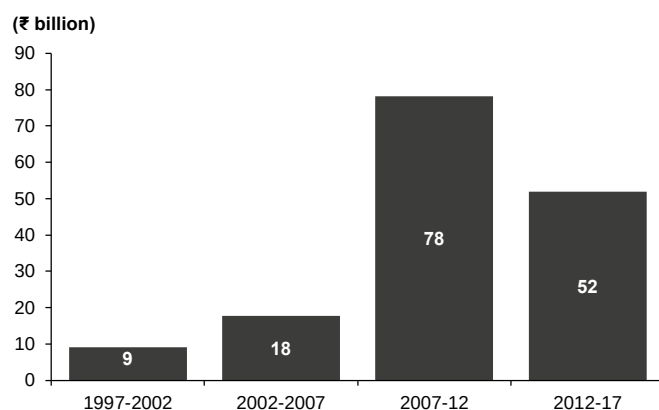
Fig 15: Selected state governments' expenditure on sports and youth affairs



Note: Selected states includes Tamil Nadu, Andhra Pradesh, Haryana, Gujarat, Punjab and Karnataka; Note RE and BE refers to revised estimates and budget estimates

Source: States budgets, CRISIL Research;

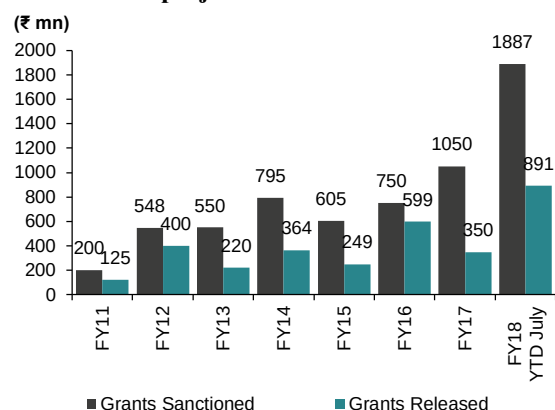
Fig 16: Allocation of funds by the central government under various plans



Source: Union Budget, CRISIL Research

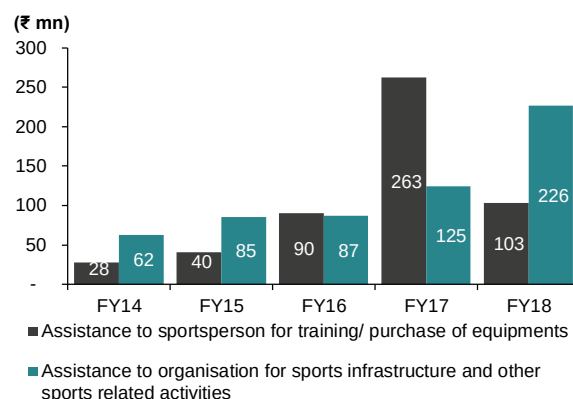
The financial assistance or the grants released for creation and upgradation of sports infrastructure under Sports Infrastructure Schemes of states has also increased over the years (Figure 15) - from ₹125 million in fiscal 2011 to ₹891 million in fiscal 2018 (until July 2017). Funds spent on promotion of sports by National Sports Development Federation in India have seen traction as well.

Fig 17: Grants under Sports Infrastructure Scheme for creation and upgradation of sports infrastructure projects in India



Source: Lok Sabha questions, CRISIL Research

Fig 18: Funds spent for promotion of sports by National Sports Development Federation In India



Source: Lok Sabha questions, CRISIL Research

The Central government has also approved the revamped Khelo India National programme in September 2017 for achieving twin objectives of mass participation and promotion of excellence in sports. The revamped Khelo India Programme aims at strengthening the entire sports ecosystem, including infrastructure, community sports, talent identification, coaching for excellence, competition structure and the sports economy. The budget allocation for the scheme is ₹17.56 billion for fiscals 2018-20.

Table 9: Component-wise, recurring and non-recurring estimated expenditure under Khelo India scheme

Rs. bn	fiscal 2018		fiscal 2019		fiscal 2020		Total
	Recurring	Non-recurring	Recurring	Non-recurring	Recurring	Non-recurring	
Play fields development (NPFAl)	0.3	-	0.3	-	0.3	-	0.8
Community coaching development	0.3	0.1	0.3	-	0.3	-	0.8
State level Khelo India centres	0.4	-	0.5	-	0.8	-	1.6
Annual sports competitions	0.7	-	0.7	-	0.7	-	2.1
Talent search & development	0.6	-	1.1	-	1.6	-	3.3
Utilisation and creation of sports infrastructure	-	1.5	-	1.5	-	1.5	4.4
i. University centre of excellence programme	-	0.5	-	0.5	-	0.5	1.5
ii. Utilisation and creation of appropriate sports infrastructure	-	1.0	-	1.0	-	1.0	2.9
Support to national/regional/state sports academies	0.4	0.2	0.4	0.2	0.4	0.2	1.8
Physical fitness of school going children	0.3	-	0.3	-	0.3	-	0.8

Rs. bn	fiscal 2018		fiscal 2019		fiscal 2020		Total
	Recurring	Non-recurring	Recurring	Non-recurring	Recurring	Non-recurring	
Sports for women	0.1	-	0.1	-	0.1	-	0.3
Sports for peace & development	0.2	-	0.2	-	0.2	-	0.5
Promotion of sports among persons with disabilities	0.1	0.1	0.1	0.1	0.1	0.1	0.5
Promotion of rural and indigenous/tribal Games	0.2	-	0.2	-	0.2	-	0.5
Monitoring	0.0	-	0.0	-	0.0	-	0.1
Technical support & capacity building	0.2	-	0.1	-	0.1	-	0.4
Total	3.5	1.8	4.0	1.8	4.8	1.8	17.6
Grand total	5.3		5.8		6.5		

Source: Ministry of Youth Affairs and Sports, CRISIL Research

Table 10: Funds released for some infrastructure projects under Khelo India scheme in fiscal 2018

States	Institutions	Particulars	₹ mn
Assam	Sports Authority of Assam	Renovation and upgradation including laying of synthetic hockey field in Maulana Md. Tayabullah Hockey stadium, Guwahati	45
Uttarakhand	Sports Authority of India (SAI)	Laying of athletic synthetic track at Lal Bahadur Shastri National Academy of Administration, Mussoorie	40
Tamil Nadu	Tamil Nadu Physical Education and Sports University	Laying of synthetic athletic track at Tamil Nadu Physical Education and Sports University	35
Tamil Nadu	Sports Authority of Tamil Nadu	Laying of synthetic athletic track at Thanjavur	35
Telangana	Sports Authority of Telangana	Laying of synthetic athletic track at KarimNagar	35
UP	UP Sports Colleges Society Guddamba, Lucknow	Laying of synthetic athletic track at Dr Bhim Rao Ambedkar Sports Complex	35
West Bengal	SAI	Laying of athletic synthetic track at SAI Training Centre, Jalpaiguri	35
Assam	Sports Authority of India	Creation of sports infrastructure, laying of synthetic eight-lane synthetic track of 40 m including construction of sub-base, drainage and chain link at Tinsukia	30
Delhi SAI	Sports Authority of India	Replacement of synthetic hockey turf at Major Dyan Chand Stadium	30
Karnataka	Sports Authority of Karnataka	Laying of athletic track at District Stadium, Hassan	30

States	Institutions	Particulars	₹ mn
Rajasthan	Rajasthan State Sports Council	Laying of synthetic athletic track at Maharaja Ganga Singh Stadium	30
Rajasthan	Rajasthan State Sports Council	Laying of synthetic athletic track at Swarn Jayanti Stadium, Jhunjhunu	30
Telangana	Sports Authority of Telangana	Laying of synthetic athletic track at Warangal City	30
West Bengal	West Bengal State Council of Sports	Laying of synthetic athletic track	30
Andhra Pradesh	Sports Authority of Andhra Pradesh	Laying of astro turf hockey field, Kakinada	25
Assam	Sports Authority of India	FIH approved synthetic hockey turf	25
Chhattisgarh	Mukhya Mantri Yuva Bharat Darshan Yojna Samiti	Laying of synthetic hockey turf at Jashpur	25

Source: Ministry of Youth Affairs and Sports, CRISIL Research

In order to address the issue of poor sports infrastructure in the country, in 2016 the government decided to include sports under the Harmonised Master List of Infrastructure Subsectors. It includes the provision of sports stadia and infrastructure for academies for training / research in sports and sports-related activities. Such inclusion will enable the sports sector to avail long-term financial support from banks and other financial institutions on the same principle as is available to other infrastructure projects, and will encourage private investment in the sports infrastructure sector.

Additionally, in 2016 the government through All India Council for Sports (AICS) expanded the definition of sports promotion under CSR Rules, 2014 to include construction, renovation, maintenance of stadiums, gymnasiums and rehabilitation centres as part of the permissible CSR activities. Prior to 2016, training to promote rural sports, nationally recognised sports, paralympic sports and Olympic sports were the only permissible activities as part of CSR. In fiscal 2015, for a sample set of 7,334 companies, out of the spend of ₹86.4 billion on CSR, ₹1.6 billion was allocated towards sports promotion, i.e. 1.8% of the total CSR expenditure (Source: Ministry of Corporate Affairs).

International sports events held in India

In recent years, healthy growth has been observed in Indian sports with the staging of mega global sports events such as the Commonwealth Games 2010, U-17 FIFA Football World Cup and Cricket World Cup. In addition to cricket tournaments, other sporting events have also picked up pace.

Table 11: Key international sports events organised in India

2011	2012	2013	2014	2016	2017
Roll Ball World Cup	IIHF Challenge Cup of Asia	South Asian Games	Lusophony Games	Badminton Asia Team Championships	Men's Asian Individual Squash Championships
PSA Masters	Kabaddi World Cup (Circle style)	World Chess Championship	Thomas & Uber Cup	Women's Kabaddi World Cup	Women's Asian Individual Squash Championships

2011	2012	2013	2014	2016	2017
South Asian Winter Games	Women's Kabaddi World Cup (Circle style)	Asian Wrestling Championships	WBPF World Championship	South Asian Games	U-17 FIFA Football World Cup
Cricket World Cup	Asian Shotgun Championships	Asian Canoeing Championships Canoe Polo	Women's Kabaddi World Cup (Circle style)	Field Hockey at the 2016 South Asian Games – Women	Asian Athletics Championships
Men's Hockey Champions Trophy	FIH Men's Hockey World League	Asian Cycling Championships	World University Squash Championship	IBSF World Snooker Championship	Asian Wrestling Championships
ACBS Asian Snooker Championship		Formula One 2013 Indian Grand Prix	Davis Cup World Group Play-offs	ICC World Twenty20	Asian Cycling Championships
IBSF World Snooker Championship		Asian Athletics Championships	IBSF World Snooker Championship	ICC Women's World Twenty20	BWF Super Series India Open
Formula One 2011 Indian Grand Prix		Women's Cricket World Cup	Men's Hockey Champions Trophy	Asian Tour Indian Open (golf)	Asian Individual Squash Championships
					ISSF World Cup
					ITTF World Tour India Open (table tennis)
					FIBA Asia Women's Cup
					AIBA Women's Youth World Championships
					Asian Tour Indian Open (golf)
					FIH Men's Hockey World League

Source: CRISIL Research

India is expected to host a number of international sports events going ahead, such as Hockey World Cup (men) in 2018, U-16 Basketball Asian Championship in 2018, India Open – Badminton in 2019 and ICC Cricket World Cup in 2023. Increase in the number of international sporting events augurs well for the sports infrastructure sector and creates demand for products such as artificial turf, interlocking tiles, synthetic acrylic, synthetic tracks, etc.

Table 12: Upcoming international sports events to be organised in India

Name of event	Name of sport	Year	Venue
FIBA U-16 Women's Asian Championship	Basketball	Oct 22-28, 2018	Hyderabad
Asian Tour (Panasonic Open India)	Golf	Oct 25- Oct 28, 2018	Delhi Golf Club

Name of event	Name of sport	Year	Venue
AIBA World Women's Boxing Championships	Boxing	Nov 15-24, 2018	New Delhi
Hockey- Men's World Cup	Hockey	28 Nov - 16 Dec 2018	Bhubaneswar
Under-14 Asian Tournament	Tennis	14-Jan-19	India
2019 India Open	Badminton	March 26-31, 2019	New Delhi
Hyderabad Open 2019	Badminton	Aug 6-11, 2019	Hyderabad
Syed Modi International 2019	Badminton	Nov 26 to Dec 01, 2019	Lucknow
AIBA World Men's Boxing Championships	Boxing	2021	New Delhi
ICC World Test Championship	Cricket	2021	India
ICC Cricket World Cup	Cricket	2023	India

Source: CRISIL Research

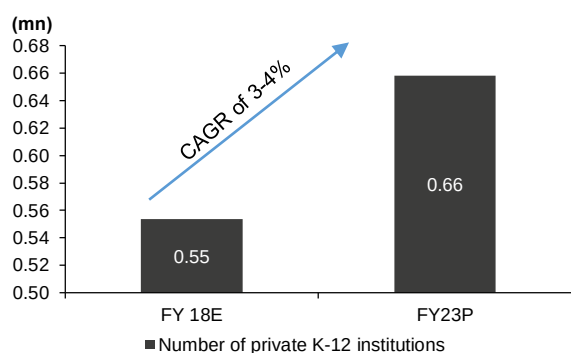
Growth in construction of residential complexes with in-built sports facilities

Integrated townships with high-end infrastructure and facilities are now a popular concept amongst real estate developers. Increase in urbanisation and unprecedented level of saturation in metros and large cities have boosted the demand for houses in integrated townships. Several developers such as Lodha Group, Tata Housing, Kalpataru and Hiranandani have planned integrated townships in the country. Amenities in townships include recreational facilities such as football and cricket grounds, badminton/ tennis courts, swimming pools, gymnasiums, yoga and meditation centres, jogging tracks and mini-golf courses. With rising income levels, demand for such integrated township with various amenities are expected to rise, providing a fillip to sports infrastructure industry.

Sports facilities being provided by private schools

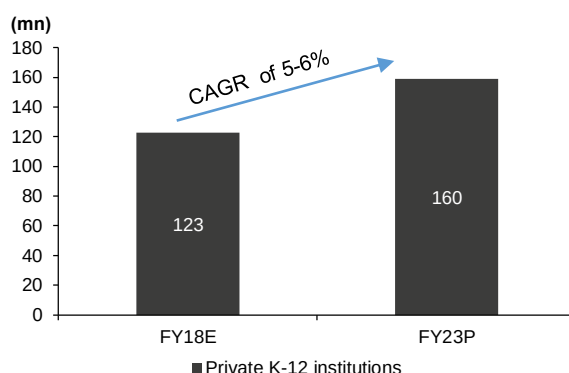
India is witnessing growing sentiments amongst parents and students about the benefits of sports, complementing academic learning. Sports is also included as a subject in the school curriculum. Schools, primarily private, in the country are giving more attention to including sporting facilities. Increasing preference for 'quality education' offered by private schools and other supporting factors, such as rapid urbanisation and increase in disposable income, are expected to aid the growth of private schools in the country and, resultantly, growth of sports infrastructure in schools. CRISIL Research estimates 3-4% CAGR in the number of kindergarten to grade 12 (K-12) private institutions (versus CAGR of 1-2% in overall K-12 institutions). CRISIL Research expects private institutions to account for 35% of all K-12 institutions in the country by 2022-23.

Fig 19: Number of private K-12 institutions to witness 3-4% CAGR over fiscals 2018-23



Source: CRISIL Research

Fig 20: Enrollment in private K-12 institutions to witness 5-6% CAGR over fiscals 2018-23



Source: CRISIL Research

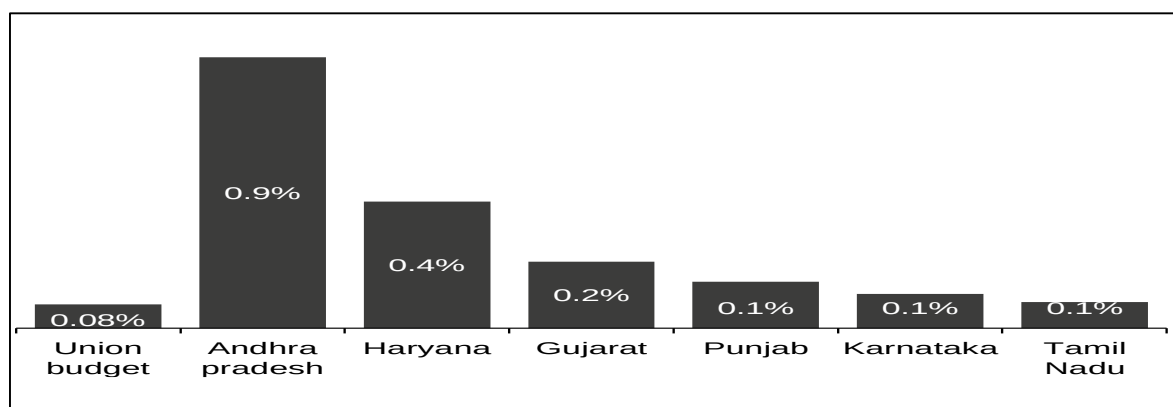
(Source: Assessment of the Sports Infrastructure Market in India, September 2018, CRISIL Research – A division of CRISIL Limited – www.crisilresearch.com)

KEY CHALLENGES FACED BY SPORTS INFRASTRUCTURE INDUSTRY:

Small allocation for sports infrastructure in central and state governments' budgets

In India, sports is a state subject. Each state allocates funds towards its development as per priority. However, for majority of schemes, the Centre has to take care of the infrastructure costs given the state governments' funding shortage. Under central and state government budgets, sports get limited allocation in the range of 0.1-0.9% (fiscal 2019 budget estimates). However, efforts are being made to formulate a comprehensive policy for sports and the central government has moved a proposal for transfer of 'sports' from the state list to the concurrent list. As per the proposal, transfer to the concurrent list will ensure creating a national sports vision, along the lines of the National Education Policy and Right to Education Act.

Fig 21: Sports is <1% of central/ state governments' budget expenditure



Source: India Budget, state governments' budget, CRISIL Research Note: Data point refers to 2018-19 budget estimates

Discretionary expenditure subject to vagaries of economic cycle

The demand for sports infrastructure runs parallel with growth of the country's economy and is till now more of a discretionary expenditure for the government.

Customs duty on imported materials

The demand for good quality artificial turf is mainly met through imports. Also, additional materials for play area are imported. These components attract customs duty, which varies from 10% to 25%. Including other surcharges and integrated GST levies, duties on imported items vary from 31% to 43% and, thus, add to the cost of the overall items. Over the years, total import duties have also risen (versus fiscal 2016). Moreover, customs duties are paid at the time of receiving the goods at the ports and, thus, create a cash flow challenge for the players as the realisation of laying turfs is based on the stage of completion of construction of projects.

Table 14: Duties on key products imported in the core specialised infrastructure industry

Description of products	2018-19				2015-16
	Basic customs duties	Social welfare surcharge	IGST levy	Total duty	Total duty
Artificial grass	25%	10%	12%	43%	30%
SBR rubber	10%	10%	18%	31%	30%
Line marking paint	8%	10%	18%	28%	27%
UV seal coat	8%	10%	18%	28%	27%
EPDM rubber granules	10%	10%	18%	31%	30%
Snap sports plastic tiles	10%	10%	18%	31%	30%

Description of products	2018-19				2015-16
	Basic customs duties	Social welfare surcharge	IGST levy	Total duty	Total duty
Grand stands	15%	10%	18%	37%	30%
TURF - line marking paint	10%	10%	18%	31%	30%
DUOL	15%	10%	18%	37%	30%

Source: Central Board of Indirect Taxes and Customs, CRISIL Research

Lack of effective policy mechanism for sports infrastructure industry and its implementation

The National Sports Policy, 1984 was formulated with the objective of raising the standard of sports in the country. It was redrafted in 2001. As per the National Sports Policy, 2001 the central government in conjunction with the state governments, the Indian Olympic Association (IOA) and the National Sports Federation will concertedly pursue the twin objectives of "broad-basing" of sports and "achieving excellence in sports at the national and international levels". However, implementation of the sports policy has not been up to the mark. The country still lacks adequate sports infrastructure. Although the primary responsibility of broad-basing sports is with the state governments (as per National Sports Policy, 2001), lack of funds and the absence of a separate sports policy at the state level have impacted the development of sports infrastructure. Moreover, inclusion of sports in the concurrent list of the Constitution of India has been pending for a long time.

Mismanagement and corruption in sports administration

India has witnessed instances of mismanagement and corruption in sports administration. Controversies have been reported in the functioning of the Badminton Federation of India and there have been allegation of irregularities and mismanagement in NSFs in kabaddi, wrestling, boxing, basketball and hockey. Allegation of corruption has also been raised on the conduct of international events such as 2010 Common Wealth Games in India. Mismanagement of sports administration is detrimental to the development of sports and related infrastructure.

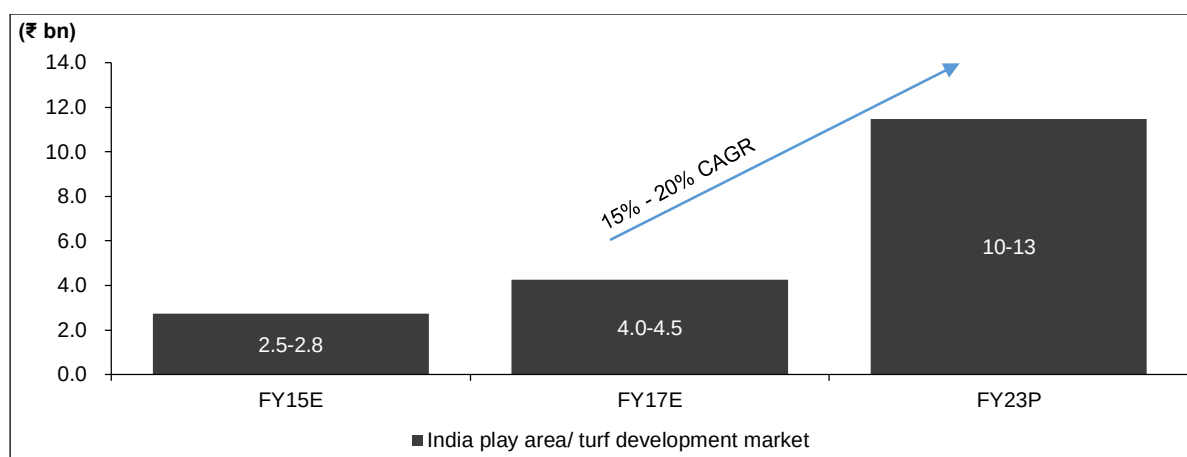
(Source: Assessment of the Sports Infrastructure Market in India, September 2018, CRISIL Research – A division of CRISIL Limited – www.crisilresearch.com)

INDIA'S SPECIALISED SPORTS INFRASTRUCTURE SECTOR TO REGISTER HEALTHY GROWTH OVER FISCALS 2017-22

Sports infrastructure in India can be bucketed under privately owned, government owned, clubs/gymkhanas, schools, colleges, residential and corporates. Government spending accounts for majority of the total sports infrastructure investments currently. However, schools, corporates and clubs are also increasingly contributing to the growth of the segment. Within the overall spectrum of sports infrastructure, the specialised sports infrastructure¹ comprising a) play area / turf development, b) subsurface aeration, c) modular galleries and d) retractable seating is an emerging market and is expected to post healthy growth going forward.

The play area/ turf development encompasses construction of play area surfaces and installation of products such as synthetic turf/ artificial grass, synthetic athletic tracks, interlocking modular sports surfacing and maple hardwood surfacing. The play area/ turf development segment is estimated to have registered a CAGR of ~27% over fiscals 2015-17 to ₹4.0-4.5 billion driven by government spending. With increasing focus of the government as well as corporate/ private sector on sports, we expect the segment to register 15-20% CAGR over fiscals 2017-23.

Fig 22: Play area/ turf development market expected to log 15-20% CAGR over fiscals 2017-23



Source: CRISIL Research

Table 15: Key play area/ turf development products

Play area/ turf development products	Particulars
Synthetic turf	Synthetic turf is a surface of synthetic fibers made to look like natural grass. Synthetic or artificial turf requires no irrigation or trimming. Apart from sports, it is used in residential and commercial landscaping. FIFA for football and FIH for hockey are the international bodies which approve the surface for international sports events/ infrastructure.
Synthetic athletic tracks	Synthetic athletic tracks are high performance systems formulated to be durable. Modern synthetic tracks have dynamic properties such as resistance to ultraviolet rays and extreme weather conditions, providing high grip and spike resistance. IAAFF is the international body which approves athletic tracks for international sports events/ infrastructure.
Interlocking modular sports surfacing	Interlocking modular sports surfacing, typically used in basketball courts, ensures a safer surface for athletes during high impact play and are durable. Modern features in interlocking modular sports surfacing include unmatched all-weather traction, etc. International Basketball Federation (FIBA) is the international body which approves surfacing for international basketball events/ infrastructure.
Maple hardwood surfacing	Maple hardwood is typically used in basketball courts and other indoor events. International organisations such as National Collegiate Athletic Association (NCAA), National Basketball Association (NBA) and the International Olympics Association use maple hardwood surfacing for sports events.
Turf protection system	Turf protection ensures protection of natural grass from heavy footfall in stadia during non-sporting events. The turfs are covered with translucent plastic material, but sunlight can penetrate through panels ensuring photosynthesis to continue. The advantage offered by the system is expected to result in increase in demand for the product in India.

Source: CRISIL Research

- Subsurface aeration system market is still at a nascent stage in India. Currently, the subsurface aeration technology has been adopted for only M Chinnaswamy Stadium (cricket), Karnataka at a cost of ₹43- 45 million. Subsurface aeration system involves technology which prevents waterlogging in the field as the accumulated water evacuates at a faster pace, from the moment it begins to rain. This technology is expected to be used increasingly in cricket stadiums in India. With 20+ additional active cricket stadiums in the country which are yet to install the system, market opportunities for subsurface aeration system is expected to be large.
- Modular gallery (for stadiums) is also an upcoming concept in India. The modular gallery is designed to provide a fast and inexpensive alternative to conventional concrete galleries. Moreover, it can be disassembled and reconstructed in another form in another location. In 2018, a 15,000-capacity stadium for the Government of Mizoram was constructed using the concept. Assembly of modular gallery involves fitting self-locking components together, which do not require screws or bolts. The demand for modular gallery stadiums is expected to rise in future as a number of stadiums are expected to come up for renovation and also new stadiums are expected to be constructed in India. Thus, we expect the potential opportunity for the modular gallery market in India to be significant over the next few years.
- Retractable /telescopic seating is a multi-tiered platform-based seating which can be retracted or extended as per the requirement. Its key advantages are optimum use of the facility space, multi-purpose usage of the venue, and rapid set-up and retrieval of the structure. A number of sports arena and stadiums are expected to be constructed in India, which is expected to ensure healthy demand for retractable seating.
- The opportunities in subsurface aeration system, modular gallery and retractable seating are over and above play area/ turf development.

Players in India's specialised sports infrastructure sector can also explore opportunities in international markets such as Sri Lanka, Bangladesh, Afghanistan, Mauritius, Thailand and Maldives where sports infrastructure prospects are expected to remain healthy.

(Source: Assessment of the Sports Infrastructure Market in India, September 2018, CRISIL Research – A division of CRISIL Limited – www.crisilresearch.com)

TABLE 16: OPPORTUNITIES IN INTERNATIONAL GEOGRAPHIES

Countries	International sports events	Olympic medal (2004-2016)	Asian Games medal (2006-2018)	Remarks
Sri Lanka	1996 Cricket World Cup, 2011 Cricket World Cup, 2012 ICC Cricket World Twenty20, 2017 Asian Archery Championships, 2018 Volleyball Men's Challenge Cup Championship	0	5	Cricket is the most popular sport in Sri Lanka. Other sports such as kabaddi, badminton, athletics, football, basketball and tennis are gaining popularity. The country also conducts Lankan Premier League (cricket). A number of initiatives have been taken by the Sri Lankan government to develop sports infrastructure. In 2018, the government has allocated funds for development of the Digana and Sandankeni stadia, upgradation and expansion of the Diyagama International Sports Complex, upgradation of the pavilion and tracks at the Sugathadasa Outdoor Stadium, and modernisation of the Sugathadasa Indoor Stadium. The cricket stadium is expected to offer opportunities for the subsurface aeration system. Additionally, popularity of other sports is expected to provide opportunities for players in surface/ turfs development, sub-surface aeration and the modular gallery market.
Bangladesh	2011 Cricket World Cup, 2014 ICC Cricket World Twenty20, Saff Suzuki Cup-Football	0	7	Kabaddi is the national sport of Bangladesh. However, cricket, football and hockey are popular too. Focus on sports infrastructure development is gaining importance which augurs well for sports infrastructure industry. The Government of Bangladesh is implementing a project to construct a Sheikh Russel Upazila mini stadium at all upazilas of the country. The country has 5+ test match level cricket stadia.
Mauritius	Indian Ocean Island Games (Multi sport event) in 1985 and 2003, 2016 The AfrAsia Bank (Gulf)	0	0	Football is a popular sport in Mauritius. Paucity of land is expected to result in demand for smaller grounds/ artificial turfs.

Countries	International sports events	Olympic medal (2004-2016)	Asian Games medal (2006-2018)	Remarks
Afghanistan	2017 Asian Cricket Council Twenty20	2	8	The most popular sport is football, followed by cricket. Of late Afghanistan's domestic cricket structure has grown. In 2010, the Afghanistan team defeated Nepal to win the Asian Cricket Council (ACC) Twenty20 Cup. However, the Afghan Sports Federation also promotes basketball, volleyball, golf, handball, boxing, taekwondo, weightlifting, bodybuilding, track and field, skating, bowling, snooker, chess, and other sports in the country. Sports infrastructure development is gaining significance which is expected to provide opportunities for sports infrastructure players. In 2018, a new cricket ground was constructed at Kandahar's (project funded by India). The Government of India has committed US\$3.6 million to build a guest house and a gymnasium in Kandahar.
Thailand	ACC U16 Eastern Region (Cricket) in 2017 and 2018 Asian Cup (Football), in 1972 and in 2007	24	226	The most famous sport in Thailand is Thai boxing. Takraw (similar to volleyball), football, tennis and badminton are also popular. Thailand also attracts golfers from Japan, Korea, Singapore, South Africa and western countries. The country's performance in international events such as Olympics and Asian Games has also been good. Hence, development of sports infrastructure is expected to remain the government's priority which is expected to benefit sports infrastructure players.

Countries	International sports events	Olympic medal (2004-2016)	Asian Games medal (2006-2018)	Remarks
Maldives	-	-	-	Football is a popular sport in the country. FIFA has funded projects as a part of the Goal programme in Maldives - renovated artificial playing surface on the island of Addu, a new artificial pitch in Male, and futsal courts on the islands of Eydafushi, Thodhoo, Thinadhoo and Fuahmulah. Being an island nation, availability of land is a constraint and, thus, popularity of futsal has picked up. The government recognises that the development of sports is pivotal for nation build-up and, hence, it augurs well for sports infrastructure industry.

Source: International Olympic Association, Asian Games websites, CRISIL Research

(Source: Assessment of the Sports Infrastructure Market in India, September 2018, CRISIL Research – A division of CRISIL Limited – www.crisilresearch.com)

OUR BUSINESS

Some of the information contained in the following discussion, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the chapter titled “*Forward-Looking Statements*” beginning on page 20 of this Draft Red Herring Prospectus, for a discussion of the risks and uncertainties related to those statements and also the section “Risk Factors” beginning on page 23 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.

The financial information used in this section, unless otherwise stated, is derived from our Financial Information, as restated prepared in accordance with Indian GAAP, Companies Act and SEBI Regulations. The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Draft Red Herring Prospectus, including the information contained in the sections titled “*Risk Factors*” and “*Financial Information*” beginning on pages 23 and 216, respectively.

OVERVIEW OF BUSINESS

Our Company was incorporated in the year 2004 having corporate office at Hyderabad, Telangana. We started our business as an importer, supplier, installer of synthetic turf where we executed several artificial grass landscaping projects and sports surfacing projects; and gradually we leveraged our sports surfacing expertise to offer our services across various sports infrastructure projects. Our scope of work involves planning, designing, executing and commissioning of sports infrastructure projects as well as civil construction works pertaining to the sports facilities. Since incorporation, we have constructed total area of over 118 lakh sq.ft, across 310 locations in 7 countries.

Our core business is to undertake sports infrastructure projects on turn-key basis across certain countries in South Asia. We are specialized in sports flooring and have an established track record in installation of artificial grass/sports turf, synthetic athletic tracks, natural grass play surfaces, indoor and outdoor modular sports flooring, modular stadium seating, etc.

In the year 2006, we commissioned our first installation of professional level synthetic turf system for Chowgule College, Goa, having contract value of Rs. 198.12 lakhs. Further in year 2009, we constructed our first FIFA certified synthetic turf football field project at Vivekananda Yuba Bharati Krirangan also known as the Salt Lake Stadium, Kolkata having contract value of Rs. 436.00 lakhs, which, in 2011 hosted first FIFA official international friendly match between two foreign nations in India. In 2010, we built our first International standard FIH approved Hockey field at Pt. Motilal Nehru Sport Stadium, Rae Bareilly, having contract value of Rs. 189.00 lakhs. In year 2014, we expanded into development of stadiums/sports complexes on Design & Build basis, thereby enhancing our capabilities. In 2016 we completed renovation and upgradation of the M. Chinnaswamy Cricket Stadium, Bengaluru, with the SubAir System. In 2017, we built international standard modular seating stadium having 14,565 seating capacity at Rajeev Gandhi Stadium at Aizawl, Mizoram having contract value of Rs.2,500.91 lakhs.

We have various exclusive license/distribution rights from several global suppliers such as FieldTurf, USA; Porplastic, Germany; SnapSports, USA; SubAir Systems, USA; Terraplas, UK; Alcor Equipments, France; and Pacific Seating, Australia to market their sports products majorly in South Asia. Further on, we have exclusive worldwide rights to promote SubAir Cricket System for the cricket stadiums. We believe that our relationships with these suppliers provide us with additional expertise across brand building and marketing, which enable us to operate more efficiently.

We provide sports infrastructure construction and related services to private customers, Indian Armed Forces and the State and Central Government. Government funded projects accounted for 89.98% of our revenues from operations for the period ended March 31, 2018. Our Company is a FIH Certified

Field Builder and also registered with Public Works Department of Madhya Pradesh as a registered contractor.

Our customers seek certification/approval for our completed projects that are granted by the concerned International Sports bodies such as:

- Federation Internationale de Football Association (FIFA) provides Quality/Quality Pro Certificate
- The International Association of Athletics Federations (IAAF) provides Class-I/Class-II Certificate
- The Federation Internationale de Hockey (FIH) provides Global Category Certificate

Since incorporation, our Company has executed 127 international standard sports projects.

As of September 25, 2018, we have an outstanding order book amounting to Rs. 2,957.43 lakhs, consisting over 19 projects across different states in India and projects under tender evaluation amounting to Rs. 9,729 lakhs.

Our Company is managed by first-generation entrepreneur Anil Kumar Suravaram, who has 15 years of experience in business development and management functions. Our Company is also supported by an experienced management team, including our Chief Operating Officer, John Kumblavelil John, who is working with our Company since 2011, and our Chief Financial Officer, Surendra Kamath Basavanagudi, who has over 27 years of overall experience.

We believe that our brand equity is associated with our credentials in sports infrastructure projects. In recognition of our capabilities, we have been recipient of various awards, which we believe have been instrumental in creating our brand value. We have received various awards such as “CII Emerging Entrepreneur Award 2012”, “India's best SMEs - Skoch Achiever Award - 2015”, “Top 100 SME Companies in India”, by India SME Forum - 2014-15”, “CNBC TV18 - ICICI Bank 10th Emerging India Awards - Green SME of the Year 2018” and “SME Empowering India Awards, under sports infrastructure category 2018”. Further, we have also received certificate of excellence for quality of our work and services for the construction of Sardar Vallabhbhai Patel International Hockey Stadium, Raipur” in presence of Shri Raman Singh, Chief Minister Chhattisgarh State (2003 - Present)

As per restated financial statements for period ended March 31, 2018, March 31, 2017 and March 31, 2016, the total revenue of our Company was at Rs. 6,979.72 lakhs, Rs. 6,194.52 lakhs and Rs. 5,791.95 lakhs respectively. Further, our PAT for period ended on March 31, 2018, March 31, 2017 and March 31, 2016 was at Rs. 504.13 lakhs, Rs. 425.15 lakhs and Rs. 422.84 lakhs respectively. According to “CRISIL Rating”, February 16, 2018, our credit rating is “CRISIL MSE 2” indicating “HIGHEST” operating performance and “HIGH” financial strength, valid until February 15, 2019.

OUR LOCATIONAL PRESENCE

Registered Office - Flat No 101, 1-10-68/4, Plot No 52, Street No. 2, Chikoti Gardens, Begumpet, Hyderabad, Telangana, 500016 India

Corporate Office – Flat No G-1 and G-2, Plot No 52, 1-10-68/4, Plot No. 52, Chikoti Gardens, Begumpet, Hyderabad, Telangana, 500016 India

Branch Office – Shop No. 502, Deepshikha Building, Rajendra Place, New Delhi- 110008, India

Warehouse – Plot Nos. 5 to 15, Vaishnavi Enclave, Survey Nos. 180 to 187, 188 (P), 189 (P), 169 (P), Kapra Village, Keesara Mandal, Ranga Reddy District, Hyderabad - 501301, Telangana, India.

OUR BUSINESS

In initial period, we did various landscaping projects which included installation of synthetic turf for commercial offices, residences, pay and play facilities, terraces, gardens, etc. as well as sports turf projects. In the first year of incorporation, we installed turf aggregating 18,900 Sq. ft at multiple

locations in India and gradually we leveraged our sports surfacing expertise and offered our services across multiple sports facilities.

We undertake work involving both new construction and upgradation of the existing indoor and outdoor sports facilities. In synthetic sports surfacing, we provide services of construction of field of play and installation of synthetic as well as natural turf, synthetic athletic tracks, inter-locking modular sports system, sub-surface aeration and vacuum drainage system, turf protection systems and maple wood sports system solution for both indoor and outdoor sports. In stadium/ sports complexes development, we have experience in installation of modular gallery seating, digital scoreboards, video screens, roof cover, floodlights and retractable/ telescopic indoor seating; and constructing stadium utilities such as - admin offices, toilets, changing rooms and gyms, etc.

We have various exclusive license/ distribution rights from 7 global suppliers. List of suppliers, type of products and usage of products across sports are as under:

Product Partner	Location	Products	Agreement/Licence Year
FieldTurf	USA	Synthetic turf for landscape and sports	2004
Porplastic	Germany	Synthetic athletic tracks	2010
SnapSports	USA	Modular sports flooring	2011
SubAir Systems	USA	Sub – Surface aeration and drainage technology	2011
Terraplas	UK	Turf protection systems	2014
Alcor Equipments	France	Modular grandstands/ stadium seating	2016
Pacific Seating	Australia	Retractable /Telescopic indoor seating	2018

We provide sports infrastructure solutions across all sports:

- Synthetic turf or artificial grass for Football, Hockey, Golf, Tennis, Volleyball and other turf - based sports
- Athletic track for track and field athletics as well as jogging tracks.
- Modular sports system for Basketball, Tennis/Net Games, Volleyball, Inline Hockey and Multi-Court based sports.
- Sub – Surface aeration and drainage technology is a sports turf conditioning system and vacuum drainage solution for Golf, Cricket, Football and multi-purpose stadiums, which is useful for the growing and maintaining natural turf grass, stadium utilisation and rain water evacuation.
- Turf protection system protects artificial & natural turf and ensures that there is negligible damage to the turf while stadium is being used to conduct non-sports events such as music concerts, trade shows, opening or closing ceremonies of tournaments, etc.
- Modular gallery stadium seating can either be permanent or temporary self-locking pre-fabricated seating structures tested and certified as per EN standards for stadiums.
- Retractable seating are indoor chairs that can be operated manually or automatically to retract or extend seating for indoor sports.

In synthetic sports surface, our scope for sports projects includes conducting a survey of existing structure, preparation of technical & design feasibility study, identification of the suitable product, removal of previous pitch/construction of new foundation, soil stabilisation, laying of drainage system, suitable sub-base construction, laying of synthetic surface, finishing, testing, certifying from the concerned International Sports body and commissioning.

In design & build stadia our scope of work includes but not limited to planning, designing of structure, playfield, general or specialised utilities, built – grandstands/stadiums/arenas with or without roof, seating, stages, boxes, floodlights& other stadium utilities. Our construction projects range from seating stand of 200 seats to a large sports stadium construction project such as Rajeev Gandhi Stadium in Aizawl, Mizoram with over 14,565 seats, or more in seating capacity.

AGREEMENTS/ LICENSE

1. License and Distribution agreement dated May 01, 2013 (renewed) by and between FieldTurf Inc. and our company.

In terms of License and Distribution agreement our company shall sell and distribute on an exclusive distributorship for South Asian Region including the countries such as India, Pakistan, Bangladesh, Bhutan, Nepal, Sri Lanka, Afghanistan and Maldives.

2. Distribution agreement dated June 30, 2014 (renewed) by and between SnapSports Inc. and Our Company.

In terms of Distribution agreement our company is entitled to distribute and sell on an exclusive distributorship basis throughout the territory of India, Bangladesh, Bhutan, Nepal, Pakistan, Maldives, Sri Lanka, Mauritius and Madagascar as well as Non- exclusive basis in countries that form the northern part of the South African Development countries which excludes South Africa, Namibia, Botswana and Swaziland.

3. Buy & Resell agreement dated July 26, 2016 (renewed) by and between SubAir Systems L.L.C. and our company.

In terms of Distribution agreement our company is entitled to sell as an agent throughout the territory of India, Bangladesh, Bhutan, Nepal, Pakistan, Maldives, Sri Lanka and Mauritius. Also specifically sales made to cricket stadiums and fields, company shall have exclusive rights to sell globally.

4. Distribution Agreement dated September 25, 2014 by and between Terraplas plc. and our Company.

In terms of Distribution agreement our company is entitled to distribute and sell on an exclusive distributorship basis throughout the territory of India.

5. Exclusive license from Porplastic Sportbau von Cramm GmbH, a Viacor group company

In terms of Exclusive License our company is entitles to distribute and sell on an exclusive distributorship bases throughout the territory of India, Bangladesh, Bhutan, Nepal, Pakistan, Maldives, Sri Lanka and Mauritius.

6. Authorised License from Alcor Equipments

In terms of Exclusive License our company is authorised for the South Asian region.

7. Certificate from Pacific Seating Pty Ltd.

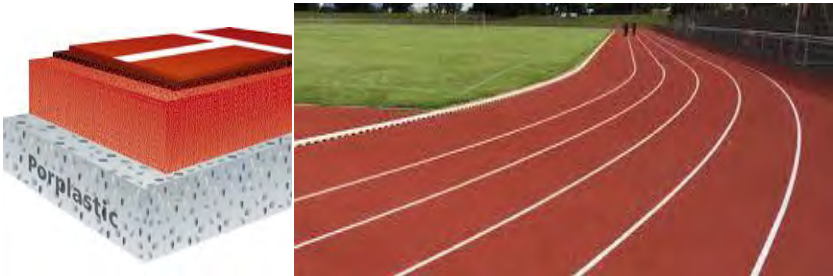
Our company is the registered distributor of Pacific Seating Pty Ltd. in India market.

PRODUCTS PORTFOLIO

Our Company imports products from our suppliers that are used in development of our sports infrastructure projects.

Brief description of the products are provided as under:

Products	Description
	Sports Surfacing Business
Synthetic Turf for Sports & Landscaping	 THE ULTIMATE SURFACE EXPERIENCE <u>Manufacturer:</u> FieldTurf, USA <u>About Product:</u> Artificial grass or synthetic turf is a product that has been designed

	for numerous sports surfaces and landscaping. • The new generation synthetic turf by Field turf is soft, yet resilient and looks and feels like natural grass. • It replicates the biomechanical properties of natural grass and therefore has been widely accepted by players, administrators, coaches, facility owners etc. • International governing bodies such as FIFA, FIH have conferred an Preferred Supplier/Producer status on FieldTurf. 
Synthetic Athletic Tracks	 <u>Manufacturer:</u> PORPLASTIC Sportbau von Cramm GmbH, (A Group Company of VIACOR Polymer GmbH), Germany <u>About Product:</u> • Manufactured in accordance with the IAAF quality criteria, the tracks are designed to provide safe training to the runners. • The Polyurethane used in these tracks is free from Volatile Organic Compound (VOC) emissions, thereby making them suitable and safe. • These surfaces are resistant to ultraviolet rays and extreme weather conditions and provide high grip and offer spike resistance. • The Systems can be adjusted to be water-permeable or water-impermeable, with minimal maintenance. • International governing body IAAF has conferred an “approved” status on Porplastic. 

Interlocking Modular Sports Surface



Manufacturer: SnapSports, USA

About Product:

- SnapSports provides inter-locking modular sports surfaces with a wide range of options for any level or kind of sport, be it indoors or outdoors.
- It is portable, therefore unlike most other sports surfaces; it is not locked down as a sunken investment and allows it to be used at multiple locations.
- The surfaces are The Federation Internationale de basket-ball (FIBA) and The International Tennis Federation (ITF) approved for the highest level international standard play and have different varieties to cater to even amateur level play.



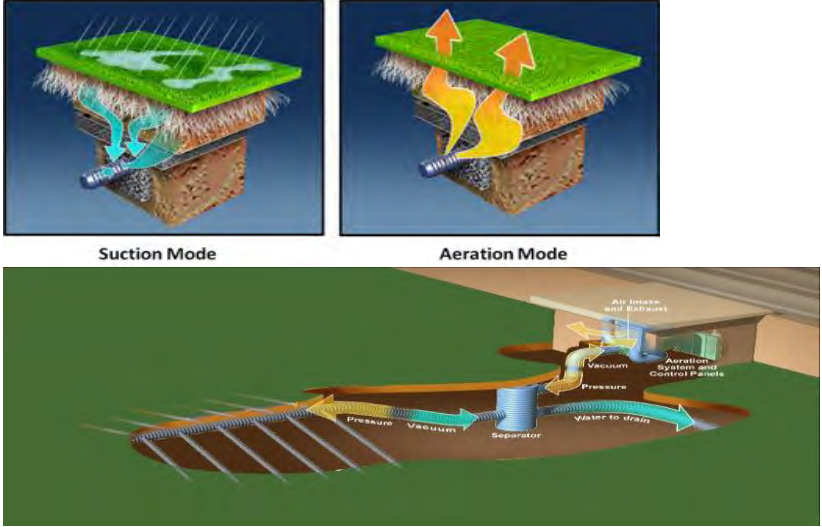
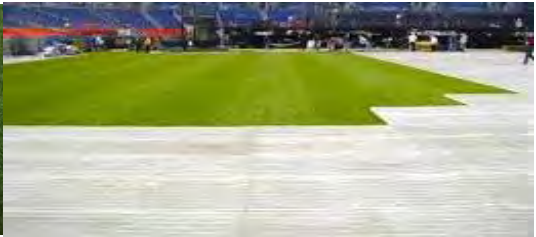
Sub-surface aeration & drainage technology

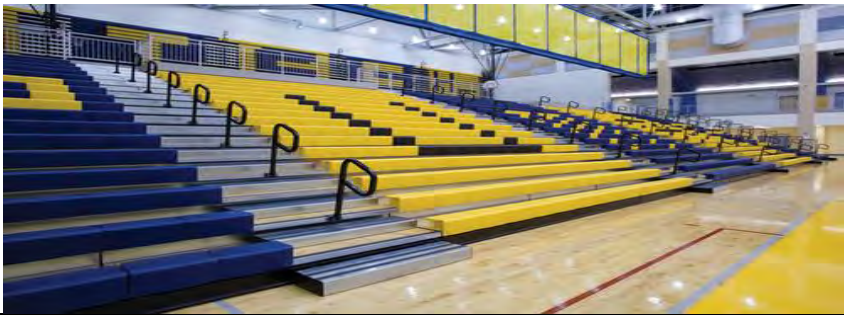


Manufacturer: SubAir Systems, USA

About Product:

- The SubAir system is a turf management system provided for sports stadiums (Cricket, Football, Multisports) and golf courses around the world to ensure optimum playing conditions all-round the year.
- SubAir provides both pressurized aeration and vacuum powered drainage for the turf. It enables air-exchange in the root zone to promote deeper roots and healthier grass thereby improving playing condition.
- SubAir prevents the playing surface from waterlogging and is used extensively by tournament venues to effectively conduct matches during the event of rain without compromising the player safety or playing conditions.

	 Suction Mode Aeration Mode
Turf Protection System	 part of the  <u>Manufacturer:</u> Terraplas, U.K (Checkers Safety Group UK Ltd t/a Terraplas) <u>About Product:</u> • Turf protection system is designed to protect natural grass from heavy footfall in stadia during non-sport events. • Terraplas tiles are manufactured from natural virgin translucent high density polyethylene • This translucent material allows the sunlight to penetrate the tiles and draw moisture from the ground, thus recycling the required water to keep the grass healthy  
Modular Gallery Seating	 <u>Manufacturer:</u> Alcor Equipments, France <u>About Product:</u> • Alcor Equipments is the manufacturer of grandstand seating (i.e. self-locking galleries solutions). • These galleries can either be permanent or temporary structures. • This comprises interlocking components therefore the installation or

	uninstallation is extremely quick and easy. • The grandstands are made up of standard pre-fabricated components manufactured as per EN standards. • Assembling simply involves the fitting the self-interlocking components together, ensuring maximum safety of installation. • No screws or bolts are required, simplifying assembling and removal to the extreme and resulting in considerable time savings. 
Retractable Seating	 <u>Manufacturer:</u> Pacific Seating, Australia <u>About Product:</u> • Pacific's Retractable /Telescopic seating is a multi-tiered platform based seating that can be retracted or extended as per the requirement. • Telescopic Seating generally has two seating options – bench or chair type and can be operated manually or automatically based on the size of seating. • It is ergonomically designed and enhances the visibility of the audience. It is structurally safe and has passed the most stringent tests globally. • Certification: CE Standard, BASES (British Association of Seating Equipment Suppliers) 

FINANCIAL SNAPSHOT:

Financial Snapshot of our Company as per our Restated Financial Statements is as under:

(Amount in Rs. lakhs)

Particulars	F.Y 2017-18	F.Y. 2016-17	F.Y 2015-16	F.Y 2014-15
Revenue from Operations	6,788.86	6,162.85	5,757.95	4,718.45
Total Revenue	6,979.72	6,194.52	5,791.95	4,747.10
EBITDA	967.33	751.04	697.09	498.79
EBITDA Margin (in %)	13.86%	12.12%	12.04%	10.51%
PAT	504.13	425.15	422.84	309.47
PAT Margin (in %)	7.22%	6.86%	7.30%	6.52%

Note:

3. EBITDA Margin = (Restated profit before tax + Finance cost + Depreciation and amortization expense) / Total Revenue

4. PAT Margin = PAT/ Total Revenue

Product wise break-up of our Revenue from Operation is as under:

(Amount in Rs. lakhs)

Particulars	F.Y 2017-18	F.Y. 2016-17	F.Y 2015-16	F.Y 2014-15
Modular grandstands	2,175.42	-	-	-
Synthetic turf	2,068.53	1,425.30	1,906.08	2,865.56
Synthetic athletic tracks	2,018.83	3,864.84	3,235.33	1,243.05
Modular sports Surfacing	203.08	361.54	616.53	609.84
Cricket & SubAir systems	-	410.13	-	-
Turf protection systems	-	27.74	-	-
Other	323.01	73.31	-	-
Total	6,788.86	6,162.85	5,757.95	4,718.45

Geographical break-up of our Revenue from Operation is as under:

(Amount in Rs. lakhs)

Particulars	F.Y 2017-18	F.Y. 2016-17	F.Y 2015-16	F.Y 2014-15
Domestic Market				
Mizoram	2,532.65	62.11	440.08	-
Madhya Pradesh	738.60	311.80	354.15	-
Jharkhand	659.54	18.25	-	-
Delhi	604.96	195.85	21.80	-
West Bengal	577.78	103.47	434.73	-
Maharashtra	344.55	1,512.52	414.21	11.31
Karnataka	340.52	953.39	614.43	790.06
Tamil Nadu	284.83	15.26	472.54	19.92
Kerala	246.02	493.19	140.57	328.29
Andhra Pradesh	82.41	174.50	609.03	-
Assam	73.37	408.55	83.91	-
Jammu & Kashmir	52.47	91.44	39.40	30.67
Uttar Pradesh	49.11	80.44	340.17	311.47
Goa	48.63	172.73	-	-
Rajasthan	31.19	246.32	234.79	21.10
Telangana	25.20	71.77	146.69	181.07
Others	22.87	122.20	74.28	291.65
Chhattisgarh	-	69.82	344.84	-
Gujarat	-	27.74	442.70	593.90
Haryana	-	207.55	305.62	312.00
Himachal Pradesh	-	6.12	-	-

Particulars	F.Y 2017-18	F.Y. 2016-17	F.Y 2015-16	F.Y 2014-15
Meghalaya	-	36.74	25.90	314.88
Punjab	-	9.52	-	-
Uttarakhand	-	-	-	256.95
Total – A	6,714.69	5,391.26	5,539.82	3,463.28
Export Market				
Mauritius	74.17	491.26	44.68	738.50
Maldives	-	59.74	112.65	381.78
Afghanistan	-	-	-	21.58
Thailand	-	82.67	-	-
Bangladesh	-	-	60.80	113.32
Sri Lanka	-	137.91	-	-
Total – B	74.17	771.59	218.13	1,255.18
Total A + B (Revenue from Operations)	6,788.86	6,162.85	5,757.95	4,718.45

Customer wise break-up of our Revenue from Operation is as under:

(Amount in Rs. lakhs)

Particulars	F.Y 2017-18	F.Y 2016-17	F.Y. 2015-16	F.Y. 2014-15
Government	6,108.46	4,196.50	4,077.84	2,961.26
Private	680.41	1,966.35	1,680.10	1,757.20
Total	6,788.86	6,162.85	5,757.95	4,718.45

OUR COMPETITIVE STRENGTHS:

We believe that we can capture market opportunities and benefit from the expected growth in the sports infrastructure projects in South Asia through our competitive strengths, which principally, include the following:

1. Significant business experience and track record

We have an established track record in installation of synthetic sports surfacing & development of stadium/sports complexes on turn-key or Design & Build basis for various sports in South Asia. We have constructed total area of over 118 lakh sq.ft, across 310 locations in 7 countries. For instance, our notable completed construction contracts include IAAF Certified Class-I synthetic athletic track at Vivekananda Yuba Bharati Krirangan also known as the Salt Lake stadium, Kolkata; modular stadium structure at Rajeev Gandhi Stadium, Aizawl, Mizoram; FIH Certified Global Category Synthetic Hockey Field at Sardar Vallabhbhai Patel International Hockey Stadium, Raipur; 35th National Games Projects including 2 IAAF certified tracks, FIFA certified football field and FIH certified hockey field. Re-developed the M. Chinnaswamy Stadium, Bengaluru and Installation of SubAir System (Turf Conditioning and Vacuum Drainage), etc.

2. Wide range of product offering spread across various sports and geography

We have been introducing global standard products in the sports infrastructure industry across certain countries in South Asia. We have introduced products such as Synthetic turf, synthetic athletic tracks, Sub – Surface aeration and drainage technology, Modular grandstands, etc from our various global suppliers such as FieldTurf, USA; Porplastic, Germany; Terraplas, UK; Alcor Equipments, France; Pacific Seating, Australia, etc. Overall, we have a portfolio of over 8 different product lines which covers both, indoor and outdoor sports.

For Instance, in year 2004 we used to provide only synthetic turf products. Since then we have been gradually expanding our product portfolio, like, in year 2010, we introduced synthetic athletic track products and later in year 2011 we introduced modular sports flooring and sub – surface aeration

SubAir systems. In year 2014, we introduced turf protection systems. In year 2016 we introduced modular grandstands. Recently in 2018 we introduced maple sports hardwood flooring & Retractable /Telescopic indoor seating.

We believe the breadth of our exclusive products differentiates us from our competitors. Such product offerings have enabled us to demonstrate operational and financial growth.

Our company has executed projects pan India and other South Asian countries such as Maldives, Afghanistan, Thailand, Bangladesh and Sri Lanka; and Mauritius. In past, we have executed sports infrastructure works for various sports including Athletics, Basketball, Cricket, Football, Futsal, Hockey, Golf, Tennis/Net Games etc.

Such diversification across sports enable us to reduce dependence on any one sport or nature of the project. Further, geographical diversification of our past projects reduces our reliance on specific region, country or their economies and allows us to capitalise on different growth trends across different countries.

3. Strategic alliances and rights from renowned brands

We mainly import products from USA, Germany, UK and France; and have developed long-standing relationships with all of our suppliers.

Established relationships with several global suppliers for over 5 years are provided are as under:

Product Partner	Location	Products	Agreement/Licence Year	Length
Field Turf	USA	Synthetic turf for landscape and sports	2004	14+ Years
Porplastic	Germany	Synthetic athletic tracks	2010	7+ Years
Snap Sports	USA	Modular sports surfacing	2011	6+ Years
SubAir Systems	USA	Sub – Surface aeration and drainage technology	2011	6+ Years

Our Company has signed various exclusive license/distribution rights from several global suppliers such as Field Turf, USA; Porplastic, Germany; Snap Sports, USA; SubAir Systems, USA; Terraplas, UK; Alcor Equipments, France and Pacific Seating, Australia to market their sports products in South Asia. We believe that we have established ourselves as a reliable brand in India as well as outside India wherein our customers trust us for our quality of service, consistent performance, and technical support.

4. Projects are approved and accepted by global sports bodies

We receive projects from various categories of customers which specify the requirement of the tracks, grounds, stadiums, etc. These requirements can be for training purposes or even for conducting international level matches. Our customers require certification/approval for our completed projects post which national or international tournaments can be conducted. These projects are certified/approved by various international authorities, such as FIFA (which provides FIFA Quality and FIFA Quality Pro certifications), IAAF (which provides IAAF Class-I and IAAF Class-II certification) and similarly, FIH (which provides Global Elite, Global Category, and National certification). We have demonstrated execution capabilities in executing such International standard sports projects and our Company has executed 127 international standards sports projects.

5. Experienced management and workforce

Our Promoter, Anil Kumar Suravaram and management team is experienced in the sports infrastructure industry. We believe that through their knowledge and expertise in this industry we were able to diversify our business from initial scope of synthetic turf works to a wide range of sports surfacing solutions and now we are a turnkey sports infrastructure solution provider developing various sports facilities.

Our Company is also supported by an experienced management team, including our Chief Operating Officer, John Kumblavelil John, & Chief Financial Officer, Surendra Kamath Basavanagudi, as well as experienced and skilled manpower. In addition, we have regular casual and temporary contract labour in the project sites. The skills and diversity of the employees give the flexibility to adapt to the needs of various projects.

OUR BUSINESS STRATEGIES

We recognize the importance of the sports infrastructure industry in India – especially the importance given by the Government of India to uplift sports infrastructure. We aim to achieve to grow our business by pursuing the following strategies:

1. *Participate actively in sports infrastructure tenders*

Our business growth has been attributed to our increased bidding activities in sports infrastructure projects which are awarded by both State & Central Government. Government funded projects accounted for approximately 89.98%, 68.09% and 70.82% of our Total Revenues for the year ended March 31, 2018, March 31, 2017 and March 31, 2016 respectively.

We further believe that Indian sports industry is in a growth trajectory. Our country hosted U-17 FIFA World Cup, Commonwealth Games 2010, Cricket World Cup and other sport events including various sports Leagues are also picking up pace (*Source: Assessment of the Sports Infrastructure Market in India, September 2018, CRISIL Research – A division of CRISIL Limited – www.crisilresearch.com*). We seek to capitalize on these opportunities by leveraging on our established project execution track record and continuously evaluate all upcoming opportunities and focus more on bidding projects issued by government customers.

Additionally, we intend to participate as a sports infrastructure solution provider to the private sector entities as well as the Governments under public-private partnership (PPP) model.

With recent Government spending to promote the sports infrastructure and rising opportunities in these business areas, we intend to continue to participate in government projects strategically in which we possess required credential & competitive edge.

As of September 25, 2018 we participated in tenders amounting to Rs. 9,729 lakhs that were under evaluation and our order book as on date was Rs. 2,957.43 lakhs of which 92.96% are Government projects.

2. *Increased focus on our diverse product portfolio:*

We have the knowledge and experience of handling various sports infrastructure projects, we believe following products have further potential for growth:

Enable Stadiums to effectively counter rain disruptions - To ensure minimum disruption after heavy rains is a challenge for stadium authorities. Cancellation of matches and over-the-air advertisement revenue loss is a concern to stadium authorities and broadcaster. Sub–Surface aeration and drainage technology from SubAir System, USA automatically kicks into action the minute it starts raining, thereby not allowing any build-up of water on the outfield. For instance, in year 2016 we have executed our first Sub–Surface aeration and drainage technology at M. Chinnaswamy Stadium, Bengaluru. We possess the worldwide rights to promote and sell the SubAir System to cricket stadiums, we believe there is significant potential in this product for Cricket stadiums.

Make stadium suitable for non-sports events - To ensure maximum utilization for each of the sports complexes and stadiums throughout the year, we see governments & private authorities shifting their policies to allow non-sports activities such as music concerts, trade shows, political gatherings, opening & closing ceremonies of tournaments at the sports facilities. Our sports flooring protection solution from Terraplas, UK is the suitable product for such events to be held. It helps to transform stadiums into revenue generating facilities as the stadium owners can conduct multiple non-sports events days or weeks before the game without damaging the underlying turf. For instance, in year 2016 we facilitated the supply of Terraplas Turf Protection tiles, to The Arena, Ahmedabad which

facilitated the stadium to successfully conduct various events such as music concerts and inauguration ceremonies.

Offer surface protection system and modular solutions on rental basis – We intend to introduce another type of service, we plan to offer Versatile Pedestrian Turf Protection (Terratile) from Terraplas and modular grandstand model from Alcor Equipments products on a rental basis to our customers. Terratile surface protection systems can be used by sports complexes and stadiums which will allow them to host non-sports activities such as music concerts, trade shows, weddings, corporate gatherings etc. Further, our Company proposes to provide modular grandstand which is a temporary seating solution. Assembling of modular grandstand is a simpler process which involves fitting of the self-interlocking components together, without the use of any screws or bolts, simplifying assembling and removal and resulting in considerable cost and time saving for the customers. The uses of these products are not frequent and hence customers in general do not wish to invest capital amount for it, accordingly offering these type of products on rental basis will lead to incremental business opportunities for our Company.

Construct Multi-Purpose stadium under *Smart Sports Infrastructure®* , - We have a diverse product portfolio comprising of a variety of products. We have over 8 different product lines such as artificial turf, synthetic athletic tracks, inter-locking modular sports flooring, modular grandstands/ stadium seating, etc. which covers both indoor and outdoor sports. We plan to capitalize on these diverse line of products, pricing strategies and club together so that we can provide this clubbed products & services to a broader customers base having wider preference. We believe our experience in sports flooring, established track record in executing work which are recognised by global sports bodies and recent venture in stadium/sports complexes on Design & Build basis makes us a preferred sports infrastructure solution provider across all sports activities.

3. *Offer annual maintenance contracts*

Our Company intends increase offering of annual maintenance service contract, to both Government & private customers which will include ongoing maintenance, care, and advice of sports infrastructure facilities. We have a team of trained specialist to provide maintenance services for synthetic sports flooring as flooring needs care and attention to keep them in a fit condition and to extend and maintain the shelf life.

4. *Leverage private sectors' corporate social responsibility (CSR) initiatives*

Investments in sports formed part of private sector companies' corporate social responsibility (CSR) initiatives. Many public sector companies have been investing in athletes and sports under CSR rule.

CSR Rules, which came into effect on April 1, 2014, state that companies with a net worth of Rs 500 Crore or revenue of Rs 1,000 Crore or net profit of Rs 5 Crore should spend 2% of their average profit in the last three years on social development-related activities such as sports, education, healthcare and poverty alleviation, among others, which are listed in Schedule VII of the Rules. In fiscal 2015, for a sample set of 7334 companies', out of the spend of Rs. 86.4 bn on CSR, Rs. 1.6 bn was allocated towards sports promotion i.e. ~1.8% of the total CSR expenditure

(Source: Ministry of Corporate Affairs, Assessment of the Sports Infrastructure Market in India, September 2018, CRISIL Research – A division of CRISIL Limited – www.crisilresearch.com).

We will invest in adding private sector customers to promote their sports CSR infrastructure activity through us, this will help to channelize CSR funds and further develop the sports infrastructure.

5. *Increased sales & marketing reach*

Our primary focus is to maintain and strengthen our market presence in India by developing and executing sports infrastructure projects. Over the next few years, we plan to increase our local presence to multiple major cities in India by hiring experienced and skilled sales professionals. We also intend to increase marketing outreach, to cover an extensive segment of target customers via conventional as well as modern marketing communication techniques including mailers, digital marketing, print advertisements, brand building, publishing newsletter, whitepapers, industry specific

case studies, conduct of seminars, trade shows and other promotional events. We intend to increase our business by identifying and forging sales tie-ups with local companies, consultants, individual agents, beyond our existing presence and winning projects directly or through the tie-ups.

6. Increase operational performance and execution capability

As part of our growth strategy, we intend to continue invest in qualified and skilled manpower to undertake more projects. Further, we believe investment in modern equipment, innovative tools, machinery and equipment is needed for faster and efficient execution of future projects. To support this we will investment into providing training and skill development across diverse operational functions as well as all product lines for optimum utilisation of manpower.

OUR ORDER BOOK

In our industry order book is a measure of the total value of work that is remaining to be performed on projects that have been awarded.

As on September 25, 2018, our construction order book stood at Rs. 2,957.43 lakhs. Projects are brought into order book once we have been provided written confirmation of award.

At any point in time, we continue to identify projects or are in advanced negotiations and/or documentation, however those projects are not booked until we have received written confirmation from the customer of their intention to award us the contract and have directed us to begin engineering, incurring construction labor costs or procuring needed equipments and material.

Our construction projects tend to be built over a 6 to 18 months schedule depending upon scope and complexity. As work on our projects progresses, we increase or decrease order book to take into account our estimate of the effects of changes in estimated quantities, changes in conditions, change in orders and other variations from initially anticipated contract revenues and the percentage of completion of our work on the projects.

OUR OPERATIONS

Project Classification

Generally, the construction contracts that we enter into fall within the following categories:

Item Rate Contract -These contracts are also known as unit-price contracts or schedule contracts. The designs and drawings are provided by the customers. For item rate contracts, contractors are required to quote rates for individual items of work on the basis of a schedule of quantities furnished by the customers. The contractor does not bear risk in these contracts, except for escalation, as it is paid according to the actual amount of work on the basis of the per unit price quoted.

Lump-Sum Turnkey Contracts -In this form of contract, contractors are required to quote a fixed sum for the execution of an entire project including design, engineering and execution in accordance with drawings, designs and specifications submitted by the contractor and approved by the customers. The contractor bears the risk of incorrect estimation. Escalation clauses might exist in some cases to cover, at least partially, cost overruns.

Further we classify the nature of project:

Projects for Amateur Level of Play - These are projects where sport stadia/ field design for non-professional teams or players to practice or play along with taking into account for affordability. Generally, educational institutions, recreation centre projects, residential and corporate campuses fall under this category. These sports infrastructure projects are typically not required to meet the stringent standards of FIFA, IAAF, FIH, etc.

Projects for Training and Practice – These are projects where sport stadia/ field is designed and developed for professional teams to train or practice. These projects are undertaken for coaching and sports academies and are required to meet the international standards but are not necessarily certified facilities.

International Standards Projects - Our customers seek certifications/approvals for our completed projects that are granted by the concerned International and National Sports bodies such as FIFA – Quality, Quality Pro, IAAF- Class-I, Class-II or FIH, Global Category. Our customers opt to seek this type of projects when they wish to host international games.

Project Specific JV Entities

As on 31st March, 2018, we do not have any signed project specific joint venture Entities.

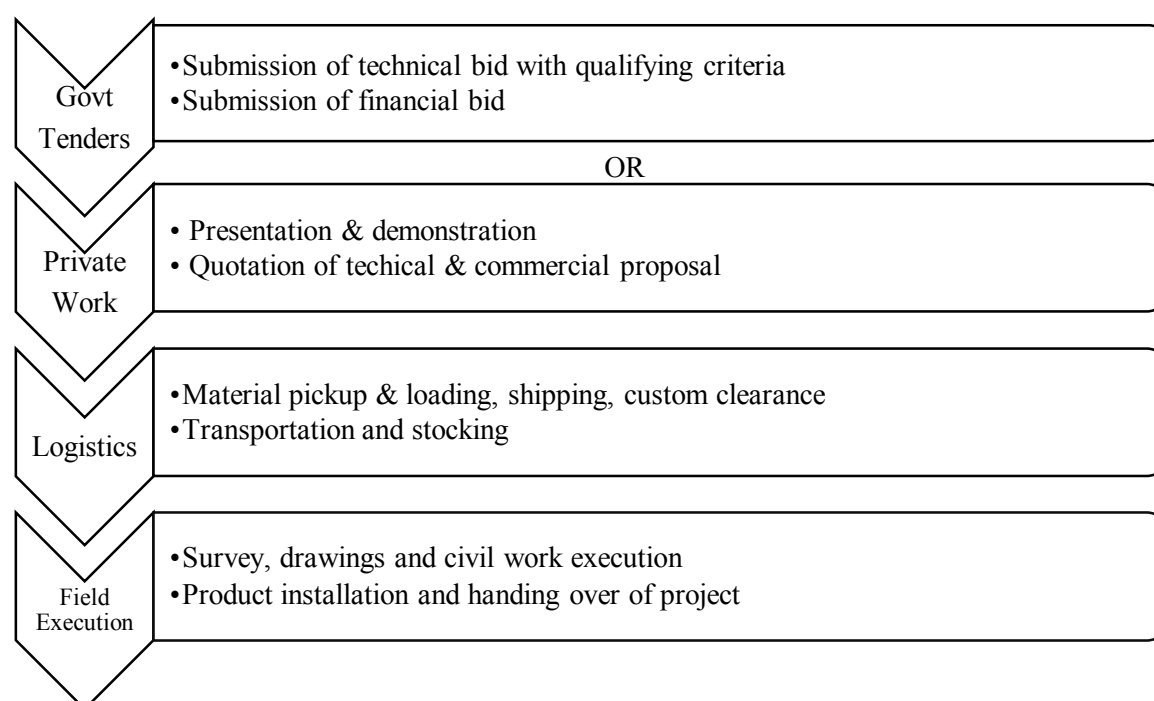
Forex Management

We import most of products from countries where payments are carried out in foreign currencies. This exposes us to currency fluctuation risk. Given the nature of the business, we do have long-term contracts with our suppliers and we make all our purchases on special product price agreed in advance.

OUR BUSINESS PROCESS

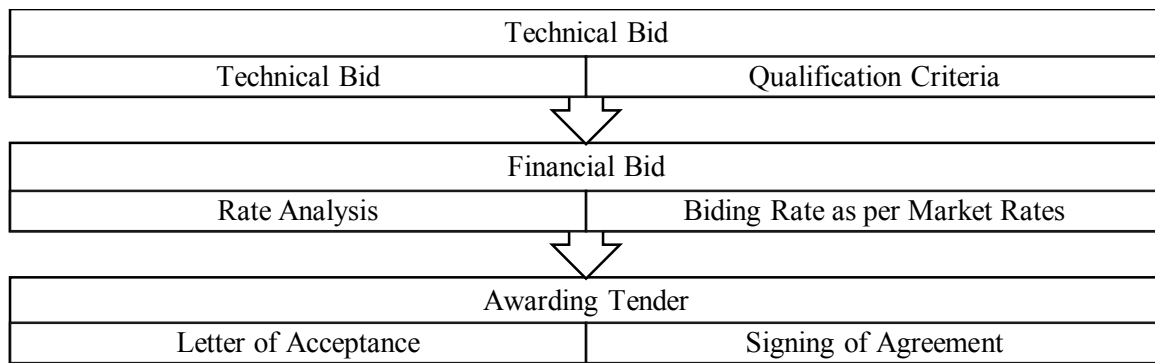
Business Development

We generate revenue from both Government tender and private work. Post receiving written confirmation from the customers of their intention to award us the work we begin engineering, incurring construction labor costs or procuring needed equipments and materials.



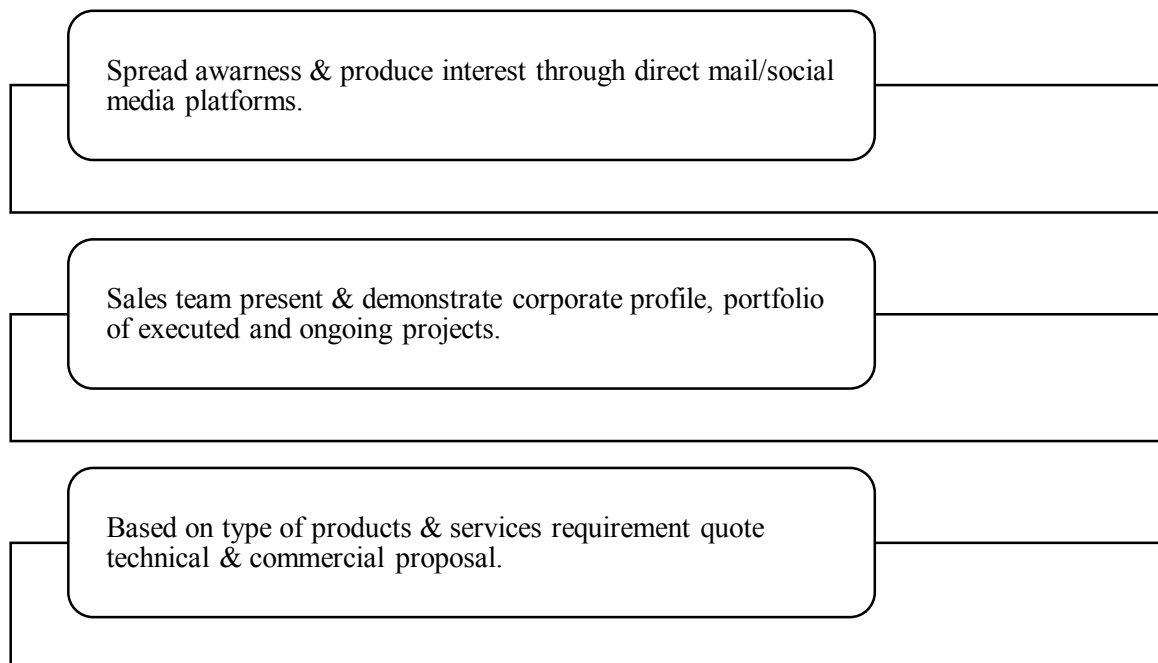
Government Tenders Process

Government allocated work primarily through a competitive bidding process. A notice inviting bids will include qualification criteria based on technical & financial parameters. Both parameters play a significant part in awarding tender.



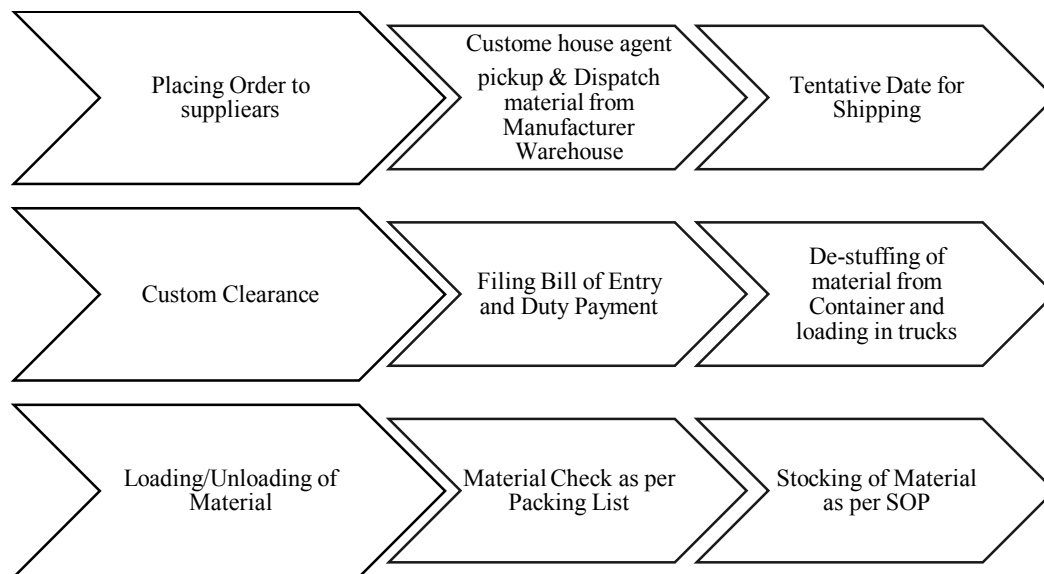
Private Work Process

Activity involves reaching out to our existing as well as potential customers through various means of communication. Based on type of products & services interest or requirement, we offer our technical & commercial proposal.



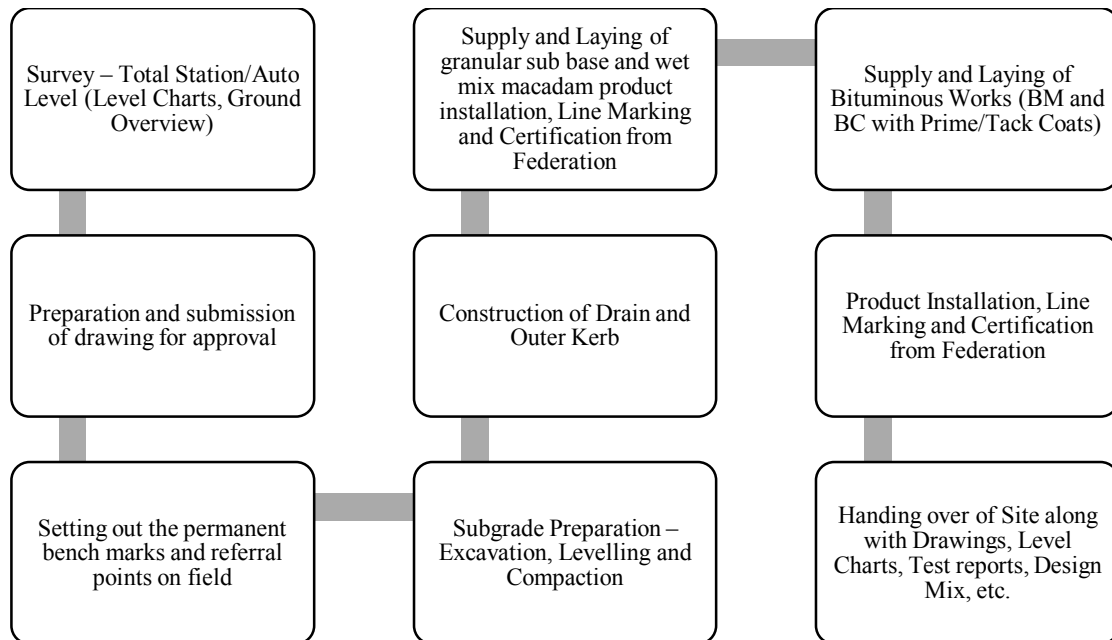
Logistics Process

We take care of entire logistic activity on behalf of our customers. A logistic activity involves:



Field Execution Process

Sports surface execution process involves:



PLANT AND MACHINERY PROPOSED TO BE ACQUIRED:

The Company proposes to acquire plant and machineries at an estimate cost of Rs. 613 lakhs. The details of the plant & machinery to be acquired by the company is as under:

Our proposed purchase of plant & machinery includes Versatile Pedestrian Turf Protection (Terratile) and Alcor modular grandstand model 750 200 V (Alcor).

Terratile is surface protection system made of virgin HDPE, which is used to cover the synthetic or natural turf or synthetic athletic track or any other specialized surface of a stadium. This protective covering allows the stadium surface to then be used for non-sports events (like music concerts, trade shows, weddings, corporate or political gatherings, etc.) and allows the stadium to use its facility to generate revenues on non-match days. Our company plans to offer the Terratile systems on a rental basis to stadiums that may have such use occasionally and do not want to invest on a set of their own.

Alcor is a modular grandstand technology, made of galvanized steel components that are assembled at site. These can provide seating from a few hundred to tens of thousands. Our Company proposes to provide such temporary seating on rental basis to our prospective customers.

The details of plant and machinery and equipment to be purchased by our Company is as follows:

Sr. No	Description of Plant & Machinery and Equipment	No of Unit	Name of the supplier	Date of quotation	Quote d Cost in Foreign Currency	Quote d Cost (Rs. in Lakhs)*	Freight/ Insurance/ Clearance Charges/T axes/Transportation ** (Rs. in Lakhs)	Total Amou nt (Rs. in Lakhs)
PLANT & MACHINERY (A)								
1	Versatile Pedestrian Turf Protection (Terratile)	1	Checkers Safety Group UK Ltd t/a Terraplas	August 06, 2018	Euro – 3,19,012	263.79	63.31	327.10
2	Alcor modular grandstand model 750 200 V	2	Zone Actiparc Anjou Atlantique	September 03, 2018	Euro 85,176 *2 = 1,70,352	140.86	49.00	189.86
TOTAL (A)						404.65	112.31	516.96
EQUIPMENT (B)								
1	Sports Champ SC2D and Sports Champ SC2BL/E with PGD 900	1	AFN Sports SDN BHD	September 04, 2018	Euro 41,650	34.44	8.27	42.71
2	Paver Machine TPJ-ENG 2.5	1	JIANGYIN DINGC HUANG SPORTS MACHINERY CO., LTD.	September 04, 2018	USD 11,500	8.06	1.93	9.99
3	Spray Machine ES-120	1			USD 5,200	3.64	0.87	4.51
4	Hydraulic Tilting Mixing	1			USD 6,200	4.35	1.04	5.39
5	Line Marking machine	1			USD 5,600	3.93	0.94	4.87

6	Sand Infill Machine F-1400	1			USD 18,500	12.97	3.11	16.08
7	Artificial Grass Turf Carrier	1			USD 3,600	2.52	0.60	3.12
8	Brushing Machine	3			USD 2,700	1.89	0.45	2.34
9	Small Sweeping Machine	4			USD 1,250	0.88	0.21	1.09
10	Electric Stacker / Pallet Truck	1	R S Global	September 04, 2018	-	5.12	1.01	6.13
TOTAL (B)						77.80	18.43	96.23
GRAND TOTAL (A+B)						482.45	130.74	613.19

**Quotation amount are converted at an exchange rate of Rs. 70.09 per USD and 82.69 per Euro.*

***Freight, Insurance, Clearance charges, Taxes, Transportation etc. have been estimated by our Company which are subject to change due to change in the circumstances`.*

No second-hand machinery or material is proposed to be purchased out.

OUR COMPLETED PROJECTS

Certain significant sports infrastructure projects completed since incorporation are as under:

Sr.	Project Name	Name of Customers	Place	Activity/ Work	Year	Contract Value lakhs
1	Redevelopment of M. Chinnaswamy Stadium	Karnataka State Cricket Association	Bengaluru, Karnataka	Renovation of Stadium & Install SubAir technology, for Cricket Sport	2016	INR 418.65
2	Modular Stadium - Rajeev Gandhi Stadium	Urban Development & Poverty Alleviation Dept. Govt. Of Mizoram	Aizawl, Mizoram	Supply & Installation of Modular Gallery (Incl gym, change rooms and toilets as Turn-key project")	2017	INR 2,500.91
3	Corporation Stadium, Kollam Stadium, CSN Stadium &	National Games Secretariat	Thrissur, Kollam, Trivandrum,	Design, Supply & Installation of FIFA, FIH, IAAF certified synthetic surfaces	2015	INR 1,285.68

Sr.	Project Name	Name of Customers	Place	Activity/ Work	Year	Contract Value lakhs
	Medical College Ground		Kozikod e			
4	Salt Lake Stadium	PWD, Govt. Of West Bengal	Kolkata, West Bengal	Install IAAF Class-I Certified Synthetic Athletic Track	2017	INR 508.71
5	Mahatma Mandir	Shapoorji Pallonji & Co Ltd.	Gandhinagar, Gujarat	Install 4,80,554 Sft of Artificial Rooftop Turf System	2014	INR 657.77
6	Camp Du Roi Stadium	Ministry of Youth & Sports, Govt. Of Mauritius	Rodrigues, Mauritius	Renovation of Synthetic Athletic Track	2013	MUR 223.1
7	FIFA Dhaka Stadium	FieldTurf, USA	Bangladesh	Installation synthetic football fields	2015	USD 3.11
8	Sardar Vallabhbhai Patel International Hockey Stadium	Public Works Dept, Raipur	Raipur, Chhatisgarh	Construction of FIH Certified Hockey practice pitch	2015	INR 395.82
9	Sports Arena Project 2014	Ministry of Youth & Sports, Govt. Of Maldives	35 Islands, Maldives	Supply & Installation of outdoor floor tiles to Futsal Grounds	2014	MUR 116.39
10	Hamoni Golf Camp	Parkcity Sporting Ventures	Gurgaon	Synthetic turf 9 greens + 2 practice greens & 94 Driving Range Bays	2014	INR 94.51

OUR ONGOING PROJECTS

As on September 25, 2018 our key ongoing construction projects are as under:

(Amount in Rs. lakhs)

Sr.	Name of the Customer	Location	Activity/ Work	Appointment Date	Contract Price (Incl Add/Deletion to Scope)	Outstanding Order Value Excluding GST
1	Public Works Department - Govt. of Delhi	Bawana, Delhi	Installation of Synthetic Athletic Track	May-18	603.52	538.86
2	South Central Railway	Hyderabad, Telangana	Installation of artificial turf, for Hockey field	Sep-18	582.13	520.76
3	Public Works Department - Govt. of Delhi	Ashok Nagar, Delhi	Installation of artificial turf, for Hockey field	Apr-18	506.54	452.27

4	Directorate of Sports and Youth Affairs (DSYA) Kerala	Mylom, Kerala	Installation of artificial turf, for Football field	Aug-18	382.99	341.96
5	Directorate of Sports and Youth Affairs (DSYA) Kerala	Attingal, Kerala	Installation of Synthetic Athletic Track	February-18	626.76	255.75
6	The National Rural Employment Programme (N.R.E.P)	Ranchi, Chhatisgarh	Installation of Synthetic Athletic Track	Nov-17	870.39	130.97
7	Ramaniyan Real Estate Pvt. Ltd.	Chennai, Delhi	Installation of artificial turf, for Football field	Jul-18	152.43	129.17
8	Department Youth Empowerment and Sports (D.Y.E.S), Karnataka	Kodagu, Karnataka	Installation of artificial turf, for Hockey field	Sep-17	163.45	128.30
9	Urban Development and Poverty Allevation dept. of Mizoram	Saiha, Mizoram	Installation of artificial turf, for Football field	Jan-18	312.26	118.58
10	Uttar Pradesh Jal Nigam	Faisabad, Uttar Pradesh	Installation of artificial turf, for Hockey field	Apr-18	383.90	111.06
11	Public Works Department - Govt. of Delhi	Najafgarh, Delhi	Cricket Ground/Field	Sep-17	420.37	64.97
12	PWD, Govt. of West Bengal	Kolkata, West Bengal	Installed athletic track	Jan-18	686.56	36.05
Other projects					607.46	128.73
Total					6,298.76	2,957.43

OUR CUSTOMERS

We provide service to customers' across various countries in South Asia and are provided hereunder:

Government:

- Central & State Governments
- Government undertakings, municipalities & urban local bodies
- State department of sports, urban development, youth welfare, Dist. administration.

Private:

- Cricket boards, sports associations; schools, colleges, universities, individuals and companies

MATERIALS, EQUIPMENT & OTHER UTILITIES

Materials

We purchase various raw materials required for construction activities which includes cement, steel, sand, stone aggregate and other materials from various suppliers and traders across the state. We do not enter into any long term contracts with any of the suppliers of raw materials instead we prefer to purchase the material as on need basis. Further, we generally strive to purchase our required raw materials from same set of suppliers who provide us better payment terms and which meets our quality requirements. Our long experience in the industry has allowed us to create a relationship with these suppliers avoiding the need of entering into any long term contract for continuous supply of raw material ensuring uninterrupted construction activity.

Equipments

We purchase and maintain equipments which are critical and are widely used in construction activities. For most of the equipments required for construction activities, we hire those equipments from various third parties on lease basis. This strategy allows us to keep a check on our overall overhead costs while keeping the costs of renting equipments within our budget and accordingly bid for the contract tender. The price and availability of these equipments may vary from time to time owing to market conditions and various other factors. However, due to the presence of many such equipments contractors in the region we operate, we do not face major issues in procuring equipment for our activity.

A designated department is responsible for identifying the need to procure or hire, deploy, maintain and monitor the plants, equipments and accessories. Machineries deployed to a specific site are monitored to track the capacity utilization, fuel consumption, idleness, cost effectiveness and other operational details.

Following is the list of major equipments owned by our Company as at 31st March, 2018:

Name of Machineries	Quantity
Mixing Machine (Glue)	2
Big Mixing Machine SBR/EPPM	2
Paver Machine SBR	1
Generator	1
Squeegee	2
Aluminium Shovels	4
Big Blowing Machine	2
Dumpy Level	1
Tape	5
Turf Cutter	1
Turf Opener	1
Small Roller	1
Turf Holders	12
Turf Kicking Rod	1
Turf Holding Clamps	18
Terramite Machine	1
Sand Spreading Machine	1
Stitching Machine	3
Small Brushing Machine	2
Small Hand Blower	2

Power

The company does not require much power except the normal requirement at the office of the company and for lighting, system etc. Adequate power is available.

Water

Our operation does not have major water requirement.

COMPETITION

Our revenues from sport infrastructure projects are subject to competition from sport infrastructure companies that operate in the same area as well as from other infrastructure companies. We currently do not face any product competition with respect to our products where we have the exclusive license/distribution rights from several global suppliers.

We believe that our main competitors for new projects are as under:

- Shiv-Naresh Sports Pvt Ltd
- Syncotts International
- Sportina Exim Pvt Ltd
- Advanced Sports Technologies LLP

COLLABORATIONS / JVs

As on date of this Draft Red Herring Prospectus, the Company has so far not entered into any technical or other collaboration / JVs.

AWARDS AND ACCREDITATIONS

Set out below are a list of key awards and accreditations received by our Company recently:

Calendar Year	Award	Conferred by
2012	Emerging Entrepreneur Award	Confederation of Indian Industries
2015	India's Best SME	Skoch Group
2016	Top 100 SME Companies in India	India SME Forum
2018	10th Emerging India Award	CNBC TV18 & ICICI Bank
2018	SME Empowering India Award	National Productivity Council

CAPACITY AND ITS UTILIZATION

As we are involved into construction of sports infrastructure projects on turn-key basis, we do not have any capacity utilisation data as such. Our construction activity is dependent on our ability to procure raw material, equipment, human resource, execution capability, experience and skills.

EXPORT AND EXPORT OBLIGATION

Our Company does not have any Export Obligation under Export Promotion Capital Goods (EPCG) Scheme or any other scheme of Government of India.

HUMAN RESOURCES

As on August 31, 2018, we had a total work force of 87 permanent employees and we hire local contract labour on project specific need-base through local contractor. The following table illustrates the break-up of our 87 permanent work force on the basis of the functions carried out by them:

Department	Number of Employees
Management	4
Sales & Marketing	13
Operations, Engineer, Supervisor & Installer	56
Accounts & Finance	7
Admin	6
Company Secretary	1
Total	87

MARKETING

We market and reach out to our existing as well as potential customers through direct mail whereby we send them printed brochures along with customised information materials to help them to

understand our offerings. We also use social media platforms as it helps to establish brand identity. We do keep our customers involved with all the latest updates and information in the form of texts, pictures, videos, or other promotional material, and we make sure to engage with them using dedicated Customer Relationship Management tool.

After the prospective customers are identified, the sales team present the corporate profile, portfolio of executed and ongoing projects in detailed presentation and demonstrate product samples. Based on type of product & service interest or requirement, we offer our technical & commercial proposal.

For Government customers, we enter into contracts primarily through a competitive bidding process. Our customers typically advertise for potential projects on their websites and in leading newspapers. We have also taken annual subscriptions to tender alerts service providers to receive regular updates on upcoming projects. Our Company has a dedicated planning and monitoring team which reviews newspapers and official websites of various authorities and government project tender aggregators where details of potential projects are typically listed to identify projects that could be of interest to us. We receive inquiries also through our website and known references.

After such projects are identified, our tender department seeks approval of the management in order to determine if the identified projects are to be pursued.

Our Company's planning and monitoring team is responsible for applying for pre-qualifications and tenders. The planning and monitoring team evaluates the credentials of our Company vis-à-vis the stipulated eligibility criteria. We endeavour to qualify on our own for projects in which we propose to bid.

A notice inviting bids may either involve pre-qualification or short-listing of contractors or a post-qualification process. In a pre-qualification or short-listing process, the customer stipulates technical and financial eligibility criteria to be met by the potential applicants. Pre-qualification applications generally require us to submit details about our experience in similar nature of work as tendered, organizational set-up, financial parameters (such as turnover, net worth and profit and loss history), employee information, plant and equipments owned, portfolio of executed and ongoing projects and details in respect of litigations and arbitrations in which we are involved. In selecting contractors for major projects, customers generally limit the issue of tender to contractors they have pre-qualified based on several criteria, including experience, technical ability and performance, reputation for quality, safety record, financial strength, bonding capacity and size of previous contracts in similar projects, although the price competitiveness of the bid is usually a significant selection criterion.

CORPORATE SOCIAL RESPONSIBILITY

We demonstrate our commitment towards our communities by committing our resources and energies to social development. In furtherance of the same, we have undertaken CSR activities in areas to support and invest in the upliftment of sports activities in India. For instance, the Company, under its Annual Sports Scholarship Programme provided financial support as part of the CSR initiatives to highly talented but underprivileged sports persons such as Rani Rampal (currently, the Captain of Indian Women's Sr. Hockey Team) & Swapna Barman (2018 Asian Games Gold Medallist - Heptathlon) with support of the Non-Profit Organisation.

INSURANCE

We maintain a number of insurance policies to cover the different risks related to our projects in accordance with the terms of the agreements and best practices. Such insurance policies include standard fire and special perils & stock insurance. Further, our insurance covers risks of terrorist attacks, earthquake. In addition, in some of our Projects we have taken the insurance covers under the "Contractor's All Risk Policy".

Our Company has insurance coverage which we consider reasonably sufficient to cover all normal risks associated with our operations and which we believe is in accordance with the industry standards. Our policies are subject to customary exclusions and customary deductibles. We will continue to review our policies to ensure adequate insurance coverage is maintained.

LAND AND PROPERTY

Owned Properties

Our Company has the following own properties. The details of the same are hereunder:

Sr. No.	Address of the Property	Area of the Property	Usage
1.	Flat No 101, 1-10-68/4, Plot No 52, Street No. 2, Chikoti Gardens, Begumpet, Hyderabad, Telangana, 500016 India	1,497 Sq.ft	Registered Office
2.	Ground & First Floor, Sri Dattatreya Co-op Housing Society, Shaikpet, Golconda Mandal, Hyderabad, Telangana	229.93 Sq. m	Leased Out

Rented Properties

Our Company operates from following properties on rental basis, the details for the same are hereunder:

Sr. No.	Address of the Property	Owner	Rental Consideration	Period of Agreement	Usage
1	Shop No. 502, Deepshikha Building, Rajendra Place, New Delhi-110008, India	Rohit Ahlawat	Rs. 32,414 p.m plus 5% increment every year	April 05, 2018 To April 04, 2021	Branch Office

Leased Properties

Our Company operates from following properties on lease basis, the details for the same are hereunder:

Sr. No.	Address of the Property	Lessor	Lease Consideration	Period of Agreement	Usage
1	Flat No G-1 and G-2, Plot No 52, 1-10-68/4, Plot No. 52, Chikoti Gardens, Begumpet, Hyderabad, Telangana, 500016 India.	M.Koteswar Rao K Aparna Shanta Ratna Giri	Rs. 50,000 p.m	February 1, 2018 To January 31, 2023.	Corporate Office
2	Plot Nos. 5 to 15, Vaishnavi Enclave, Survey Nos. 180 to 187, 188 (P), 189 (P), 169 (P), Kapra Village, Keesara Mandal, Ranga Reddy District, Hyderabad - 501301, Telangana, India.	P. Renuka P.Divya S. Madhavi	Rs. 35,000 p.m plus 5% increment every year	March 1, 2016 To February 28, 2021	Warehouse

INTELLECTUAL PROPERTY RIGHTS

TRADEMARKS

We have applied for registration or registered the following Trademarks with the Trademarks Registry, Government of India. The details of trademark applications are as under:

Sr. No.	Trademark	Trademark Type	Class	Applicant	Application No.	Date of Application	Validity / Renewal	Registration status
1.		DEVICE	37	GREAT SPORTS INFRA PVT.LTD	1989838	July 06, 2010	July 06, 2020	Registered
2.	REDEFINING SPORTS INFRASTRUCTURE	WORD	27	GREAT SPORTS INFRA PVT.LTD	3752956	February 14, 2018	February 14, 2028	Registered
3.	REDEFINING SPORTS INFRASTRUCTURE	WORD	37	GREAT SPORTS INFRA PVT.LTD	3752957	February 14, 2018	NA	Objected
4.	SMART SPORTS INFRASTRUCTURE	WORD	37	GREAT SPORTS INFRA PVT.LTD	3792220	March 29, 2018	NA	Registered
5.	SMART SPORTS INFRASTRUCTURE	WORD	27	GREAT SPORTS INFRA PVT.LTD	3792219	March 29, 2018	NA	Registered
6.	TAKING SPORT TO PEOPLE	WORD	37	GREAT SPORTS INFRA PVT.LTD	3835102	May 17, 2018	NA	Advertised before acceptance
7.	TAKING SPORT TO PEOPLE	WORD	27	GREAT SPORTS INFRA PVT.LTD	3835101	May 17, 2018	NA	Advertised before acceptance

KEY INDUSTRY REGULATIONS AND POLICIES

Except as otherwise specified in this Draft Red Herring Prospectus, the Companies Act, 1956 / the Companies Act, 2013, we are subject to a number of central and state legislations which regulate substantive and procedural aspects of our business. Additionally, our operations require sanctions from the concerned authorities, under the relevant Central and State legislations and local bye-laws. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business as a player in business of in providing turnkey of solutions for sports infrastructure which includes installation of artificial grass/sports turf, synthetic athletic tracks, natural grass play surfaces, indoor and outdoor modular sports flooring, modular stadium seating, etc. Our Company provides sports infrastructure construction and related services to private customers, Indian Armed Forces and the Government Taxation statutes such as the I.T. Act, and applicable Labour laws, contractual laws, intellectual property laws as the case may be, apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. The regulations set out below may not be 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.

APPROVALS

For the purpose of the business undertaken by our Company, our Company is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled “Government and Other Statutory Approvals” beginning on page number 244 of this Draft Red Herring Prospectus.

APPLICABLE LAWS AND REGULATIONS

BUSINESS/TRADE RELATED LAWS/REGULATIONS

The Micro, Small and Medium Enterprises Development Act, 2006

In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (MSME) the Micro, Small and Medium Enterprises Development Act, 2006 is enacted. A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and Regulation) Act, 1951 as “micro enterprise”, where the investment in plant and machinery does not exceed twenty-five lakh rupees; “Small enterprise”, where the investment in plant and machinery is more than twenty-five lakh rupees but does not exceed five crore rupees; or a medium enterprise, where the investment in plant and machinery is more than five crore but does not exceed ten crore rupees and in the case of the enterprise engaged in the services, “Micro – enterprise”, where the investment in equipment does not exceed ten lakh rupees, “Small Enterprise” where the investment in equipment is more than ten lakh rupees but does not exceed two crore rupees, or “Medium Enterprise” where the investment in equipment is more than two crore rupees but does not exceed five crore rupees.

Industrial Policy of Relevant State

The Telangana Industrial Policy

The Telangana Industrial Policy for SME has given special attention to encourage small scale industries. The SMEs and micro- industries are expected to play a significant role in the new state of Telangana, in terms of value addition and in terms of creating employment opportunities. The Telangana state industrial policy has made special provisions for SME and micro sector like adequate number of smaller plots in industrial parks for the SMEs, developed sheds for micro-units, special fund for addressing incipient sickness, special fund for IP Registrations Assistance, special fund for Anti- Pirating Assistance, special fund for technology transfer and modernization to MSME sector, reimbursement of land conversion charges for units in own land, subject to an upper limit, marketing assistance to participate in national and international trade shows and buyer- seller meets. Consult panel to respond to MSME entrepreneurs needs and Separate State Level Bankers Committee (SLBC) for industries, particularly SMEs within each of the core sectors, Telangana state government is interested in the promotion of the ecosystem covering the entire value chain. The primary suppliers for an important component of the value chain, and provide basic inputs to the service industry.

Anti-Trust Laws

Competition Act, 2002

An act to prevent practices having adverse effect on competition, to promote and sustain competition in markets, to protect interest of consumer and to ensure freedom of trade in India. The act deals with prohibition of agreements and Anti-competitive agreements. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Act.

The prima facie duty of the commission is to eliminate practices having adverse effect on competition, promote and sustain competition, protect interest of consumer and ensure freedom of trade. The commission shall issue notice to show cause to the parties to combination calling upon them to respond within 30 days in case it is of the opinion that there has been an appreciable adverse effect on competition in India. In case a person fails to comply with the directions of the Commission and Director General he shall be punishable with a fine which may exceed to Rs. 1 lakh for each day during such failure subject to maximum of Rupees One Crore.

GENERAL CORPORATE COMPLIANCE

The Companies Act 1956 and the Companies Act, 2013

The consolidation and amendment in the law relating to the Companies Act, 1956 made way to the enactment of the Companies Act, 2013. The Companies Act 1956 is still applicable to the extent not repealed and the Companies Act, 2013 is applicable to the extent notified. The act deals with incorporation of companies and the procedure for incorporation and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act, 2013. The procedure relating to winding up, voluntary winding up, appointment of liquidator also forms part of the act. The provision of this act shall apply to all the companies incorporated either under this act or under any other previous law. It shall also apply to banking companies, companies engaged in generation or supply of electricity and any other company governed by any special act for the time being in force. A company can be formed by seven or more persons in case of public company and by two or more persons in case of private company. A company can even be formed by one person i.e., a One Person Company. The provisions relating to forming and allied procedures of One Person Company are mentioned in the act.

Further, Schedule V (read with sections 196 and 197), Part I lays down the conditions to be fulfilled for the appointment of a managing or whole-time director or manager. It provides the list of acts under which if a person is prosecuted, he cannot be appointed as the director or Managing Director or Manager of the firm. The provisions relating to remuneration of the directors' payable by the companies is under Part II of the said schedule.

EMPLOYMENT AND LABOUR LAWS

Contract Labour (Regulation and Abolition) Act, 1970 (“CLRA”)

The Contract Labour (Regulation and Abolition) Act, 1970 has been enacted to regulate the employment of contract labour in certain establishments, the regulation of their conditions and terms of service and to provide for its abolition in certain circumstances. The CLRA applies to every establishment in which 20 or more workmen are employed or were employed on any day of the preceding 12 months as contract labour. The CLRA vests the responsibility on the principal employer of an establishment to which the CLRA applies to make an application to the registered officer in the prescribed manner for registration of the establishment. In the absence of registration, a contract labour cannot be employed in the establishment. Likewise, every contractor to whom the CLRA applies is required to obtain a license and not to undertake or execute any work through contract labour except under and in accordance with the license issued. To ensure the welfare and health of the contract labour, the CLRA imposes certain obligations on the contractor in relation to establishment of canteens, rest rooms, drinking water, washing facilities, first aid, other facilities and payment of wages. However, in the event the contractor fails to provide these amenities, the principal employer is under an obligation to provide these facilities within a prescribed time period. Penalties, including both fines and imprisonment, may be levied for contravention of the provisions of the CLRA.

Employees’ Provident Funds and Miscellaneous Provisions Act, 1952 (“the EPF Act”) and the Employees Provident Fund Scheme, 1952

The EPF Act is applicable to an establishment employing more than 20 employees and as notified by the government from time to time. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the employers are required to contribute to the employees’ provident fund the prescribed percentage of the basic wages, dearness allowances and remaining allowance (if any) payable to the employees. The employee shall also be required to make the equal contribution to the fund. The Central Government under Section 5 of the EPF Act (as mentioned above) frames Employees Provident Scheme, 1952.

Employees Deposit Linked Insurance Scheme, 1976

The scheme shall be administered by the Central Board constituted under section 5A of the EPF Act. The provisions relating to recovery of damages for default in payment of contribution with the percentage of damages are laid down under Section 8A of the act. The employer falling under the scheme shall send to the Commissioner within fifteen days of the end of each month a return in the prescribed form. The register and other records shall be produced by every employer to Commissioner or other officer so authorized shall be produced for inspection from time to time. The amount received as the employer’s contribution and also Central Government’s contribution to the insurance fund shall be credited to an account called as “Deposit-Linked Insurance Fund Account.”

The Employees’ Pension Scheme, 1995

Family pension in relation to this act means the regular monthly amount payable to a person belonging to the family of the member of the Family Pension Fund in the event of his death during the period of reckonable service. The scheme shall apply to all the employees who become a member of the EPF or PF of the factories provided that the age of the employee should not be more than 59 years in order to be eligible for membership under this act. Every employee who is member of EPF or PF has an option of the joining scheme. The employer shall prepare a Family Pension Fund contribution card in respect of the entire employee who is member of the fund.

Employees' State Insurance Act, 1948 (the "ESI Act")

It is an act to provide for certain benefits to employees in case of sickness, maternity and 'employment injury' and to make provision for certain other matters in relation thereto. It shall apply to all factories (including factories belonging to the Government) other than seasonal factories. Provided that nothing contained in this sub-section shall apply to a factory or establishment belonging to or under the control of the Government whose employees are otherwise in receipt of benefits substantially similar or superior to the benefits provided under this Act. The ESI Act requires all the employees of the establishments to which this Act applies to be insured in the manner provided there under. Employer and employees both are required to make contribution to the fund. The return of the contribution made is required to be filed with the Employee State Insurance department.

Payment of Bonus Act, 1965

The Payment of Bonus Act, 1965 imposes statutory liability upon the employers of every establishment in which 20 or more persons are employed on any day during an accounting year to pay bonus to their employees. It further provides for payment of minimum and maximum bonus and linking the payment of bonus with the production and productivity.

Payment of Gratuity Act, 1972

The Act shall apply to every factory, mine plantation, port and railway company; to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a State, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; such other establishments or class of establishments, in which ten or more employees are employed, on any day of the preceding twelve months, as the Central Government, may by notification, specify in this behalf. A shop or establishment to which this act has become applicable shall be continued to be governed by this act irrespective of the number of persons falling below ten at any day. The gratuity shall be payable to an employee on termination of his employment after he has rendered continuous service of not less than five years on superannuation or his retirement or resignation or death or disablement due to accident or disease. The five year period shall be relaxed in case of termination of service due to death or disablement.

Minimum Wages Act, 1948 ("MWA")

The Minimum Wages Act, 1948 came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Under the MWA, every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, manual or clerical (including out-workers) in any employment listed in the schedule to the MWA, in respect of which minimum rates of wages have been fixed or revised under the MWA. Construction of Buildings, Roads, and Runways are scheduled employments. It prescribes penalties for non-compliance by employers for payment of the wages thus fixed.

Maternity Benefit Act, 1961

The Maternity Benefit Act, 1961 provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the

Central Government, after giving at least two months' notice shall apply any of the provisions of this act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

Equal Remuneration Act, 1979

The Equal Remuneration Act 1979 provides for payment of equal remuneration to men and women workers and for prevention discrimination, on the ground of sex, against female employees in the matters of employment and for matters connected therewith. The act was enacted with the aim of state to provide Equal Pay and Equal Work as envisaged under Article 39 of the Constitution.

Child Labour Prohibition and Regulation Act, 1986

The Child Labour Prohibition and Regulation Act 1986 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. Employment of Child Labour in our industry is prohibited as per Part B (Processes) of the Schedule.

Trade Union Act, 1926 and Trade Union (Amendment) Act, 2001

Provisions of the Trade Union Act, 1926 provides that any dispute between employers and workmen or between workmen and workmen, or between employers and employers which is connected with the employment, or non-employment, or the terms of employment or the conditions of labour, of any person shall be treated as trade dispute. For every trade dispute a trade union has to be formed. For the purpose of Trade Union Act, 1926, Trade Union means combination, whether temporary or permanent, formed primarily for the purpose of regulating the relations between workmen and employers or between workmen and workmen, or between employers and employers, or for imposing restrictive condition on the conduct of any trade or business etc.

The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013

In order to curb the rise in sexual harassment of women at workplace, this act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms sexual harassment and workplace are both defined in the act. Every employer should also constitute an "Internal Complaints Committee" and every officer and member of the company shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organising awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

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

The ID Act and the Rules made thereunder provide for the investigation and settlement of industrial disputes. The ID Act was enacted to make provision for investigation and settlement of industrial disputes and for other purposes specified therein. Workmen under the ID Act have been provided with several benefits and are protected under various labour legislations, whilst those persons who have been classified as managerial employees and earning salary beyond prescribed amount may not generally be afforded statutory benefits or protection, except in certain cases. Employees may also be subject to the terms of their employment contracts with their employer, which contracts are regulated by the provisions of the Indian Contract Act, 1872. The ID Act also sets out certain requirements in relation to the termination of the services of the workman. The ID Act includes detailed procedure

prescribed for resolution of disputes with labour, removal and certain financial obligations up on retrenchment. The Industrial Dispute (Central) Rules, 1957 specify procedural guidelines for lock-outs, closures, lay-offs and retrenchment.

TAX RELATED LEGISLATIONS

Value Added Tax (“VAT”)

VAT is a system of multi-point Levy on each of the purchases in the supply chain with the facility of set-off input tax on sales whereby tax is paid at the stage of purchase of goods by a trader and on purchase of raw materials by a manufacturer. VAT is based on the value addition of goods, and the related VAT Liability of the dealer is calculated by deducting input tax credit for tax collected on the sales during a particular period. VAT is a consumption tax applicable to all commercial activities involving the production and distribution of goods, and each state that has introduced VAT under its own VAT Act, under which, persons liable to pay VAT must register and obtain a registration number from Sales Tax Officer of the respective State.

Note: Value Added Tax has been replaced by Goods and Service Tax (GST) Act, 2017

Service Tax

Chapter V of the Finance Act, 1994 as amended, provides for the levy of a service tax in respect of ‘taxable services’, as specified in entry 39 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 5th / 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 half yearly return in Form ST 3 by the 25th of the month immediately following the half year to which the return relates.

Note: Service Tax has been replaced by Goods and Service Tax (GST) Act, 2017

Central Sales Tax Act, 1956 (“CST”)

The main object of this act is to formulate principles for determining (a) when a sale or purchase takes place in the course of trade or commerce (b) when a sale or purchase takes place outside a State (c) when a sale or purchase takes place in the course of imports into or export from India, to provide for levy, collection and distribution of taxes on sales of goods in the course of trade or commerce, to declare certain goods to be of special importance in trade or commerce and specify the restrictions and conditions to which State Laws imposing taxes on sale or purchase of such goods of special importance (called as declared goods) shall be subject. CST Act imposes the tax on interstate sales and states the principles and restrictions as per the powers conferred by Constitution.

Note: Central Sales Tax Act, 1956 has been replaced by Goods and Service Tax (GST) Act, 2017.

Customs Act, 1962

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods India or at the time of export of goods. Any Company requiring to import or export any goods is first required to get it registered and obtain an IEC (Importer Exporter Code). Imported goods in India attract basic customs duty, Countervailing Duty, additional customs duty and education cess. The rates of basic customs duty are specified under the Customs Tariff Act 1975. Customs duty

is calculated on the transaction value of the goods. Customs duties are administered by Central Board of Excise and Customs under the Ministry of Finance.

The Central Excise Act, 1944

The Central Excise Act, 1944 (“Central Excise Act”) consolidates and amends the law relating to Central Duties of Excise on goods manufactured or produced in India. Excisable goods under the Act means goods specified in the Schedule to the Central Excise Tariff Act, 1985 as being subject to duty of excise. Factory means any premises, including the precincts thereof, wherein or in any part of which excisable goods are manufactured, or wherein or in any part of which any manufacturing process connected with the production of these goods being carried on or is ordinarily carried out. Under the Act a duty of excise is levied on all excisable goods, which are produced or manufactured in India as and at the rates, set forth in the First Schedule to the Central Excise Tariff Act, 1985.

Note: Central Excise Act, 1944 has been replaced by Goods and Service Tax (GST) Act, 2017

Goods and Service Tax (GST)

Goods and Services Tax (GST) is levied on supply of goods or services or both jointly by the Central and State Governments. It was introduced as The Constitution (One Hundred and First Amendment) Act 2017 and is governed by the GST Council. GST provides for imposition of tax on the supply of goods or services and will be levied by Centre on intra-state supply of goods or services and by the States including Union territories with legislature/ Union Territories without legislature respectively. A destination based consumption tax GST would be a dual GST with the centre and states simultaneously levying tax with a common base. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (CGST), State Goods and Services Tax Act, 2017 (SGST), Union Territory Goods and Services Tax Act, 2017 (UTGST), Integrated Goods and Services Tax Act, 2017 (IGST) and Goods and Services Tax (Compensation to States) Act, 2017 and various rules made thereunder. It replaces following indirect taxes and duties at the central and state levels:

Central Excise Duty, Duties of Excise (Medicinal and Toilet Preparations), additional duties on excise – goods of special importance, textiles and textile products, commonly known as CVD – special additional duty of customs, service tax, central and state surcharges and cesses relating to supply of goods and services, state VAT, Central Sales Tax, Luxury Tax, Entry Tax (all forms), Entertainment and Amusement Tax (except when levied by local bodies), taxes on advertisements, purchase tax, taxes on lotteries, betting and gambling.

It is applicable on all goods except for alcohol for human consumption and five petroleum products.

Taxpayers with an aggregate turnover of Rs. 20 lakhs would be exempt from tax. The exemption threshold for special category of states like North-East shall be Rs. 10 lakhs. Small taxpayers with an aggregate turnover in preceding financial year upto Rs. 100 lakhs (75 lakhs in case of special category states) may opt for composition levy. Under GST, goods and services are taxed at the following rates, 0%, 5%, 12% and 18%. There is a special rate of 0.25% on rough precious and semi-precious stones and 3% on gold. In addition a cess of 15% or other rates on top of 28% GST applies on few items like aerated drinks, luxury cars and tobacco products.

Export and supplies to SEZ shall be treated as zero-rated supplies. Import of goods and services would be treated as inter-state supplies. Every person liable to take registration under these Acts shall do so within a period of 30 days from the date on which he becomes liable to registration. The Central/State authority shall issue the registration certificate upon receipt of application. The Certificate shall contain fifteen digit registration number known as Goods and Service Tax Identification Number (GSTIN). In case a person has multiple business verticals in multiple location

in a state, a separate application will be made for registration of each and every location. The registered assessee are then required to pay GST as per the rules applicable thereon and file the appropriate returns as applicable thereon.

Telangana State Tax on Professions, Trade, Callings and Employments Act, 1987

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

OTHER LAWS

Insolvency and Bankruptcy Code, 2016

The aim of this code is to consolidate the existing framework by creating a single law for insolvency and bankruptcy. The provision of this code is applicable to any company incorporated under the companies act 2013, or under any previous law, limited liability partnership incorporated under LLP Act, 2008. Partnership firm and individuals, and any other body incorporated under any law for the time being in force. The Insolvency & Bankruptcy Code is applicable to the corporate person only when the amount of default is not less than one lakh rupees. When a corporate debtor fails to pay his debts, then the financial creditor or an operational creditor of a corporate debtor can make an application in prescribed format to the Adjudication authority i.e. National company law tribunal for initiate the corporate insolvency resolution process against the corporate debtor. The Adjudication Authority after ascertaining the existence of default from the records available with information utility or other evidence furnished by the applicant, if satisfied that default has occurred and the application is complete in all manner then accept the application and communicate his decision to the applicant. When the adjudicating authority passes the order of admission of such application that date called the insolvency commencement date. The Adjudicating Authority after the admission of the application declare the moratorium period, make a public announcement for submission of claims, and appoint an interim resolution professional.

Shops and establishments laws in various states

Under the provisions of local Shops and Establishments laws applicable in various states, establishments are required to be registered. Such laws regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

This act is applicable to Our Company under the Telangana Shops and Establishment Act, 1988 and Delhi Shops and Establishment Act, 1954.

ENVIRONMENTAL LEGISLATIONS

The Environment Protection Act, 1986 ("Environment Protection Act")

The purpose of the Environment Protection Act is to act as an "umbrella" legislation designed to provide a frame work for Central government co-ordination of the activities of various central and state authorities established under previous laws. The Environment Protection Act authorizes the central government to protect and improve environmental quality, control and reduce pollution from all sources, and prohibit or restrict the setting and /or operation of any industrial facility on environmental grounds. The Act prohibits persons carrying on business, operation or process from discharging or emitting any environmental pollutant in excess of such standards as may be prescribed. Where the discharge of any environmental pollutant in excess of the prescribed standards occurs or is apprehended to occur due to any accident or other unforeseen act, the person responsible for such discharge and the person in charge of the place at which such discharge occurs or is apprehended to occur is bound to (a) prevent or mitigate the environmental pollution caused as a result of such discharge and should intimate the fact of such occurrence or apprehension of such occurrence; and (b) be bound, if called upon, to render all assistance, to such authorities or agencies as may be prescribed.

The Public Liability Insurance Act, 1991

This Act imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. A list of hazardous substances covered by the legislation has been enumerated by the Government by way of a notification. The owner or handler is also required to take out an insurance policy insuring against liability under the legislation. The rules made under the Public Liability Act mandate that the employer has to contribute towards the environment relief fund, a sum equal to the premium paid on the insurance policies. The amount is payable to the insurer.

National Environmental Policy, 2006

This Policy seeks to extend the coverage, and fill in gaps that still exist, in light of present knowledge and accumulated experience. This policy was prepared through an intensive process of consultation within the Government and inputs from experts. It does not displace, but builds on the earlier policies. It is a statement of India's commitment to making a positive contribution to international efforts. This is a response to our national commitment to a clean environment, mandated in the Constitution in Articles 48 A and 51 A (g), strengthened by judicial interpretation of Article 21. The dominant theme of this policy is that while conservation of environmental resources is necessary to secure livelihoods and well-being of all, the most secure basis for conservation is to ensure that people dependent on particular resources obtain better livelihoods from the fact of conservation, than from degradation of the resource. Following are the objectives of the National Environmental Policy:

- Conservation of Critical Environmental Resources
- Intra-generational Equity: Livelihood Security for the Poor
- Inter-generational Equity
- Integration of Environmental Concerns in Economic and Social Development
- Efficiency in Environmental Resource Use
- Environmental Governance
- Enhancement of resources for Environmental Conservation

INTELLECTUAL PROPERTY LEGISLATIONS

In general, the Intellectual Property Rights includes but is not limited to the following enactments:

- The Patents Act, 1970
- Indian Copyright Act, 1957

- The Trade Marks Act, 1999

Indian Patents Act, 1970

A patent is an intellectual property right relating to inventions and is the grant of exclusive right, for limited period, provided by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others from making, using, selling, importing the patented product or process producing that product. The term invention means a new product or process involving an inventive step capable of industrial application.

The Copyright Act, 1957

Copyright is a right given by the law to creators of literary, dramatic, musical and artistic works and producers of cinematograph films and sound recordings. In fact, it is a bundle of rights including, inter alia, rights of reproduction, communication to the public, adaptation and translation of the work. There could be slight variations in the composition of the rights depending on the work.

Trade Marks Act, 1999 (“TM Act”)

The Trade Marks Act, 1999 provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement for commercial purposes as a trade description. The TM Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

GENERAL LAWS

- Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Indian Contract Act 1872, Specific Relief Act 1963, Negotiable Instrument Act 1881, The Information Technology Act, 2000, Sale of Goods Act 1930 and Consumer Protection Act 1986 are also applicable to the company.

OTHER LAWS:

Foreign Trade (Development and Regulation) Act, 1992

The Development and Regulation of foreign trade by facilitating imports and exports from and to India. The Import-Export Code number and licence to import or export includes a customs clearance permit and any other permission issued or granted under this act. The Export and Import policy, provision for development and regulation of foreign trade shall be made by the Central Government by publishing an order. The Central Government may also appoint Director General of Foreign Trade (“DGFT”) for the purpose of Export-Import Policy formulation.

If any person makes any contravention to any law or commits economic offence or imports/exports in a manner prejudicial to the trade relations of India or to the interest of other person engaged in imports or exports then there shall be no Import Export Code number granted by Director-General to such person and if in case granted shall stand cancelled or suspended. Provision of search and seizure of Code of Criminal Procedure, 1973 shall apply to every search and seizure made under this Act. In case of appeals in a case the order made by the appellate authority shall be considered to be final. The powers of the civil court under Code of Civil Procedure, 1908 shall vest in him.

The EXIM Policy is a set of guidelines and instructions established by the DGFT in matters related to the export and import of goods in India. This policy is regulated under the said act. DGFT is the main

governing body in matters related to the EXIM Policy. The Act shall provide development and regulation of foreign trade by facilitating imports into, and augmenting exports from India. Trade Policy is prepared and announced by the Central Government (Ministry of Commerce).

Foreign Exchange Management Act, 1999 (“FEMA”)

Foreign investment in India is primarily governed by the provisions of the Foreign Exchange Management Act, 1999 and the rules and regulations promulgated there under. FEMA aims at amending the law relating to foreign exchange with facilitation of external trade and payments for promoting orderly developments and maintenance of foreign exchange market in India. It applies to all branches, offices and agencies outside India owned or controlled by a person resident in India and also to any contravention there under committed outside India by any person to whom this Act applies. Every exporter of goods is required to a) furnish to the Reserve Bank or to such other authority a declaration in such form and in such manner as may be specified, containing true and correct material particulars, including the amount representing the full export value or, if the full export value of the goods is not ascertainable at the time of export, the value which the exporter, having regard to the prevailing market conditions, expects to receive on the sale of the goods in a market outside India; b) furnish to the Reserve Bank such other information as may be required by the Reserve Bank for the purpose of ensuring the realization of the export proceeds by such exporter. The Reserve Bank may, for the purpose of ensuring that the full export value of the goods or such reduced value of the goods as the Reserve Bank determines, having regard to the prevailing market conditions, is received without any delay, direct any exporter to comply with such requirements as it deems fit. Every exporter of services shall furnish to the Reserve Bank or to such other authorities a declaration in such form and in such manner as may be specified, containing the true and correct material particulars in relation to payment for such services.

FEMA Regulations

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

THE FOREIGN DIRECT INVESTMENT

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment (“**FDI**”) through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“**DIPP**”), has issued consolidated FDI Policy Circular of 2017 (“**FDI Policy 2017**”), which with effect from August 28, 2017, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2017 will be valid until the DIPP issues an updated circular.

The Reserve Bank of India (“**RBI**”) also issues Master Directions Foreign Investment in India and updates at the same from time to time. Presently, FDI in India is being governed by Master Directions on Foreign Investment No. RBI/FED/2017-18/60 FED Master Direction No. 11/2017-18 dated

January 4, 2018, as updated from time to time by RBI. In terms of the Master Directions, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Directions. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including the filing of Form FC-GPR.

Under the current FDI Policy of 2017, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. At present 100 % foreign direct investment through automatic route is permitted in the sector in which our Company operates. Therefore, applicable foreign investment up to 100% is permitted in our company under automatic route.

OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

BRIEF HISTORY AND CORPORATE PROFILE

Our Company was originally incorporated as Suravaram Marketing Private Limited at Secunderabad, Andhra Pradesh as a Private Limited Company under the provisions of Companies Act, 1956 *vide* Certificate of Incorporation dated June 14, 2004 bearing Registration No. 01-43476 of 2004-2005, issued by the Registrar of Companies, Andhra Pradesh, Hyderabad (now Registrar of Companies, Hyderabad). Subsequently, the name of our Company was changed to Great Sports Infra Private Limited, pursuant to a Special Resolution passed at an Extra-Ordinary General Meeting of shareholders held on March 16, 2009 for the purpose of Corporate Rebranding, and a fresh Certificate of Incorporation dated April 1, 2009 was issued by Assistant Registrar of Companies, Andhra Pradesh. Thereafter, the shareholders of our Company *vide* special resolution passed at the Extra-Ordinary General Meeting held on July 18, 2018, approved the conversion of our Company from Private Limited Company to a Public Limited Company and a Fresh Certificate of Incorporation consequent upon Conversion from Private Company to Public Company dated August 03, 2018 was issued by the Registrar of Companies, Hyderabad and the name of our Company was changed to Great Sports Infra Limited. The Corporate Identification Number (CIN) of our Company is U52520TG2004PLC043476.

Anil Kumar Suravaram and Sujatha Reddy Suravaram were the initial subscribers to the Memorandum of Association of our Company.

Anil Kumar Suravaram is the promoter of our Company. The details in this regard have been disclosed in the chapter titled, “*Our Promoter and Promoter Group*” beginning on page 210 of this Draft Red Herring Prospectus.

Our core business is to undertake sports infrastructure projects on turn-key basis across certain countries in South Asia. We are specialized in sports flooring and have an established track record in installation of artificial grass/sports turf, synthetic athletic tracks, natural grass play surfaces, indoor and outdoor modular sports flooring, modular stadium seating, etc. We provide sports infrastructure construction and related services to private customers, Indian Armed Forces and the State and Central Government. Government funded projects accounted for 89.98% of our revenues from operations for the period ended March 31, 2018.

For information on our Company’s profile, activities, market, products, etc, market of each segment, standing of our Company in comparison with prominent competitors, with reference to its products, management, managerial competence, technology, market, major suppliers and customers, environmental issues, geographical segment, etc. wherever applicable, please refer to this chapter and chapters titled “*Our Business*”, “*Our Industry*”, “*Financial Statements as Restated*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operation*”, “*Government and Other Statutory Approvals*” beginning on page 151, 125, 216, 217 and 244 respectively of this Draft Red Herring Prospectus.

CHANGES IN REGISTERED OFFICE OF OUR COMPANY

The Registered Office of our Company is currently situated at Flat No 101, 1-10-68/4, Plot No 52, Street No. 2, Chikoti Gardens, Begumpet, Hyderabad-500 016, Telangana, India.

The details of change in address of our Registered Office since incorporation is set forth below:

Effective Date	From	To	Reason for change
March 16, 2009*	6-1-119/14 (302), Padmarao Nagar, Street No.3, Secunderabad-500 025, Andhra Pradesh, India	Flat No 101,1-10-68/4, Plot No 52, Street No. 2, Chikoti Gardens, Begumpet, Hyderabad-500016, Telangana, India	Administrative Convenience

*Our Board of Directors approved change in address of our Registered Office as the change was within the local limits of the city where the Registered Office of the Company was situated.

KEY EVENTS AND MILESTONES IN THE HISTORY OF OUR COMPANY

The following table sets forth the key events and milestones in the history of our Company, since incorporation:

Financial Year	Events and Milestones
2004	Incorporation of our Company with the name “Suravaram Marketing Private Limited”
2009	Change of name from Suravaram Marketing Private Limited to Great Sports Infra Private Limited
2012	Awarded Emerging Entrepreneur 2012 from Confederation of Indian Industry
2015	Awarded Skoch Order of Merit for qualifying in India’s Best SMEs
2016	Installed SubAir Sport system for the Karnataka Cricket Association, Bangalore, Karnataka
	Constructed an IAAF Class – II certified 400 meter 8 lane Full – PUR with Full EPDM Synthetic Track at Airport Station, Jalahalli.
	Awarded for Scoring in the Top 100 SME Company in India by Axis Bank
2017	Completed successful installation of Alcor Modular galleries Oval option with 14,570 seating capacity at Rajiv Gandhi Stadium, Mizoram.
	Completed successfully the work of “Replacement of 8 Lane Synthetic Athletic Track” with Class 1 certification by the Government of West Bengal
2018	Awarded Green SME of the year by ICICI Bank and CNBC TV-18 at the 10 th Emerging India Awards
	Awarded SME Empowering India Award in the category of – Sports Infrastructure by Arrucus Media Private Limited

The main object of our Company, as contained in our Memorandum of Association, is as set forth below:

1. To carry on the business as importers, exporters, manufacturers, buyers, sellers, dealers, distributors, service providers, of all types of goods and merchandise, including turf, carpet, artificial & natural grass, chattel, produce, things and commodities, including modular steel seating, galvanized steel parts, indoor and outdoor seats and seating systems, turf conditioning systems, equipments, wired and wireless sensors, aerators, blower-impellers, electrical parts and units, variable frequency drives, motors, light emitting diodes, sports lighting, metal halides, masts, lifts, transformers, turf maintenance machinery and equipments, HDPE pipes, PVC Pipes, DWC pipes, drainage works, crumb rubber, EPDM rubber and rubber granules, silica sand, quartz sand, river sand, Polyurathene, adhesives, solvents and chemicals, Polypropylene sports tiles, PVC flooring, wooden flooring, turf protection systems, building construction, road construction, stadium fittings and accessories, stadium construction, stadium operations and management, display boards, screens, tensile fabrics, roofing systems, roof structures, foundations, paints and painting equipment, sound systems, fire-fighting equipments, sprinkler systems, all sports related tools including fencing tools , floodlighting etc, E-Sports games and equipments, sports and entertainment arenas, software development including fan engagement, fan experience and entertainment etc, online/offline or web applications, E-Commerce, rental of sports products or equipments, air supported or frame supported dome structures, designing, sports goods, sportswear, EPC and allied activities, and could span across various industries and across the Globe.

2. To conduct all types of selling and purchasing activities directly (both in internal and external markets) on its own or as joint venture partners, sales, purchases or commission agents and brokers; to act as Service agents for providing After-Sales services and other Technical services; to carry on business as Marketing and Technical consultants both in internal and external markets; to carry on the business of trading and marketing of all kinds of goods, merchandise, articles and services; and to carry out market surveys, research, training programs and purchasing or otherwise acquiring advertising space.
3. To act as sales organizers as well as consultants in the field of industrial, business, management, administration, productivity marketing, import export purchase, and advisers in all the respective branches and in such capacity to give advice and information and render services in person, a firm, company or body incorporate or authority or Government which may be given or rendered while carrying on such business as aforesaid which may lead to or be conducive to the adoption by the constituent or principals or generally of efficient methods of effecting sales and marketing goods, economy in effecting sales and marketing goods, and rendering of all services organize in any part of the world, sales promotion drives, seminars, exhibitions, fairs, and other similar activities for and on behalf of customers or prospects to attain.
4. To provide infrastructure related services, including sports infrastructure, which may include procurement and supply of all the relevant products such as sports surfaces including synthetic turf, indoor sports flooring made of PVC or Polypropylene or Polyurethane or Wood or any other natural or man-made material, athletic tracks for track & field events, walking, jogging made of any natural or man-made materials or a combination thereof, equipment - both for play as well as maintenance, other equipment, tools and accessories for all purposes, scoreboards and display units, seating, controlled-entry turnstiles, timing and clocks, measurement and all such items, consultancy and advice related to the planning and execution of sports facilities, installation related work, which may include sub-base preparations involving civil work related to soiling, asphalt works, drainage works etc; installing and commissioning of all sports surfaces, equipment etc, renovation, repairs and refurbishing of sports facilities and infrastructure etc. and all other infrastructure and facilities related activities including construction of spectator stands, change rooms, parking, approach roads etc.

AMENDMENTS TO THE MOA OF OUR COMPANY SINCE INCORPORATION

Since incorporation, the following changes have been made to our Memorandum of Association

Sr No.	Date of Shareholder's Approval	Particulars of Amendment	Clause amended	AGM/ EGM
1.	June 27, 2004	Increase in Authorized Share Capital from Rs. 1,00,000/- consisting of 10,000 Equity shares of Rs. 10/- each to Rs. 50,00,000/- consisting of 5,00,000 Equity shares of Rs. 10/- each.	Clause V	EGM
2.	November 19, 2004	Increase in Authorized Share Capital from Rs. 50,00,000/- consisting of 5,00,000 Equity shares of Rs. 10/- each to Rs. 75,00,000/- consisting of 7,50,000 Equity shares of Rs. 10/- each.	Clause V	EGM
3.	May 5, 2006	Increase in Authorized Share Capital from Rs. 75,00,000/- consisting of 7,50,000 Equity shares of Rs. 10/- each to Rs. 1,00,00,000/- consisting of 10,00,000 Equity shares of Rs. 10/- each.	Clause V	EGM
4.	February 14, 2009	Alteration in object clause by inserting clause 4 in the main clause of the MOA	Clause III	EGM

Sr No.	Date of Shareholder's Approval	Particulars of Amendment	Clause amended	AGM/ EGM
5.	March 16, 2009	Name of our Company changed from Suravaram Marketing Private Limited to Great Sports Infra Private Limited.	Clause I	EGM
6.	February 14, 2012	Increase in Authorized Share Capital from Rs. 1,00,00,000/- consisting of 10,00,000 Equity shares of Rs. 10/- each to Rs. 2,00,00,000/- consisting of 20,00,000 Equity shares of Rs. 10/- each.	Clause V	EGM
7.	July 18, 2018	Increase in Authorized Share Capital from Rs. 2,00,00,000/- consisting of 20,00,000 Equity shares of Rs. 10/- each to Rs. 12,00,00,000/- consisting of 1,20,00,000 Equity shares of Rs. 10/- each.	Clause V	EGM
8.	July 18, 2018	Conversion of the Company from Private Limited to Public Limited and consequent change in the name from "Great Sports Infra Private Limited" to "Great Sports Infra Limited".	Clause I	EGM
9.	July 18, 2018	Alteration in object clause by amending clause 3(A) and 3(B) in the main objects of the MOA	Clause III	EGM

COUNTRYWISE EXPORT SALES FOR THE YEAR ENDED MARCH 2018

(Amount in Rs. lakhs)

Particulars	F.Y 2017-18	F.Y. 2016-17	F.Y 2015-16	F.Y 2014-15
Mauritius	74.17	491.26	44.68	738.50
Maldives	-	59.74	112.65	381.78
Afganisthan	-	-	-	21.58
Thailand	-	82.67	-	-
Bangladesh	-	-	60.80	113.32
Sri Lanka	-	137.91	-	-
Total	74.17	771.59	218.13	1,255.18

HOLDING COMPANY OF OUR COMPANY

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

SUBSIDIARY COMPANY OF OUR COMPANY

Our Company does not have any other subsidiary as on the date of filing of this Draft Red Herring Prospectus.

CAPITAL RAISING ACTIVITIES THROUGH EQUITY OR DEBT

For details regarding our capital raising activities through equity and debt, refer to the section titled "Capital Structure" beginning on page 92 of this Draft Red Herring Prospectus.

INJUNCTIONS OR RESTRAINING ORDERS

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

MERGERS AND ACQUISITIONS IN THE HISTORY OF OUR COMPANY

Our Company has not merged/amalgamated itself nor has acquired any business/undertaking, since incorporation.

SHAREHOLDERS AGREEMENTS

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

OTHER AGREEMENTS

Our Company has not entered into any agreements / arrangements except under normal course of business of the Company, as on date of filing of this Draft Red Herring Prospectus.

For details of agreements / arrangements under normal course of business of the Company refer chapter titled “*Our Business*” beginning on page 151 of this Draft Red Herring Prospectus.

STRATEGIC/ FINANCIAL PARTNERS

Our Company does not have any strategic/financial partner as on the date of filing of this Draft Red Herring 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 Red Herring Prospectus.

CONVERSION OF LOANS INTO EQUITY SHARES

There have been no incident of conversion of loans availed from financial institutions and banks into Equity Shares as on the date of this Draft Red Herring Prospectus.

CHANGE IN ACTIVITIES OF OUR COMPANY IN THE LAST FIVE YEARS

There has been no change in the activities of our Company during the last five years.

STRIKES AND LOCKOUTS

There have been no strikes or lockouts in our Company since incorporation.

REVALUATION OF ASSETS

Our Company has not revalued its assets since incorporation and has not issued any Equity Shares including bonus shares by capitalizing any revaluation reserves.

TIME AND COST OVERRUNS IN SETTING UP PROJECTS

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

NUMBER OF SHAREHOLDERS

Our Company has 20 shareholders as on date of this Draft Red Herring Prospectus.

OUR MANAGEMENT

BOARD OF DIRECTORS

Our Company is required to have not less than 3 directors and not more than 15 directors, subject to the applicable provisions of the Companies Act. We currently have five directors on our Board.

The following table sets forth details regarding our Board of Directors as on date of this Draft Red Herring Prospectus:

Sr. No.	Name, Father's/Husband's Name, Age, Designation, Address, Occupation, Nationality, DIN and Term	Date of Last Appointment/ Reappointment as Director	Other Directorship
1.	Name: Anil Kumar Suravaram Father's Name: Krishnavardhan Suravaram Age: 49Years Designation: Managing Director Address: 6-1-119/14, Sardar Patel College, Padmarao Nagar, Secunderabad - 500025, Telangana, India Occupation: Business Nationality: Indian DIN: 00045478 Term: For a period of 3 Years with effect from August 20, 2018 to August 19, 2021	Originally appointed on June 15, 2004 Re-Designated as Managing Director on August 6, 2018 With effect from August 20, 2018	Public Limited Company Nil Private Limited Company Nil Limited Liability Partnership Nil
2.	Name: Suravaram Sudhir Father's Name: Krishna Vardhan Suravaram Age: 45 Years Designation: Non-Executive Director Address: 6-1-119/14, Sardar Patel College, Padmarao Nagar, Hyderabad – 500 003, Telangana, India Occupation: Professional Nationality: Indian DIN: 08175093 Term: Liable to retire by rotation	Originally appointed on July 10, 2018 Regularized on July 18, 2018	Public Limited Company Nil Private Limited Company Nil Limited Liability Partnership Nil
3.	Name: Piyush Mutha Father's Name: Prakash Chand Mutha Age: 49 Years Designation: Independent Director Address: 41, University Road, Ujjain – 456010, Madhya Pradesh, India Occupation: Business Nationality: Indian DIN: 00424206	Originally appointed on August 21, 2018 Regularized on August 25, 2018 with effect from August 21, 2018.	Public Limited Company • Vippy Spin Pro Limited Private Limited Company • Starshine Enterprises Private Limited Limited Liability Partnership Nil

Sr. No.	Name, Father's/Husband's Name, Age, Designation, Address, Occupation, Nationality, DIN and Term	Date of Last Appointment/ Reappointment as Director	Other Directorship
	Term: For a period of 2 Years with effect from August 21, 2018		
4.	Name: Sanjay Upendram Father's Name: Sankar Upendram Age: 48 Years Designation: Independent Director Address: 10-3-311/771 ,Road No. 3, Castle Hills, Masab Tank, Hyderabad – 500057, Telangana, India Occupation: Business Nationality: Indian DIN: 02296329 Term: For a period of 2 Years with effect from August 21, 2018	Originally appointed on August 21, 2018 Regularized on August 25, 2018 with effect from August 21, 2018.	Public Limited Company Nil Private Limited Company 1. Butterfly Edufields Private Limited 2. Amarthi Management Consulting Private Limited Partnership Nil
5.	Name: Santha Kunnenkeril John Father's Name: George Oommen Age: 71 years Designation: Independent Director Address: H No 8-2-293/82/J111/550T, Aymanam Road 92, Opp BSNL Telephone Tower, Jubilee hills, Hyderabad - 500033, Telangana, India Occupation: Business Nationality: Indian DIN: 00848172 Term: For a period of 2 Years with effect from August 21, 2018	Originally appointed on August 21, 2018 Regularized on August 25, 2018 with effect from August 21, 2018.	Public Limited Company 1. Taj Gvk Hotels And Resorts Limited 2. Gvk Power & Infrastructure Limited Private Limited Company 1. JWT Mindset Advertising Private Limited Partnership 1. Elanistpro LLP

BRIEF PROFILE OF OUR DIRECTORS

Anil Kumar Suravaram, aged 49 years, an Indian inhabitant, residing at 6-1-119/14, Sardar Patel College, Padmarao Nagar, Secunderbad-500025, Telangana, India, is the Promoter and Managing Director of our Company. He has been associated with the Company since inception as the Managing Director of the Company. He has completed Bachelor of Engineering (Mechanical) from Osmania University, Masters in Business Administration from University of Poona. He was previously associated with Ramco Systems and Majesco software Inc. He is the guiding force behind all the strategic decisions of Company and is entrusted with the responsibility of looking after the overall management and operations of Company. He is a first generation entrepreneur and has an experience of more than 15 years in business development and management functions. He is currently responsible for developing and executing Company's business strategies and overseeing the Company's financial performance, investments and other business ventures.

Suravaram Sudhir, aged 45 years, is appointed as Non-Executive Director of our company. He was appointed as an Additional Director on July 10, 2018 and has been regularized as a Director with effect from July 18, 2018. He holds a degree in Bachelor of Medicine and Bachelor of Surgery from

University of Health Sciences, Andhra Pradesh.

Piyush Mutha, aged 49 years, is appointed as an Independent Director of our company. He was appointed as an Additional Director (Independent) on August 21, 2018 and has been regularized as Independent Director with effect from August 25, 2018 for a period of two (2) years (from original appointment). He has completed Bachelor of Engineering (Mechanical) from Ravishankar University, Raipur. He has around 20 years' experience in the Textile and Solvent Extraction Industry. He is the Managing Director of Vippy Spin Pro Limited since 1992.

Sanjay Upendram, aged 48 years, is appointed as an Independent Director of our company. He was appointed as an Additional Director (Independent) on August 21, 2018 and has been regularized as Independent Director with effect from August 25, 2018 for a period of two (2) years (from original appointment). He has completed Bachelor of Engineering (Mechanical) from Osmania University. He is currently the Director of Amarthi Management Consulting Private Limited.

Santha Kunnenkeril John, aged 71 years, is appointed as an Independent Director of our company. She was appointed as an Additional Director (Independent) on August 21, 2018 and has been regularized as Independent Director with effect from August 25, 2018 for a period of two (2) years (from original appointment).

CONFIRMATIONS

1. Except as mentioned below, none of our Directors are related to each other within the meaning of section 2(77) of the Companies Act, 2013.

Name of First Person	Name of Other Person	Relationship
Anil Kumar Suravaram	Suravaram Sudhir	Brother

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 our 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 or (b) delisted from the stock exchange during the term of their directorship in such companies.
6. Our Promoter, persons forming part of our Promoter Group, Directors or persons in control of our Company, has not 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.

REMUNERATION/COMPENSATION/COMMISSION PAID TO DIRECTORS

Except as disclosed below, none of the Directors were paid any remuneration during the last financial year ended on March 31, 2018:

Sr. No.	Name of the Director	Remuneration in the Fiscal 2018 (Rs. in Lakhs)
1.	Anil Kumar Suravaram	87.00

Terms and conditions of employment of our Managing Director:

Anil Kumar Suravaram has been appointed as Managing Director of our Company for a period of 3 years with effect from August 20, 2018. Further, He will be paid Rs. 75.00 lacs per annum and incentives / commission to be paid 4% on profits and perquisites will be as per Company's rules and regulations.\

Remuneration	Salary of Rs. 6,25,000/- per month
Terms of Appointment	For a period of 3 Years from the date of Appointment i.e. till August 19, 2021.
Benefits and Allowance	• Profit related commission @ 4% of net profit • Motor car for official and personal use • Medical Insurance Premium upto a maximum limit of INR 2 lakhs per annum • Club Membership Fee upto a maximum limit of INR 3 lakhs per annum • Reimbursement of medical expenditure upto a maximum limit of INR 2 lakhs per annum • Reimbursement of Leave travel for self and family upto a maximum limit of INR 8 lakhs per annum • Reimbursement of Household help – Servant, Cook, Driver etc. upto a maximum limit of INR 2 lakhs per annum

Terms and conditions of employment of our Independent Directors and Non-Executive Directors

Non-Executive and Independent Directors of our Company may be paid sitting fees, commission and any other amounts as may be decided by our Board in accordance with the provisions of the Articles of Association, the Companies Act, 2013 and other applicable laws and regulations.

SHAREHOLDING OF OUR DIRECTORS IN THE COMPANY

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

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

Sr. No.	Name of the Director	No. of Equity Shares	% of Pre Offer Equity Share Capital	% of Post Offer Equity Share Capital
1.	Anil Kumar Suravaram	44,22,348	56.37%	[●]
2.	Suravaram Sudhir	67,746	0.86%	[●]

INTERESTS OF DIRECTORS

Our Directors are interested in our Company in the following manner: -

- All the Directors may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of the Board or a Committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable to them under the Articles of Association;
- Our Directors may also be deemed to be interested to the extent of Equity Shares, if any, already held by them to the extent of any dividends payable to them and other distributions in respect of the said Equity Shares;
- All the Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any company in which they hold directorships or any partnership firms in which they are partners as declared in their respective declarations.

- d) Our Managing Director, Anil Kumar Suravaram may deemed to be interested to the extent of being Promoter of our Company. For further details, refer to the chapter titled “*Our Promoter and Promoter Group*” beginning on page 210 of this Draft Red Herring Prospectus.
- e) None of our directors are interested in any property acquired by our Company within two years of the date of the offer document or proposed to be acquired by it.
- f) Our Director, Anil Kumar Suravaram have extended their personal guarantees for securing the repayment of certain bank loans obtained by our Company. For details, please refer chapter titled “*Financial Indebtedness*” beginning on page 234 of this Draft Red Herring Prospectus.

Except as stated above and under the heading “Financial Statements, as restated – Annexure IV.35 – Restated Statement of Related Parties Transactions” on page 216, under the section titled “Financial Information”, we have not entered into any contract, agreements or arrangements during the preceding two years from the date of this Draft Red Herring Prospectus in which the Directors are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company.

SHAREHOLDING OF DIRECTORS IN SUBSIDIARIES AND ASSOCIATE COMPANIES

Our Company does not have a Subsidiary or an Associate Company as on the date of filing this Draft Red Herring Prospectus.

CHANGES IN OUR BOARD OF DIRECTORS DURING THE LAST THREE YEARS

Following are the changes in directors of our Company in last three years prior to the date of this Draft Red Herring Prospectus:

Name	Date of event	Nature of event	Reason
Piyush Mutha	August 25, 2018	Regularisation	Regularisation of Independent Director
Sanjay Upendram	August 25, 2018	Regularisation	Regularisation of Independent Director
Santha Kunnenkeril John	August 25, 2018	Regularisation	Regularisation of Independent Director
Sujatha Reddy Suravaram	August 23 2018	Cessation	Resignation
Piyush Mutha	August 21, 2018	Appointment	Appointment as Additional Independent Director
Sanjay Upendram	August 21, 2018	Appointment	Appointment as Additional Independent Director
Santha Kunnenkeril John	August 21, 2018	Appointment	Appointment as Additional Independent Director
Suravaram Sudhir	July 18, 2018	Regularisation	Regularisation of Independent Director
Suravaram Sudhir	July 10, 2018	Appointment	Appointment as Additional Director
Keshav V. Muratee	July 30, 2016	Cessation	Resignation

BORROWING POWERS OF THE BOARD

Pursuant to a special resolution passed at an Annual General Meeting of our Company held on August 25, 2018 and pursuant to Section 180(1)(c) and any other applicable provisions, of the Companies Act, 2013 and the rules made thereunder, consent of Members be and is hereby accorded to borrow from time to time, any sum or sums of monies, which together with the monies already borrowed by

the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid up capital of the company and free reserve, that is to say, reserves not set apart for any specific purposes, provided that the total outstanding amount so borrowed, shall not at any time exceed the limit of Rs. 100 Crores.

CORPORATE GOVERNANCE

In addition to the applicable provisions of the Companies Act, 2013 with respect to corporate governance, provisions of the SEBI Listing Regulations will also be complied with the extent applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchange.

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 Regulations, 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.

The Board functions either as a full board or through the various committees constituted to oversee specific operational areas.

Currently our Board has 5 directors out of which 3 are Independent Directors. The constitution of our Board is in compliance with the requirements of section 149 of the Companies Act, 2013.

The following committees have been formed in compliance with the corporate governance norms:

- A)** Audit Committee
- B)** Stakeholders Relationship Committee
- C)** Nomination and Remuneration Committee
- D)** Corporate Social Responsibility committee
- E)** IPO Committee

A) Audit Committee

Our Company has reconstituted an audit committee ("Audit Committee"), as per section 177 of the Companies Act 2013 vide resolution passed in the meeting of the Board of Directors dated August 23, 2018. The constituted Audit Committee comprises following members:

Name of the Director	Status	Nature of Directorship
Piyush Mutha	Member	Independent Director
Sanjay Upendram	Member	Independent Director
Anil Kumar Suravaram	Member	Managing Director

The Company Secretary and Compliance Officer of the Company would act as the Secretary to the Audit Committee.

The Audit Committee shall have following powers/responsibilities:

- a. To investigate any activity within its terms of reference.
- b. To seek information from any employee.
- c. To obtain outside legal or other professional advice, and
- d. To secure attendance of outsiders with relevant expertise if it considers necessary

The Audit Committee shall mandatorily review the following information:

- a. Management discussion and analysis of financial condition and results of operations Statement of significant related party transactions (as defined by the audit committee), submitted by management;

- b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d. Internal Audit reports relating to internal control weaknesses; and
- e. The appointment, removal and terms of remuneration of the Chief Internal Auditor.

The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the Audit committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

The role of the Audit Committee not limited to but includes:

- 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. Approving payment to statutory auditors for any other services rendered by the statutory auditors;
- 4. Approving initial or any subsequent modification of transactions of the Company with related parties;
- 5. Scrutinizing inter-corporate loans and investments;
- 6. Valuation of undertakings or assets of the Company, wherever it is necessary;
- 7. Evaluation of internal financial controls and risk management systems;
- 8. Monitoring the end use of funds raised through public offers and related matters;
- 9. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section (3) of section 134 of the Companies Act, 2013;
 - b) Changes, if any, in accounting policies and practices along with 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; and
 - g) Qualifications in the draft audit report.
- 10. Reviewing, with the management, the half yearly financial statements before submission to the board for approval;
- 11. 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;
- 12. Reviewing, with the management, performance of statutory and internal auditors, and 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. Discussing with the internal auditors any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. Discussing with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. Looking 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. Reviewing the functioning of the Whistle Blower mechanism, in case the same is existing;
19. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
20. Approving the appointment of the Chief Financial Officer (i.e. the whole time finance director or any other person heading the finance function) after assessing the qualifications, experience and background, etc, of the candidate;
21. To investigate any other matter referred to by its Board of Directors; and
22. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee or contained in the equity listing agreements as and when amended from time to time.

Explanation (i): The term "related party transactions" shall have the same meaning as contained in the Accounting Standard 18, Related Party Transactions, issued by The Institute of Chartered Accountants of India.

Meeting of Audit Committee and relevant Quorum

The committee shall meet at least four times in a year and not more than four months shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher but there shall be presence of minimum two Independent members at each meeting. Meeting of the Audit Committee shall be called by at least seven days' notice in advance.

Tenure:

The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.

B) Stakeholder's Relationship Committee

Our Company has reconstituted a shareholder / investors grievance committee ("*Stakeholders' Relationship Committee*") to redress complaints of the shareholders. The Stakeholders Relationship Committee was constituted vide resolution passed at the meeting of the Board of Directors held on August 23, 2018.

The Stakeholder's Relationship Committee comprises the following Directors:

Name of the Director	Status	Nature of Directorship
Sanjay Upendram	Member	Independent Director
Santha Kunnenkeril John	Member	Independent Director
Anil Kumar Suravaram	Member	Managing Director

The Company Secretary of our Company shall act as a Secretary to the Stakeholder's Relationship Committee.

The scope and function of the Stakeholder's Relationship Committee and its terms of reference shall include the following:

- A. Tenure:** The Stakeholder/ Investor Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholder / Investor Relationship Committee as approved by the Board.
- B. Meetings:** The Stakeholder/ Investor Relationship Committee shall meet at least at least four times a year with maximum interval of four months between two meetings and shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher
- C. Terms of Reference:** Redressal of shareholders' and investors' complaints, including and in respect of:
 1. Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the cages in the reverse for recording transfers have been fully utilized;
 2. Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.; and
 3. Review the process and mechanism of redressal of Shareholders /Investors grievance and suggest measures of improving the system of redressal of Shareholders /Investors grievances;
 4. Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties;
 5. Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them;
 6. Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Probation of insider Trading) Regulations, 1992 as amended from time to time;
 7. Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting;
 8. Carrying out any other function contained in the SME equity listing agreement as and when amended from time to time.

C) Nomination and Remuneration Committee

Our Company has reconstituted a Nomination and Remuneration Committee in accordance section 178 of Companies Act 2013. The constitution of the Nomination and Remuneration Committee was approved by a Meeting of the Board of Directors held on August 23, 2018. The said committee is comprised as under:

The Nomination and Remuneration Committee comprises the following Directors:

Name of the Director	Status	Nature of Directorship
Sanjay Upendram	Member	Independent Director
Santha Kunnenkeril John	Member	Independent Director
Piyush Mutha	Member	Independent Director

The Company Secretary of our Company shall act as a Secretary to the Nomination and Remuneration Committee. The scope and function of the Committee and its terms of reference shall include the following:

- A. **Tenure:** The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.
- B. **Meetings:** The committee shall meet as and when the need arise for review of Managerial Remuneration. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. Meeting of the Nomination and Remuneration/Compensation Committee shall be called by at least seven day's notice in advance.

The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. Meeting of the Nomination and Remuneration Committee shall be called by at least seven day's notice in advance.

C. **Terms of Reference:**

- Identify persons who are qualified to become Directors and may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluations of every director's performance;
- Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for directors, Key Managerial Personnel and other employees;
- Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors;
- Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose;
- Decide the amount of Commission payable to the Whole time Directors;
- Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc;
- To formulate and administer the Employee Stock Option Scheme.
- Formulate the assessment/evaluation criteria for performance evaluation of the Directors of the Company;
- Devise a policy on the Board diversity;
- Carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable;

D) **Corporate Social Responsibility Committee:**

Our Company has constituted a Corporate Social Responsibility Committee in accordance section 135 of Companies Act 2013. The constitution of the Corporate Social Responsibility Committee was approved by a Meeting of the Board of Directors held on August 23, 2018. The said committee is comprised as under:

The Corporate Social Responsibility Committee comprises the following Directors:

Name of the Director	Status	Nature of Directorship
Santha Kunnenkeril John	Chairperson	Independent Director
Suravaram Sudhir	Member	Non-Executive Director
Anil Kumar Suravaram	Member	Managing Director

- A. **Tenure:** The Corporate Social Responsibility Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

B. Terms of Reference:

- To formulate, revise and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per the Companies Act, 2013;
- To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the company;
- To monitor the CSR policy of the Company from time to time;
- Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

E) IPO Committee:

Our Company has constituted a Corporate Social Responsibility Committee vide Board Resolution dated August 23, 2018.

Committee Members:

Name of the Director	Status	Nature of Directorship
Piyush Mutha	Member	Independent Director
Anil Kumar Suravaram	Member	Managing Director
Sanjay Upendram	Member	Independent Director

RESOLVED FURTHER THAT IPO Committee shall have the following Rules for its working:

▪ Chairman of the Committee:

In the absence of the Chairman of the IPO Committee from the meeting, the members of the IPO Committee shall elect one of its members as the Chairman of that Committee meeting.

- Quorum:**
- The Quorum for the committee meeting shall be the presence of any 2 (two) of the members.

▪ Decision & Voting Power:

All the decision of the committee shall be taken by vote of majority. Members of the committee shall be entitled to vote, in case of equality. The Chairman shall have one casting vote. The Secretary and Chief Financial Officer of the Company shall attend and participate at but shall not have the right to vote.

▪ Responsibility of Committee:

The IPO Committee exercises powers in relation to the matters listed below:

1. the IPO Committee has been constituted to decide the terms and conditions of the Offer, finalisation and filing of the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus with SEBI, the Stock Exchange and other regulatory bodies as may be required;
2. handle all matter relating to appointment of intermediaries and advisors in relation to the IPO;
3. deciding on allocation of the equity shares to specific categories of persons;
4. opening of bank accounts, securities account, escrow or custodian accounts, submitting applications and seeking listing of Equity Shares with the Stock Exchange;
5. determining and finalising the price band, bid opening and closing date of this Offer, approving and finalising the 'Basis of Allocation';
6. determining the price at which the Equity Shares are to be offered to the investors; 7. settling difficulties and doubts arising in relation to the IPO;

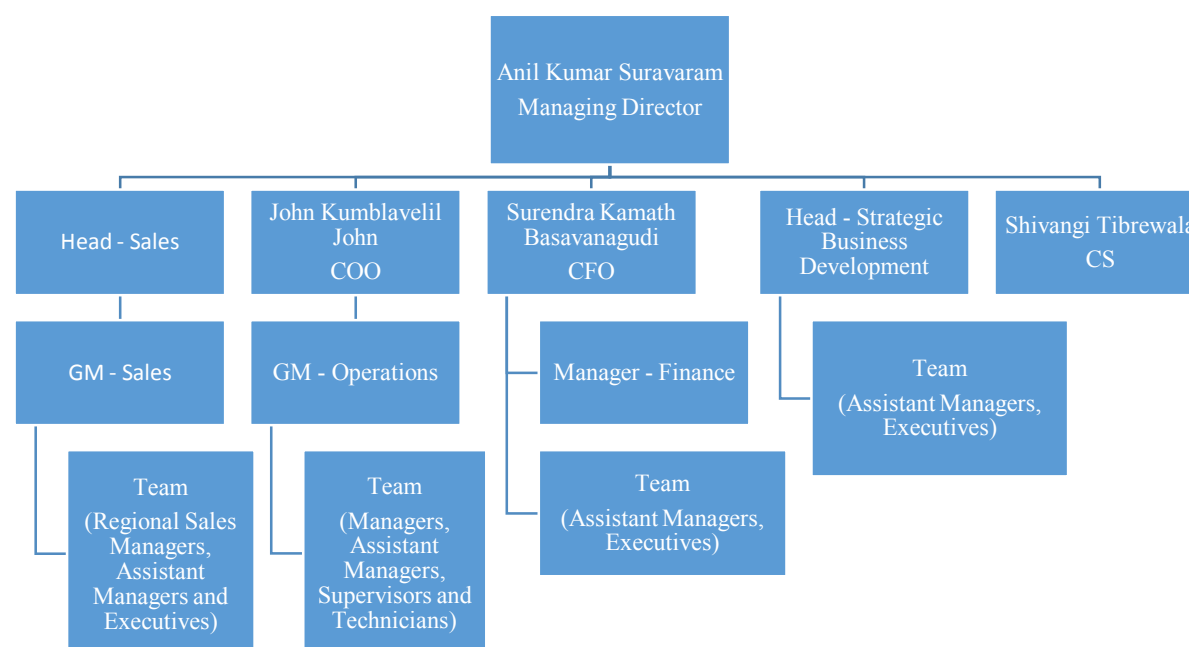
7. empowering the authorized officers to enter into and execute any agreements or arrangements in relation to the IPO; and
8. carry out all acts and take all decisions as may be necessary for the purposes of the IPO and listing.

Policy on Disclosures and Internal Procedure for Prevention of Insider Trading

The provisions of Regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on SME Platform of National Stock Exchange of India Limited. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on SME Platform of National Stock Exchange of India Limited.

Shivangi Tibrewala, Company Secretary & Compliance Officer, will be 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.

ORGANIZATION STRUCTURE



KEY MANAGERIAL PERSONNEL

Our Company is managed by our Board of Directors, assisted by qualified and experienced professionals, who are permanent employees of our Company. Below are the details of the Key Managerial Personnel of our Company, other than Anil Kumar Suravaram, Managing Director of our Company. For details of our Managing Director, please see page 196 appearing in the chapter titled “Our Management” beginning on page 195 of this Draft Red Herring Prospectus.

Surendra Kamath Basavanagudi

Surendra Kamath Basavanagudi, aged 59 years is the Chief Financial Officer of our Company. He has completed Bachelor of Commerce from University of Mysore. He has been appointed as Chief Financial Officer of the Company w.e.f. August 6, 2018. Prior to joining our Company he has worked at FDC Limited from the year 1991 to 2006. His gross remuneration in the Financial Year 2017-18 was Rs. 9.93 lakhs. He is responsible for the overall accounting, finance and taxation of our Company.

Shivangi Tibrewala

Shivangi Tibrewala, aged 22 years is the Company Secretary and Compliance officer of our Company. She holds a degree in Bachelor of Commerce from Osmania University. She is an Associate member of the Institute of Company Secretaries of India. She was appointed as Company Secretary and Compliance Officer of our Company in August, 2018 and has therefore not received any remuneration for the Financial Year 2017-18. She is responsible for all the legal and secretarial work and compliances of our Company.

John Kumblavelil John

John Kumblavelil John, aged 54 years is the Chief Operating Officer of our company. He is working with our Company since 2011. He holds a Bachelor's degree of Arts from National Defence Academy, Khadakwasla, Pune. He is a graduate in Financial Management & Audit Sensitization for Defence Officers from National Academy of Audit & Accounts, Shimla. He has completed specialised training course sponsored by Directorate General Resettlement, Ministry of Defence in Industrial Security and Fire Protection Management from Sandstone Technologies. He was previously associated with Digital Nirvana Information Systems (I) Private Limited as Vice President – Operations. His gross remuneration in the Financial Year 2017-18 was Rs. 19.15 lakhs.

RELATIONSHIPS OF DIRECTORS/ AND PROMOTER WITH KEY MANAGERIAL PERSONNEL

Except as mentioned below, none of our Directors of the Company are related to the Key Managerial Personnel within the meaning of section 2(77) of the Companies Act, 2013.

Key Managerial Personnel	Director	Relationship
Anil Kumar Suravaram	Suravaram Sudhir	Brother

SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL

Except as disclosed below, none of the Key Managerial Personnel hold any Equity Shares of our Company as on the date of this Draft Red Herring Prospectus.

Sr. No.	Name of the Director	No. of Equity Shares	% of Pre Offer Equity Share Capital	% of Post Offer Equity Share Capital
1.	Anil Kumar Suravaram	44,22,348	56.37%	[•]
2.	Surendra Kamath Basavanagudi	4,500	0.06%	[•]
3.	John Kumblavelil John	60,000	0.76%	[•]

REMUNERATION/ COMPENSATION TO KEY MANAGERIAL PERSONNEL

During the last financial year ended on March 31, 2018, the Key Managerial Personnel have been paid gross remuneration as follows:

Name of the Key Managerial Personnel	Gross Remuneration paid during FY 2017-18(Rupees in Lakhs)
Anil Kumar Suravaram	87.00
Surendra Kamath Basavanagudi	9.93
John Kumblavelil John	19.15

BONUS OR PROFIT SHARING PLAN OF THE DIRECTORS/ KEY MANAGERIAL PERSONNEL

Our Company has not entered into any Bonus or Profit Sharing Plan with any of the Directors, Key Managerial Personnel.

CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO KEY MANAGERIAL PERSONNEL

None of our Key Managerial Personnel has received or is entitled to any contingent or deferred compensation.

LOANS TO KEY MANAGERIAL PERSONNEL

The Company has not given any loans and advances to the Key Managerial Personnel as on the date of this Draft Red Herring Prospectus

INTEREST OF KEY MANAGERIAL PERSONNEL

The Key Managerial Personnel of our Company have interest in our Company 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 and dividends payable thereon, if any.

Except as disclosed in this Draft Red Herring Prospectus, none of our key managerial personnel have been paid any consideration of any nature from our Company, other than their remuneration

Except as stated in the heading titled “Our Management” “Related Party Transactions” under the Section titled “Financial Statements as Restated” beginning on page 214 and 216 respectively of this Draft Red Herring Prospectus and described herein above, our key managerial personnel do not have any other interest in the business of our Company.

CHANGES IN KEY MANAGERIAL PERSONNEL IN THE LAST THREE YEARS

The Changes in the Key Managerial Personnel in the last three years are as follows:

Name	Nature of Event	Date of Event	Reason
Anil Kumar Suravaram	Change in Designation	August 6, 2018	Re-designated as Managing Director
Surendra Kamath Basavanagudi	Appointment	August 6, 2018	Appointed as Chief Financial Officer
Shivangi Tibrewala	Appointment	August 6, 2018	Appointed as Company Secretary
John Kumblavelil John	Appointment	August 6, 2018	Appointed as Chief Operating Officer*

**Note: John Kumblavelil John was appointed as Chief Operating Officer with effect from August 06, 2018. However, due to technical snag in the e-Form DIR-12, his appointment was inadvertently filed by the Company as Chief Executive Officer. The Company, in order to rectify the error, has filed e-Form DIR-12 for Resignation of John Kumblavelil John as Chief Executive Officer with effect from August 23, 2018.*

Currently, John Kumblavelil John is appointed in the Company only in the capacity of Chief Operating Officer.

Other than the above changes, there have been no changes to the KMP of our company that are not in the normal cause of employment.

ESOP/ESPS SCHEME TO EMPLOYEES

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

PAYMENT OR BENEFIT TO OUR OFFICERS (NON SALARY RELATED)

Except as disclosed in the heading titled “*Related Party Transactions*” in the section titled “*Financial Statements as Restated*” beginning on page 216 of this Draft Red Herring Prospectus, no amount or benefit has been paid or given within the three 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 PROMOTER AND PROMOTER GROUP

The Promoter of our Company is Anil Kumar Suravaram. As on the date of this Draft Red Herring Prospectus, the Promoter holds 44,22,348 Equity Shares in aggregate, which is equivalent to 56.37% of the Pre-Offer paid-up Equity Share capital of our Company.

DETAILS OF OUR PROMOTER

The following are the details of Promoter of our Company:

	Anil Kumar Suravaram, aged 49 years, an Indian inhabitant, residing at 6-1-119/14, Sardar Patel College, Padmarao Nagar, Secunderbad-500025, Telangana, India, is the Promoter and Managing Director of our Company. He has been associated with the Company since inception as the Managing Director of the Company. He has completed Bachelor of Engineering (Mechanical) from Osmania University, Masters in Business Administration from University of Poona. He was previously associated with Ramco Systems and Majesco software Inc. He is the guiding force behind all the strategic decisions of Company and is entrusted with the responsibility of looking after the overall management and operations of Company. He is a first generation entrepreneur and has an experience of more than 15 years in business development and management functions. He is currently responsible for developing and executing Company's business strategies and overseeing the Company's financial performance, investments and other business ventures. Passport No: Z2742204 Driving Licence: 1144211989 Voter Id No.: N.A* DIN: 00045478 Other ventures promoted: NIL For further details relating to Anil Kumar Suravaram, including terms of appointment as Managing Director and other directorships please refer to the chapter titled "<i>Our Management</i>" beginning on page 195 of this Draft Red Herring Prospectus.

**Our Promoter Anil Kumar Suravaram has confirmed pursuant to affidavit dated September 28, 2018 that he does not have Voter ID Card*

DECLARATION

Our Company confirms that the permanent account number, bank account details and passport number of our promoter will be submitted to the Stock Exchange, at the time of filing the Draft Red Herring Prospectus with it.

INTEREST OF PROMOTER

Our Promoter is interested in our Company to the extent that he has promoted our Company and is interested to the extent of his shareholding and the dividend receivable, if any and other distributions in respect of the Equity Shares held by them. For details regarding shareholding of our Promoter in our Company, please refer "Capital Structure" on page 92 of this Draft Red Herring Prospectus.

Our Promoter is the Managing Director of our Company and may be deemed to be interested to the extent of remuneration and/ or reimbursement of expenses payable to him for services rendered to us in accordance with the provisions of the Companies Act and in terms of the agreements entered into

with our Company, if any and Articles of Association of our Company. For details refer to the chapter titled “*Our Management*”, “*Financial Statements*” and “*Capital Structure*” beginning on 195, 216 and 92 respectively of this Draft Red Herring Prospectus.

Our Promoter does not have any other interest in any property acquired or proposed to be acquired by our Company in a period of two years before filing of this Draft Red Herring Prospectus or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

For details of related party transactions entered into by our Company during last financial year with our Promoter and Group Companies, the nature of transactions and the cumulative value of transactions, see “Related Party Transactions” on page no 214 of this Draft Red Herring Prospectus.

PAYMENT OR BENEFITS TO OUR PROMOTER

Except as stated otherwise in the chapter titled “*Related Party Transactions*” on page 214 of this Draft Red Herring Prospectus, there has been no payment or benefits to the Promoter during the two years prior to the filing of this Draft Red Herring Prospectus.

RELATED PARTY TRANSACTIONS

For details of related party transactions entered into by our Company during the preceding two years from the date of this Draft Red Herring Prospectus, the nature and the cumulative value of such transactions, please see “*Financial Statements, as restated – Annexure IV.35 – Restated Statement of Related Parties Transactions*” on page 216 of the Draft Red Herring Prospectus.

PROMOTER GROUP

Our Promoter Group as defined under Regulations 2 (1) (zb) of the SEBI Regulations includes the following individuals and body corporates:

(i) Natural Persons

(a) Anil Kumar Suravaram

The following natural persons form part of our Promoter Group as relatives of Anil Kumar Suravaram:-

Name	Relationship
S Krishna Vardhan	Father
S Jyothi	Mother
Sujatha Reddy Suravaram	Spouse
Suravaram Sudhir	Brother
-	Sister
S Pooja Reddy	Daughter
S Divya Reddy	Daughter
-	Son
Vijaybhaskaramma	Spouse’s Mother
M Shailaja Reddy	Spouse’s Sister
Late M Srinivas Reddy	Spouse’s Brother
Late M P Ranga Reddy	Spouse’s Father

(ii) Entities and Body Corporate forming part of our Promoter Group:

Following are the Promoter Group entities:

1. Anil Kumar Suravaram HUF
2. Krishna Vardhan HUF
3. Suravaram Sudhir HUF

DISASSOCIATION BY THE PROMOTER IN THE LAST THREE YEARS

Our Promoter has not disassociated himself from any entities / firms during preceding three years.

CHANGES IN CONTROL

There has been no change in the management or control of our Company in the last three years.

CONFIRMATIONS

Our Company, our Promoter and members of the Promoter group are not Wilful Defaulter and there are no violations of securities laws committed by our Promoter in the past and no proceedings for violation of securities laws are pending against them.

Our Promoter and members of the Promoter Group have not been prohibited from accessing or operating in the capital market under any order or direction passed by SEBI or any other regulatory or governmental authority.

Our Promoter is not and has never been promoter, director or persons in control of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

There is no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority during the last five years preceding the date of the Offer against our Promoter, except as disclosed under the chapter titled "*Outstanding Litigation and Material Developments*" beginning on page 237 of this Draft Red Herring Prospectus.

OUR GROUP COMPANIES

In accordance with the provisions of the SEBI (ICDR) Regulations, for the purpose of identification of “Group Companies”, our Company has considered companies as covered under the applicable accounting standards, i.e. Accounting Standard 18 issued by the Institute of Chartered Accountant of India and such other companies as considered material by our Board. In the above mentioned scenario, our Company does not have any Group Company.

RELATED PARTY TRANSACTIONS

For details on Related Party Transactions of our Company, please refer to *Annexure IV.35* of Restated Financial Statements under the section titled, “*Financial Statements as restated*” beginning on page 216 of this Draft Red Herring Prospectus.

DIVIDEND POLICY

Under the Companies Act, 2013, an Indian company pays dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders. Under the Companies Act, 2013 dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous years or out of both.

Our Company does not have a formal dividend policy. Any dividends to be declared shall be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations and restrictions, the terms of the credit facilities and other financing arrangements of our Company at the time a dividend is considered, and other relevant factors and approved by the Equity Shareholders at their discretion. Our Company has not paid any dividend for the last five years till March 31, 2018.

Dividends are payable within 30 days of approval by the Equity Shareholders at the annual general meeting of our Company. When dividends are declared, all the Equity Shareholders whose names appear in the register of members of our Company as on the “record date” are entitled to be paid the dividend declared by our Company. Any Equity Shareholder who ceases to be an Equity Shareholder prior to the record date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by our Company.

SECTION V – FINANCIAL STATEMENTS
FINANCIAL STATEMENTS AS RESTATED

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Restated Financial Statements	F1 – F33

SECTION V – FINANCIAL INFORMATION OF THE COMPANY

RESTATED FINANCIAL STATEMENTS

Independent Auditors' Report

(As required by Section 26 of Companies Act, 2013 read with Rule 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014)

To,
The Board of Directors,
Great Sports Infra Limited,
Flat No. 101, 1-10-68/4, Plot No. 52,
Street No. 2, Chikoti Gardens, Begumpet,
Hyderabad, Telangana-500016, India

Dear Sirs,

1. We have examined the attached Restated Financial Information of **M/s. Great Sports Infra Limited** formerly known as Great Sports Infra Private Limited (hereinafter referred as "the Company"), which comprise of the Restated Summary Statement of Assets and Liabilities as at **31st March 2018, 31st March, 2017, 31 March, 2016, 31st March, 2015 and 31st March, 2014**. The Restated Summary Statements of Profits and Loss and the Restated Summary Statement of Cash Flows for the **period ended on 31st March, 2018, 31st March, 2017, 31 March, 2016, 31st March, 2015 and 31st March, 2014** and the Summary of Significant Accounting Policies as approved by the Board of Directors of the Company prepared in terms of the requirements of:

- (a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act"), read with the applicable provisions within Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Rules");
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("the Regulation") ("SEBI ICDR Regulations") as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 ("ICDR Regulations").

The preparation of the Restated Financial Information is the responsibility of the Management of the Company for the purpose set out in paragraph 6 below. The Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Standalone Financial Information. The Management is also responsible for identifying and ensuring that the Company complies with the Rules and ICDR Regulations.

2. We have examined such Restated Financial Information taking into consideration:

- (a) The terms of reference to our engagements with the Company requesting us to examine financial statements referred to above and proposed to be included in the Draft Red Herring Prospectus/ Red Herring Prospectus being issued by the Company for its proposed Initial Public Offering of equity shares in SME Platform of BSE ("IPO" or "SME IPO"); and
- (b) The Guidance Note on Reports in Company's Prospectuses (Revised 2016) issued by the Institute of Chartered Accountants of India (the "ICAI") as amended from time to time (the "Guidance Note").

3. Based on our examination and in accordance with the requirements of sub-clauses (i), (ii) and (iii) of clause (b) of sub-section (1) of Section 26 of Part I of Chapter III of the Companies Act read with, Rules 4 to 6 of the Rules, the SEBI ICDR Regulations, the Guidance Note and the terms of our engagement agreed with you, we report that:



- (a) The **"Restated Statement of Assets and Liabilities"** as set out in **Annexure I** to this report, of the Company for the financial year ended on 31st March 2018, 31st March 2017, 31st March 2016, 31st March 2015 and 31st March 2014, have been arrived at after making such adjustments and regroupings to the individual Financial Statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in **Annexure IV** to this Report.
- (b) The **"Restated Statement of Profit and Loss"** as set out in **Annexure II** to this report, of the Company for the financial year ended on 31st March 2018, 31st March 2017, 31st March 2016, 31st March 2015 and 31st March 2014, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in **Annexure IV** to this Report.
- (c) The **"Restated Statement of Cash Flow"** as set out in **Annexure III** to this report, of the Company for the financial year ended on 31st March 2018, 31st March 2017, 31st March 2016, 31st March 2015 and 31st March 2014, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Restated Summary Statements as set out in **Annexure IV** to this Report.

Based on the above, we are of the opinion that **"Restated Financial Statements"** or **"Restated Summary Statements"** have been made after incorporating:

- (a) Adjustments for any material amounts in the respective financial years have been made to which they relate; and
 - (b) There are no Extra-ordinary items except as shown in the Restated Profit & Loss Statement of that need to be disclosed separately in the Restated Summary Statements.
 - (c) Adjustments on account of the statutory audit qualifications, if any, have been adjusted and regrouped to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in **Annexure IV** to this Report.
 - (d) Adjustments in Financial Statements have been made in accordance with the correct accounting policies.
 - (e) The Company has not paid dividend on its equity shares during the reporting period.
4. In terms of Schedule VIII of the SEBI (ICDR) Regulations, 2009 and other provisions relating to accounts, We, K. Vijayaraghavan & Associates LLP, Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid Certificate No. 006554 dated June 02, 2013 issued by the "Peer Review Board" of the ICAI.

5. Other Financial Information:

- (a) We have also examined the following financial information as set out in annexure prepared by the Management and as approved by the Board of Directors of the Company for the financial year ended on 31st March 2018, 31st March 2017, 31st March 2016, 31st March 2015 and 31st March 2014.

General information	Annexure IV.1
Basis of Preparation of Financial Statements	Annexure IV.2
Significant Accounting Policies	Annexure IV.3
Restated statement of Equity Share Capital	Annexure IV.4
Restated Statement of Reserves and Surplus	Annexure IV.5



Restated Statement of Long Term Borrowings	Annexure IV.6
Restated Statement of Long Term Provisions	Annexure IV.7
Restated Statement of Long Term Liabilities	Annexure IV.8
Restated Statement of Short Term Borrowings	Annexure IV.9
Restated Statement of Trade payables	Annexure IV.10
Restated Statement of Other Current Liabilities	Annexure IV.11
Restated Statement of Short Term Provisions	Annexure IV.12
Restated statement of Fixed Assets	Annexure IV.13
Restated Statement of Non Current Investments	Annexure IV.14
Restated Statement of Long Term Loans and Advances	Annexure IV.15
Restated statement of Deferred Tax Assets (Net)	Annexure IV.16
Restated statement of Other Non Current Assets	Annexure IV.17
Restated Statement of Inventories	Annexure IV.18
Restated Statement of Trade Receivables	Annexure IV.19
Restated Statement of Cash and Bank Balances	Annexure IV.20
Restated Statement of Short Term Loans and Advances	Annexure IV.21
Restated Statement of Other Current Assets	Annexure IV.22
Restated Statement of Revenue from Operations	Annexure IV.23
Restated Statement of Other Income	Annexure IV.24
Restated Statement of Cost of Materials Consumed	Annexure IV.25
Restated Statement of Other Direct Expenses	Annexure IV.26
Restated Statement of Employee Benefits Expense	Annexure IV.27
Restated Statement of Financial Costs	Annexure IV.28
Restated Statement of Depreciation Expense	Annexure IV.29
Restated Statement of Other Expenses	Annexure IV.30
Restated Statement of Earnings Per Share	Annexure IV.31
Restated Statement of Employee Benefit Plans	Annexure IV.32
Restated Statement of Contingent Liabilities and Commitments	Annexure IV.33
Restated Statement of Disclosures Required as per AS - 7 Construction Contracts	Annexure IV.34
Restated Statement of Related Party Disclosures	Annexure IV.35
Restated Statement of Segment Information	Annexure IV.36
Restated Statement of Foreign Currency Transactions	Annexure IV.37
Restated Statement of Lease disclosures	Annexure IV.38
Statement of Material Restatement Adjustments to Audited Financial Statements	Annexure V
Restated Statement of Accounting Ratios	Annexure VI
Restated Statement of Dividend Paid	Annexure VII
Restated Statement of Capitalisation	Annexure VIII
Restated Statement of Tax Shelters	Annexure IX

- (b) The Restated Financial Information contain all the disclosures required by the SEBI ICDR regulations and partial disclosures as required by Accounting Standards notified under the Companies Act, 1956 of India read with the General Circular 15/ 2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.



- (c) The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company in accordance with the provisions of the Act and the Financial Information referred to above is the responsibility of the management of the Company.
- (d) In our opinion, the above financial information contained in Annexure I to Annexure IX of this report read along with the Restated Statement of Significant Accounting Policies and related Notes as set out in Annexure IV are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with Section 26 of the Act, read with the applicable provisions within Rule - 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the SEBI Regulations, The Revised Guidance Note on Reports in Company Prospectuses and Guidance Note on Audit Reports/Certificates on Financial Information in Offer Documents issued by the Institute of Chartered Accountants of India ("ICAI") to the extent applicable, as amended from time to time, and in terms of our engagement as agreed with you. We did not perform audit tests for the purpose of expressing an opinion on individual balances of account or summaries of selected transactions, and accordingly, we express no such opinion thereon.
- (e) Consequently, the financial information has been prepared after making such regroupings and retrospective 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.
- (f) The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit report, nor should this constructed as a new opinion on any of the financial statements referred to herein.
- (g) We have no responsibility to update our report for events and circumstances occurring after the date of the report.
- (h) We have not audited or reviewed any financial statements of the Company as of any date or for any period subsequent to 31 March 2018. Accordingly, we express no opinion on the financial position, results of the operations or cash flow of the Company as of any date or for any period subsequent to 31 March 2018.
6. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the IPO-SME for Proposed Issue of Equity Shares of the Company and our report should not be used, referred to or distributed for any other purpose without our prior consent in writing.

For K. Vijayaraghavan & Associates LLP,
Chartered Accountants
Firm Registration No.004718S/S200040



Place: Hyderabad
Date: 28th September, 2018

K. Ragunathan
Partner
Membership No. 213723

Great Sports Infra Limited
(All amounts in ₹ lakhs except otherwise specified)

Annexure - I

Restated Statement of Assets and Liabilities

Particulars	Note of Annexure - V	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Equity and Liabilities						
1 Shareholder's funds						
a. Share capital	4	130.75	130.75	130.75	130.75	110.00
b. Reserves and surplus	5	2,486.89	1,982.77	1,557.62	1,134.78	825.30
Total equity		2,617.64	2,113.52	1,688.37	1,265.53	935.30
2 Non-current liabilities						
a. Long term borrowings	6	-	-	-	-	52.16
c. Long term provisions	7	104.94	93.76	63.41	42.79	24.33
d. Other long term liabilities	8	-	11.24	24.92	24.92	11.24
Total non-current liabilities		104.94	105.00	88.33	67.71	87.73
3 Current liabilities						
a. Short term borrowings	9	960.26	727.20	167.86	87.97	9.14
b. Trade payables	10					
i. Total outstanding dues of micro and small enterprises		-	-	-	-	-
ii. Total outstanding dues to other than micro and small enterprises		2,044.87	2,483.54	2,011.33	718.16	538.64
c. Other current liabilities	11	376.58	264.83	374.04	311.50	69.02
d. Short term provisions	12	697.30	229.33	131.40	80.99	20.46
Total current liabilities		4,079.01	3,704.90	2,684.63	1,198.62	637.26
Total equity and liabilities (1+2+3)		6,801.59	5,923.42	4,461.33	2,531.86	1,660.29
Assets						
1 Non-current assets						
a. Fixed assets	13					
i. Tangible assets		360.09	340.91	75.55	74.66	60.07
ii. Capital work in progress		-	-	254.49	82.70	82.70
b. Investments	14	5.00	5.00	5.00	5.00	5.00
c. Long term loans and advances	15	538.30	478.06	379.90	242.71	118.76
d. Deferred tax Asset	16	30.84	39.69	29.43	16.19	8.82
e. Other non-current assets	17	29.20	43.01	71.65	20.99	68.23
Total non-current assets		963.43	906.67	816.02	442.25	343.58
2 Current assets						
a. Inventories	18	554.46	578.02	373.37	461.68	344.17
b. Trade receivables	19	2,409.23	4,014.91	2,838.48	1,252.55	799.36
c. Cash and Bank balances	20	176.83	180.97	189.01	260.01	107.21
d. Short term loans and advances	21	335.77	171.93	199.38	89.65	59.30
e. Other current assets	22	2,361.87	70.92	45.07	25.72	6.67
Total current assets		5,838.16	5,016.75	3,645.31	2,089.61	1,316.71
Total assets (1+2)		6,801.59	5,923.42	4,461.33	2,531.86	1,660.29

Note:

The above statement should be read with the Basis of preparation and Significant Accounting policies appearing in Note 3.1 of Annexure IV of Notes to the Restated Financial Information and Statement of adjustments to Audited Financial Statement appearing in Annexure V.

As per our report of even date

For K. Vijayaraghavan & Associates LLP

Chartered Accountants

Firm Registration No.:004718S/S200040


K. Raghunathan
Partner

Membership No.: 213723

Place: Hyderabad

Date: 28th September, 2018

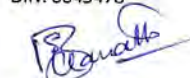
For and on behalf of the Board of Directors of

Great Sports Infra Limited

CIN: U52520TG2004PLC043476

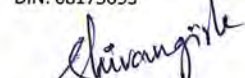

Anil Kumar S
Managing Director

DIN: 0045478


B. S. Kamath
Chief Financial Officer


Sudhir Suravaram
Director

DIN: 08175093


Shivangi Tibrewala
Company Secretary

Membership No. 55422



Great Sports Infra Limited

(All amounts in ₹ lakhs except otherwise specified)

Annexure - II
Restated Statement of Profit and Loss

Particulars	Note of Annexure (VA)	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014
1 Revenue from operations	23	6,788.86	6,162.85	5,757.95	4,718.45	2,461.27
2 Other income	24	190.86	31.67	34.00	28.64	41.32
3 Total income (1+2)		6,979.72	6,194.52	5,791.95	4,747.10	2,502.59
4 Expenses						
Cost of materials consumed	25	2,969.99	2,578.68	2,371.94	2,207.27	1,121.34
Other direct expense	26	1,984.75	1,916.95	1,936.22	1,315.41	636.01
Employee benefits expense	27	437.00	510.90	396.70	289.55	170.54
Finance costs	28	152.85	69.77	39.89	19.64	29.30
Depreciation and amortisation expense	29	26.12	15.65	14.53	12.67	10.86
Other expenses	30	620.65	436.96	390.00	436.07	264.28
Total expenses		6,191.37	5,528.90	5,149.28	4,280.61	2,232.34
Profit before exceptional and extraordinary items and tax (3-4)		788.36	665.62	642.67	466.48	270.25
Exceptional items						
Profit before extraordinary items and tax (5-6)		788.36	665.62	642.67	466.48	270.25
Extraordinary items						
Profit before tax (7-8)		788.36	665.62	642.67	466.48	270.25
9 Profit before tax (7-8)		788.36	665.62	642.67	466.48	270.25
10 Tax expenses						
Current tax		275.39	250.73	233.07	164.37	93.47
Deferred tax		8.85	(10.26)	(13.25)	(7.36)	(2.91)
Total tax expense		284.24	240.47	219.82	157.01	90.56
11 Profit for the year (9-11)		504.12	425.15	422.84	309.47	179.69
12 Earnings per equity share (nominal value of ₹ 10):	31					
Basic Pre Bonus (₹)		38.56	32.52	32.34	25.06	16.34
Basic Post Bonus (₹)		6.43	5.42	5.39	3.98	2.35
Diluted Pre Bonus(₹)		38.56	32.52	32.34	25.06	16.34
Diluted Post Bonus(₹)		6.43	5.42	5.39	3.98	2.35

Note:

The above statement should be read with the Basis of preparation and Significant Accounting policies appearing in Note 3.1 of Annexure IV of Notes to the Restated Financial Information and Statement of adjustments to Audited Financial Statement appearing in Annexure V.

As per our report of even date attached

For K. Vijayaraghavan & Associates LLP

Chartered Accountants

Firm Registration No.:004718S/S200040


K. Baghunathan
 Partner
 Membership No.: 213723



For and on behalf of the Board of Directors of
Great Sports Infra Limited

CIN: US2520TG2004PLC043476


Anil Kumar S
 Managing Director

DIN: 0045478

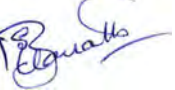

Sudhir Suravaram
 Director

DIN: 08175093



Place: Hyderabad

Date: 28th September 2018


B. S. Kamath
 Chief Financial Officer


Shivangi Tibrewala
 Company Secretary
 Membership No. 55422

Great Sports Infra Limited

(All amounts in ₹ lakhs except otherwise specified)

Annexure - III
Restated Statement of cash flows

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014
I. Cash flows from operating activities					
Restated profit before tax	788.36	665.62	642.67	466.48	270.25
Adjustments to reconcile profit before tax to net cash flows:					
Depreciation of tangible assets	26.12	15.65	14.53	12.67	10.86
Provision for Gratuity, Leave Encashment	13.07	41.16	29.10	26.90	15.28
Bad debts	2.46	19.43	14.65	12.93	0.61
Foreign Exchange loss/(gain)	(62.33)	-	-	-	(13.08)
Interest income	(13.02)	(12.10)	(15.16)	(14.78)	(21.22)
Finance costs	152.85	69.77	39.89	19.64	29.30
Rental Income	(9.31)	(0.23)	(18.82)	(5.91)	(5.10)
Operating profit before working capital changes	898.20	799.28	706.86	517.93	286.91
Changes in working capital:					
Adjustment for (increase)/decrease in operating assets					
Trade receivables	1,603.22	(1,195.86)	(1,600.58)	(466.12)	(176.51)
Inventories	23.56	(204.65)	88.31	(117.51)	(134.67)
Loans and advances - Long Term	(60.24)	(98.16)	(137.19)	(123.95)	(11.24)
Loans and advances - Short Term	(163.84)	27.45	(109.73)	(30.35)	(37.30)
Other Current Assets	(2,290.95)	(25.85)	(19.35)	(19.05)	(6.09)
Adjustment for (increase)/decrease in operating liabilities					
Trade payables	(376.34)	472.21	1,293.17	179.52	288.25
Other current liabilities	111.75	(109.21)	62.54	242.48	(4.96)
Long term liabilities	(11.24)	(13.68)	-	13.68	11.24
Provisions	536.03	44.53	(22.00)	6.69	(36.54)
Cash generated from operations	270.15	(303.93)	262.03	203.32	179.10
Income taxes paid	(345.34)	(208.14)	(169.14)	(118.97)	(73.69)
Net cash from operating activities	(75.19)	(512.07)	92.89	84.35	105.41
II. Cash flows from investing activities					
Purchase of property, plant and equipment and intangibles (including capital work in progress)	(45.30)	(26.52)	(187.21)	(27.26)	(7.38)
Proceeds from sale of property, plant and equipment	-	-	-	-	-
Proceeds from/(Investments in) in Margin money deposits	5.46	21.70	(16.34)	(72.78)	(118.97)
Interest received (finance income)	13.02	12.10	15.16	14.78	21.22
Rental Income	9.31	0.23	18.83	5.91	5.10
Net cash used in investing activities	(17.51)	7.52	(169.56)	(79.34)	(100.04)
III. Cash flows from financing activities					
Proceeds from issue of share capital	-	-	-	20.75	-
Proceeds from/(repayment of) short-term borrowings, net	233.06	559.34	79.89	78.83	(52.17)
Proceeds from/(repayment of) Long-term borrowings, net	-	-	-	(52.16)	(9.15)
Interest paid	(152.85)	(69.77)	(39.89)	(19.64)	(29.30)
Net cash provided by financing activities	80.21	489.57	40.00	27.78	(90.62)



Great Sports Infra Limited

(All amounts in ₹ except otherwise specified)

Annexure - III

Restated Statement of cash flows (Continued)

Net increase in cash and cash equivalents (I+II+III)	(12.49)	(14.98)	(36.67)	32.78	(85.25)
Cash and cash equivalents at the beginning of the year	37.60	52.58	89.24	56.46	141.71
Cash and cash equivalents at the end of the year (refer note below)	25.11	37.60	52.58	89.24	56.46

Note:

Cash and cash equivalents comprise:

Cash on hand	0.21	0.18	0.15	0.14	0.08
Balances with banks:					
- in current accounts	19.92	26.87	36.44	87.66	56.38
- in foreign banks	4.98	10.56	15.99	1.45	-
- deposits with original maturity of less than 3 months	-	-	-	-	-
	25.11	37.60	52.58	89.24	56.46

The Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard - 3 "Cash Flow Statement".

Note:

The above statement should be read with the Basis of preparation and Significant Accounting policies appearing in Note 3.1 of Annexure IV of Notes to the Restated Financial Information and Statement of adjustments to Audited Financial Statement appearing in Annexure V.

As per our report of even date attached

For K. Vijayaraghavan & Associates LLP

Chartered Accountants

Firm Registration No.:0047185/S200040

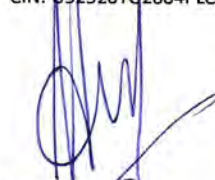

K. Raghunathan
 Partner
 Membership No.: 213723

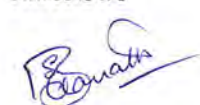


For and on behalf of the Board of Directors of

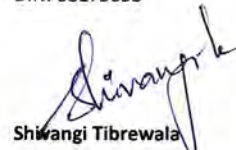
Great Sports Infra Limited

CIN: US2520TG2004PLC043476


Anil Kumar S
 Managing Director
 DIN: 0045478


B. S. Kamath
 Chief Financial Officer


Sudhir-Suravaram
 Director
 DIN: 08175093


Shiwangi Tibrewala
 Company Secretary
 Membership No. 55422



Place: Hyderabad

Date: 28th September, 2018

Great Sports Infra Limited

(All amounts in ₹ lakhs except otherwise specified)

Annexure - IV

Notes to restated financial information

1. General Information

Great Sports Infra Limited ('the Company') was incorporated on June 14, 2004 with the name "Suravaram Marketing Private Limited" subsequently changed to "Great Sports Infra Private Limited" and "Great Sports Infra Limited". The Company is the pioneer in artificial grass segment in India. The company provides International standard surfaces for sports such as football, tennis, basketball, volleyball, athletics, golf, squash, cricket, gymnastics and many other sports.

The company has been serving across various sectors, sports stadium, recreational clubs, academies, corporates, individuals, Indian government agencies etc. The Company represents some of the best sports infrastructure brands in the world.

2. Basis of Preparation of Financial Statements

The Restated Summary Statement of Assets and Liabilities of the Company as at March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015, and March 31, 2014 the related Restated Summary Statement of Profit and Loss and Restated Summary Statement of Cash Flows for the year ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015, and March 31, 2014, (hereinafter collectively referred to as "Restated Financial Statements") have been prepared specifically for inclusion in the Offer Document to be filed by the Company with the Securities and Exchange Board of India ("SEBI") in connection with proposed Initial Public Offering (IPO) of its equity shares.

The Restated Summary Statements of the Company have been prepared using the historical audited general purpose financial statements of the Company as at and for the years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015, and March 31, 2014 respectively which were prepared under generally accepted accounting principles in India (Indian GAAP) and originally approved by the Board of Directors of the Company at that relevant time.

The financial statements of the company have been prepared in accordance with Indian GAAP. The company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014, Companies (Accounting Standards) Amendment Rules, 2016 and SEBI Circular no. SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016. The financial statements have been prepared on an accrual basis and under the historical cost convention.

These financial statements have been prepared using presentation and disclosure requirements of the Schedule III of Companies Act 2013. The Restated Summary Statements have been prepared by the Company to comply in all material respects with the requirements of Sub-clause (i), (ii) and (iii) of clause (b) of Sub-section (1) of Section 26 of Chapter III of The Companies Act, 2013 read with rule 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("the SEBI Guidelines") issued by SEBI on August 26, 2009 as amended from time to time.

3. Significant Accounting Policies

3.1 Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

3.2 Property, plant and equipment

Property, plant and equipment, capital work in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met, directly attributable cost of bringing the asset to its working condition for the intended use and initial estimate of decommissioning, restoring and similar liabilities. Any trade discounts and rebates and refundable taxes are deducted in arriving at the purchase price. Such cost includes the cost of replacing part of the plant and equipment. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

Items of stores and spares that meet the definition of property, plant and equipment are capitalized at cost and depreciated over their useful life. Otherwise, such items are classified as inventories.

The company adjusts exchange differences arising on translation/ settlement of long-term foreign currency monetary items pertaining to the acquisition of a depreciable asset to the cost of the asset and depreciates the same over the remaining life of the asset. In accordance with MCA circular dated 09 August 2012, exchange differences adjusted to the cost of fixed assets are total differences, arising on long-term foreign currency monetary items pertaining to the acquisition of a depreciable asset, for the period. In other words, the company does not differentiate between exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost and other exchange difference.



Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

The company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

Property, plant and equipment held for sale is valued at lower of their carrying amount and net realizable value. Any write-down is recognized in the statement of profit and loss.

3.3 Depreciation

Depreciation on fixed assets is provided using the written down value method at the rates specified in Schedule II to the Companies Act, 2013. Depreciation is calculated on a pro-rata basis from the date of installation till the date the assets are sold or disposed. Individual assets costing less than Rs 5, 000/- are depreciated full in the year of acquisition.

3.4 Intangible assets

Intangible assets acquired separately are measured in initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses, if any.

3.5 Borrowing costs

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

3.6 Impairment of fixed assets

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

The company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the company's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, a long term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses of continuing operations, including impairment on inventories, are recognized in the statement of profit and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the company estimates the asset's or cash-generating unit's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss.

3.7 Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.



3.8 Inventories

Inventories are valued at the lower of cost and net realisable value and accounted on FIFO basis. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less estimated selling costs.

3.9 Revenue recognition

Revenue from operations comprises sale of materials, execution of works contracts and commission Income. The sale value is exclusive of Taxes. The principles of revenue recognition are given below:

Revenue is recognized when it is earned and no significant uncertainty exists as to its realization or collection. Revenue on sale of products is recognized on the delivery of the products, when all significant contractual obligations have been satisfied, the property in the goods is transferred for a price, significant risks as rewards of ownership have been transferred and no effective ownership control is retained.

i) Sales are shown as net of returns.

ii) Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

iii) Contract revenue is recognised only to the extent of cost incurred till such time the outcome of the job cannot be ascertained reliably subject to the condition that it is probable such cost will be recoverable. When the outcome of the contract is ascertained reliably, contract revenue is recognised at cost of work performed on the contract plus proportionate margin, using the percentage of completion method. Percentage of completion is the proportion of cost of work performed to-date, to the total estimated contract costs.

The estimated outcome of a contract is considered reliable when all the following conditions are satisfied:

- i) the amount of revenue can be measured reliably;
- ii) it is probable that the economic benefits associated with the contract will flow to the Company;
- iii) the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- iv) the costs incurred or to be incurred in respect of the contract can be measured reliably

When it is probable that the total contract cost will exceed total contract revenue, the expected loss is recognised as an expense in the Statement of Profit and Loss in the year in which such probability occurs.

When the outcome of a construction contract cannot be estimated reliably, revenue is recognised only to the extent of contract costs incurred of which recovery is probable and the related contract costs are recognised as an expense in the year in which they are incurred.

3.10 Foreign currency transactions

Foreign currency transactions are recorded at the exchange rates prevailing on the date of the transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the statement of profit and loss.

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated into Indian rupees at the rates of exchange prevailing on the balance sheet date and resultant exchange differences are recognised in the statement of profit and loss. Non-monetary assets and liabilities are recorded at the rates prevailing on the date of transaction.

As per the notification issued by the Ministry of Corporate Affairs vide notification dated 31 March 2009 and subsequent notification issued dated 29 December 2011, the Company has adjusted exchange differences arising on reporting of long-term foreign currency monetary items to the cost of the asset, where such long term foreign currency monetary items related to acquisition of a depreciable capital asset (whether purchased within or outside India) and has depreciated such foreign exchange gain / losses over the asset's balance useful life.

3.11 Leases

Where the Company is the lessee:

Assets acquired under leases other than finance leases are classified as operating leases. The total lease rentals (including scheduled rental increases) in respect of an asset taken on operating lease are charged to the statement of profit and loss on a straight line basis over the lease term unless another systematic basis is more representative of the time pattern of the benefit. Initial direct costs incurred specifically for an operating lease are deferred and charged to the statement of profit and loss over the lease term.



3.12 Taxes on income

Income tax expense comprises of current tax, deferred tax charge or credit and minimum alternate tax (MAT) credit entitlement.

Current tax

The current charge for income taxes is calculated in accordance with the relevant tax regulations applicable to the Company.

Deferred tax

Deferred tax charge or credit reflects the tax effects of timing differences between accounting income and taxable income for the period. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantially enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carry forward of losses, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets are reviewed at each balance sheet date and is written-down or written up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realised. The break-up of the major components of the deferred tax assets and liabilities as at balance sheet date has been arrived at after setting off deferred tax assets and liabilities where the Company has a legally enforceable right to set-off assets against liabilities and where such assets and liabilities relate to taxes on income levied by the same governing taxation laws.

MAT

MAT credit entitlement represents the amounts paid in a year under Section 115JB of the Income Tax Act, 1961 ('IT Act'), which is in excess of the tax payable, computed on the basis of normal provisions of the IT Act. Such excess amount can be carried forward for set off in future periods in accordance with the relevant provisions of the IT Act. Since such credit represents a resource controlled by the Company as a result of past events and there is evidence as at the reporting date that the Company will pay normal income tax during the specified period, when such credit would be adjusted, the same has been disclosed as "MAT credit receivable", in the balance sheet with a corresponding credit to the statement of profit and loss, as a separate line item.

Such assets are reviewed at each balance sheet date and written down to reflect the amount that will not be available as a credit to be set off in future, based on the applicable taxation law then in force.

3.13 Cash and cash equivalents

Cash and cash equivalents comprise cash and all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to amounts of cash to be cash equivalents.

3.14 Cash flow statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the company are segregated.

3.15 Employee benefits

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Company makes specified monthly contribution towards employee provident fund to Government administered provident fund scheme, which is a defined contribution scheme. The Company's contribution is recognised as an expense in the statement of profit and loss during the period in which the employee renders the related service

Short-term employee benefits

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus and ex-gratia. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognised as an expense as the related service is rendered by employees.

Defined benefit plans

The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of a defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognised past service costs and the fair value of any plan assets are deducted. The calculation of the Company's obligation under each plans is performed annually by a qualified actuary using the projected unit credit method.

The Company recognises all actuarial gains and losses arising from defined benefit plans immediately in the statement of profit and loss. All expenses related to defined benefit plans are recognised in employee benefits expense in the statement of profit and loss.



Leave Encashment

Until financial year 2016-17, the employees could carry-forward a portion of the unutilised accrued compensated absences and utilise it in future service periods or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of the period in which the employees render the related service and are also not expected to be utilised wholly within twelve months after the end of such period, the benefit was classified as long term employee benefit. The Company recorded an obligation for such compensated absences in the period in which the employee rendered the services that increased this entitlement. The obligation was measured based on independent actuarial valuation done as per projected unit credit method as at the balance sheet date.

From the year 2017-18, the company has revised its Leave Encashment Policy, where the employees cannot carry-forward their unutilised leaves. Thus, the company no longer recognises obligation for unutilised leaves.

3.16 Provisions and contingent liabilities

The Company creates a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions for onerous contracts, i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognised when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a reliable estimate of such obligation.



Great Sports Infra Limited

(All amounts in ₹ lakhs except otherwise specified)

Annexure - IV

Notes to restated financial information

4 Restated Statement of Equity Share Capital

Particulars	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016		As at March 31, 2015		As at March 31, 2014	
	Number	Amount	Number	Amount	Number	Amount	Number	Amount	Number	Amount
Authorised Share Capital										
Equity Shares of ₹ 10 each	2,000,000	200.00	2,000,000	200.00	2,000,000	200.00	2,000,000	200.00	2,000,000	200.00
Issued, subscribed and fully paid-up										
Equity Shares of ₹ 10 each	1,307,500	130.75	1,307,500	130.75	1,307,500	130.75	1,307,500	130.75	1,100,000	110.00

(a) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting years

Particulars	As at March 31, 2018	
	Number	Amount
Equity shares of ₹ 10 each		
Balance as at March 31, 2013	1,100,000	110.00
Shares issued during the year	-	-
Balance as at March 31, 2014	1,100,000	110.00
Shares issued during the year	207,500	20.75
Balance as at March 31, 2015	1,307,500	130.75
Shares issued during the year	-	-
Balance as at March 31, 2016	1,307,500	130.75
Shares issued during the year	-	-
Balance as at March 31, 2017	1,307,500	130.75
Shares issued during the year	-	-
Balance as at March 31, 2018	1,307,500	130.75

(b) Terms / rights attached to the equity shares

Equity shares of the Company have a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Details of shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016		As at March 31, 2015		As at March 31, 2014	
	No. of equity shares held	% holding in the class	No. of equity shares held	% holding in the class	No. of equity shares held	% holding in the class	No. of equity shares held	% holding in the class	No. of equity shares held	% holding in the class
Mr. Anil Kumar. S	737,058	56.37%	737,058	56.37%	737,058	56.37%	737,058	56.37%	539,558	49.05%
Mrs. Sujatha.S	133,000	10.17%	133,000	10.17%	133,000	10.17%	133,000	10.17%	133,000	12.09%
Mr. Anil Koripelly	75,674	5.79%	75,674	5.79%	75,674	5.79%	75,674	5.79%	75,674	6.88%
Mr. Kesav Muratee.V	74,740	5.72%	74,740	5.72%	74,740	5.72%	74,740	5.72%	74,740	6.79%

5 Restated Statement of Reserves and Surplus

Particulars	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016		As at March 31, 2015		As at March 31, 2014	
	Number	Amount	Number	Amount	Number	Amount	Number	Amount	Number	Amount
Surplus in the statement of profit and loss										
Balance at the beginning of the year	1,982.77	1,557.62	1,134.78	825.30	645.61					
Profit for the year	504.12	425.15	422.84	309.47	179.69					
Balance at the end of the year	2,486.89	1,982.77	1,557.62	1,134.78	825.30					



Great Sports Infra Limited

(All amounts in ₹ lakhs except otherwise specified)

Annexure - IV

Notes to restated financial information

6 Restated Statement of Long Term Borrowings

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Secured					
From Financial Institutions:					
India Bulls Housing Finance Limited	-	-	-	-	52.16
Total	-	-	-	-	52.16

7 Restated Statement of Long Term Provisions

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Provision for gratuity	104.94	64.45	42.54	28.74	16.97
Provision for leave encashment	-	29.31	20.88	14.05	7.36
Total	104.94	93.76	63.41	42.79	24.33

8 Restated Statement of Other Long Term Liabilities

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Security deposits collected from customers	-	11.24	24.92	24.92	11.24
Total	-	11.24	24.92	24.92	11.24

9 Restated Statement of Short Term Borrowings

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Loans repayable on demand					
Secured cash credit					
From banks (refer note i)	481.23	464.69	141.86	87.97	0.14
Loans and advances from related parties					
Unsecured Loans					
From directors	-	9.00	1.00	-	5.00
From others	-	78.17	25.00	-	4.00
NSIC RMA (refer note ii)	479.03	175.34	-	-	-
Total	960.26	727.20	167.86	87.97	9.14

i) Working Capital Loan From Banks

Working Capital Demand Loan/Cash Credit facilities carries an interest rate of 12 % to 13%, and are primarily secured by hypothecation of stock and book debts of the Company and collateral charge over the company's property and further personally guaranteed by all the directors.

ii) NSIC RMA

On the credit facility extend by National Small Scale Industries Corporation an interest of 10% p.a. is charged for dues outstanding for a period of less than or upto 90 days. For dues outstanding for more than 90 days upto 270 days will be charged at 11% and for any dues outstanding for more than 270 days an interest of 12% p.a. is charged.



10 Restated Statement of Trade Payables

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Total outstanding dues to micro and small enterprises (refer Note below)	-	-	-	-	-
Total outstanding dues to other than micro and small enterprises	2,044.87	2,483.54	2,011.33	718.16	538.64
Total	2,044.87	2,483.54	2,011.33	718.16	538.64

Notes

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. The micro and small enterprises have been identified by management on the basis of information available with the Company and have been relied upon by the auditors.

11 Restated Statement of Other Current Liabilities

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Current maturities of term loan	-	-	-	-	3.98
Current maturities of vehicle loan	5.65	-	-	-	5.62
Advance from customers	110.82	1.88	165.92	146.43	36.76
Credit card payable	9.59	7.84	3.99	6.03	2.64
Interest accrued but not due	-	-	-	-	0.59
Share application money refundable	-	-	-	-	0.00
Statutory dues	97.66	131.82	46.38	109.10	16.93
Payable to Staff	48.91	117.02	63.13	21.19	-
Director's Incentive Payable	-	-	33.45	-	-
Bank Overdraft	93.63	-	-	-	-
Other payables	10.32	6.27	61.18	28.75	2.49
Total	376.58	264.83	374.04	311.50	69.02

12 Restated Statement of Short Term Provisions

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Provision for Employee Benefits					
Provision for gratuity	4.70	2.82	1.80	1.01	0.68
Others					
Provision for Expenses	590.86	54.82	0.49	14.81	-
Provision for income tax (net of advance tax)	101.74	171.69	129.10	65.17	19.77
Total	697.30	229.33	131.40	80.99	20.46



Great Sports Infra Limited
(All amounts in ₹ lakhs except otherwise specified)

Annexure - IV

Notes to restated financial information

13 Restated statement of Fixed Assets

Particulars	Land	Land and buildings	Plant and machinery	Furniture and fixtures	Office Equipment	Motor vehicles	Computers	Total Tangible Assets	Capital work in progress
Gross block									
As at April 1, 2013	-	33.39	29.12	4.23	-	22.42	6.82	95.98	82.70
Additions during the year	-	-	2.51	1.36	-	-	2.99	6.86	-
Deductions / adjustments	-	-	-	-	-	-	-	-	-
As at March 31, 2014	-	33.39	31.63	5.59	-	22.42	9.81	102.84	82.70
Additions during the year	-	-	24.54	0.48	0.44	-	1.80	27.26	-
Deductions / adjustments	-	-	-	-	-	-	-	-	-
As at March 31, 2015	-	33.39	56.17	6.06	0.44	22.42	11.61	130.10	82.70
Additions during the year	-	-	10.84	0.34	2.94	-	1.31	15.43	171.79
Deductions / adjustments	-	-	-	-	-	-	-	-	-
As at March 31, 2016	-	33.39	67.01	6.41	3.37	22.42	12.92	145.52	254.49
Additions during the year	75.00	195.29	8.51	-	0.65	-	1.55	281.01	15.80
Deductions / adjustments	-	-	-	-	-	-	-	-	(270.29)
As at March 31, 2017	75.00	228.67	75.53	6.41	4.02	22.42	14.47	426.53	-
Additions during the year	-	7.23	10.08	16.95	0.92	7.71	2.42	45.30	-
Deductions / adjustments	-	-	-	-	-	-	-	-	-
As at March 31, 2018	75.00	235.90	85.60	23.36	4.94	30.14	16.89	471.83	-

Particulars	Land	Land and buildings	Plant and machinery	Furniture and fixtures	Office Equipment	Motor vehicles	Computers	Total Tangible Assets	Capital work in progress
Accumulated depreciation									
As at April 1, 2013	-	5.70	13.06	2.18	-	6.92	4.05	31.90	-
Depreciation for the year	-	1.38	2.45	1.36	-	4.01	1.66	10.86	-
Adjustment to reserves*	-	-	-	-	-	-	-	-	-
Deductions / Adjustments	-	-	-	-	-	-	-	-	-
As at March 31, 2014	-	7.09	15.51	3.53	-	10.93	5.70	42.76	-
Depreciation for the year	-	1.28	3.84	0.77	0.13	3.14	3.52	12.67	-
Adjustment to reserves*	-	-	-	-	-	-	-	-	-
Deductions / Adjustments	-	-	-	-	-	-	-	-	-
As at March 31, 2015	-	8.36	19.35	4.30	0.13	14.07	9.22	55.43	-
Depreciation for the year	-	1.22	7.41	0.63	0.96	2.33	1.99	14.53	-
Adjustment to reserves*	-	-	-	-	-	-	-	-	-
Deductions / Adjustments	-	-	-	-	-	-	-	-	-
As at March 31, 2016	-	9.58	26.76	4.92	1.09	16.40	11.21	69.97	-
Depreciation for the year	-	2.27	7.98	0.50	1.22	1.72	1.95	15.65	-
Adjustment to reserves*	-	-	-	-	-	-	-	-	-
Deductions / Adjustments	-	-	-	-	-	-	-	-	-
As at March 31, 2017	-	11.86	34.75	5.43	2.31	18.12	13.16	85.62	-
Depreciation for the year	-	10.76	8.00	1.87	0.86	3.27	1.36	26.12	-
Adjustment to reserves*	-	-	-	-	-	-	-	-	-
Deductions / Adjustments	-	-	-	-	-	-	-	-	-
As at March 31, 2018	-	22.61	42.74	7.29	3.17	21.39	14.52	111.74	-



Particulars	Land	Land and buildings	Plant and machinery	Furniture and fixtures	Office Equipment	Motor vehicles	Computers	Total Tangible Assets	Capital work in progress
Net block									
As at March 31, 2014	-	26.30	16.12	2.05	-	11.49	4.11	60.07	82.70
As at March 31, 2015	-	25.02	36.83	1.77	0.31	8.35	2.39	74.66	82.70
As at March 31, 2016	-	23.80	40.25	1.49	2.28	6.03	1.71	75.55	254.49
As at March 31, 2017	75.00	216.82	40.78	0.98	1.71	4.31	1.31	340.91	
As at March 31, 2018	75.00	213.28	42.86	16.06	1.77	8.74	2.37	360.09	

* Adjustment to reserves is to comply with the requirements of depreciation under Companies Act, 2013. Property, plant and equipment are pledged as collateral against borrowings, the details related to which have been described in note 7 on 'Long term borrowings' and note 10 on 'Short term borrowings'.



Great Sports Infra Limited

(All amounts in ₹ lakhs except otherwise specified)

Annexure - IV

Notes to restated financial information

14 Restated Statement of Non Current Investments

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
<i>Investments in equity instruments</i>					
<i>Unquoted investment (measured at cost)</i>					
50,000 equity shares of Rs. 10/- each fully paid up in Aquasphere Greentech Solutions Private Limited	5.00	5.00	5.00	5.00	5.00
Total	5.00	5.00	5.00	5.00	5.00

15 Restated Statement of Long Term Loans and Advances

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Unsecured, considered good					
Security deposits	9.11	7.71	7.71	12.15	4.52
Retention money	529.19	388.78	275.19	42.87	8.74
Capital advances	-	4.58	-	90.69	8.50
Others	-	77.00	97.00	97.00	97.00
Total	538.30	478.06	379.90	242.71	118.76

16 Restated Statement of Deferred Tax Assets (Net)

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Deferred tax asset on account of					
- Fixed assets	0.64	0.19	2.11	1.36	0.71
- Provision for gratuity	30.21	22.24	14.66	9.65	5.73
- Provision for Bonus	-	7.57	5.76	0.62	-
- Provision for leave encashment	-	9.69	6.90	4.56	2.39
Total	30.84	39.69	29.43	16.19	8.82

17 Other Non-Current Assets

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Other Financial Assets					
With maturity of more than 12 months	29.20	43.01	71.65	20.99	68.23
Total	29.20	43.01	71.65	20.99	68.23

18 Restated Statement of Inventories

(Valued at lower of cost and net realisable value)

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Materials in hand	471.75	401.03	331.11	351.35	306.49
Goods in transit	82.71	176.99	42.26	110.33	37.68
Total	554.46	578.02	373.37	461.68	344.17



19 Restated Statement of Trade Receivables

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Unsecured, considered good					
Outstanding for a period exceeding six months from the date they are due for payment	2,273.91	1,368.96	493.97	243.10	113.18
Outstanding for a period not exceeding six months from the date they are due for payment	135.31	2,645.95	2,344.51	1,009.44	686.18
Total	2,409.23	4,014.91	2,838.48	1,252.55	799.36

20 Restated Statement of Cash and Bank Balances

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Cash on hand	0.21	0.18	0.15	0.14	0.08
Balances with banks					
Balances with Banks in current accounts	19.92	26.87	36.44	87.66	56.38
Balances with Foreign Bank Accounts	4.98	10.55	15.99	1.45	-
Other bank balances {refer note(i)}					
With maturity of less than 12 months	151.72	143.38	136.43	170.76	50.75
Total	176.83	180.97	189.01	260.01	107.21

(i) Other bank balances refer to the fixed deposits that have been lodged with banks against guarantees.

21 Restated Statement of Short Term Loans and Advances

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Advance recoverable in cash or in kind or for value to be received					
Unsecured, considered good					
Earnest money deposits	131.80	117.35	102.53	23.72	10.50
Secured					
Advances to vendors	99.28	42.28	91.96	36.01	34.06
Advances recoverable in cash or kind	-	-	-	-	-
From directors	-	-	-	15.50	-
From others	104.44	12.25	4.84	14.38	14.68
Others	0.25	0.05	0.05	0.05	0.05
Staff advances	-	0.01	-	-	-
Total	335.77	171.93	199.38	89.65	59.30

22 Restated Statement of Other Current Assets

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
SAD Refund	11.13	23.91	31.06	19.86	-
Interest accrued on deposits	16.33	7.98	2.46	4.25	1.63
Prepaid expenses	21.30	25.58	11.54	1.60	5.04
Mauritius Corporate Tax Credit	2.56	0.29	-	-	-
TDS Receivable	2.55	2.55	-	-	-
Advances recoverable from employees	9.27	0.36	-	-	-
Other Current Assets	0.16	10.23	-	-	-
Unbilled Revenue	2,229.98	-	-	-	-
Mauritius VAT Credit	68.59	-	-	-	-
Total	2,361.86	70.91	45.07	25.72	6.67



Great Sports Infra Limited

(All amounts in ₹ lakhs except otherwise specified)

Annexure - IV

Notes to restated financial information

23 Restated Statement of Revenue from Operations

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014
Turnover of products manufactured by the issuer	-	-	-	-	-
Turnover of products traded by the issuer:					
High sea sales	201.74	972.17	2,146.31	1,105.34	886.05
Sub-Total	201.74	972.17	2,146.31	1,105.34	886.05
Others:					
Execution of works contract	6,474.12	5,071.15	3,719.61	3,585.60	1,335.33
Commission income	113.00	314.97	3.72	67.15	267.21
Less:					
Taxes Paid	-	(195.44)	(111.69)	(39.63)	(27.31)
Sub-Total	6,587.12	5,190.68	3,611.64	3,613.11	1,575.23
Total	6,788.86	6,162.85	5,757.95	4,718.45	2,461.27

24 Restated Statement of Other Income

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014
Recurring in Nature:					
Interest income	13.02	12.10	15.16	14.78	21.22
Miscellaneous Income	46.40	0.13	0.02	0.02	0.39
Rental Income	9.31	0.23	18.82	5.91	5.10
Foreign Currency Fluctuations	62.33	-	-	-	13.08
Total	131.06	12.47	34.00	20.71	39.80
Non-Recurring in Nature:					
Liabilities/Provisions written back	12.14	19.20	-	7.93	1.52
Insurance Claim	19.99	-	-	-	-
Leave Encashment Written Off	27.67	-	-	-	-
Total	59.80	19.20	-	7.93	1.52
Total	190.86	31.67	34.00	28.64	41.32

25 Restated Statement of Cost of Materials Consumed

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014
Opening Stock	401.03	331.11	351.35	306.49	209.50
Add : Purchases during the year	2,596.78	1,610.87	630.51	1,357.95	488.80
Add : Purchases for high sea sales	143.18	731.70	1,434.89	605.12	531.30
Add : Customs duty	205.63	216.70	188.61	181.73	133.53
Add : Carriage Inwards	95.12	89.33	97.68	107.34	64.69
	3,441.74	2,979.71	2,703.05	2,558.62	1,427.83
Less : Closing Stock	471.75	401.03	331.11	351.35	306.49
Total	2,969.99	2,578.68	2,371.94	2,207.27	1,121.34



Great Sports Infra Limited
(All amounts in ₹ lakhs except otherwise specified)

Annexure - IV

Notes to restated financial information

26 Restated Statement of Other Direct Expenses

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014
Subcontracting and installation expenses	1,863.76	1,842.54	1,869.47	1,300.05	564.06
Carriage and freight	121.00	74.40	66.75	15.36	71.95
Total	1,984.75	1,916.95	1,936.22	1,315.41	636.01

27 Restated Statement of Employee Benefits Expense

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014
Salaries and wages	363.54	306.21	224.47	191.14	122.80
Contribution to provident and other funds	15.92	13.13	9.22	7.97	3.60
Gratuity	42.38	23.08	14.59	12.10	4.27
Leave encashment	-	9.65	7.68	8.12	3.65
Staff welfare expenses	8.77	15.50	18.97	8.87	3.71
Incentives	6.40	143.33	121.78	61.30	32.27
Leave Travel allowance	-	-	-	0.04	0.24
Total	437.00	510.90	396.70	289.55	170.54

28 Restated Statement of Financial Costs

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014
Interest on secured loans	-	-	-	2.37	7.96
Bank commission and other finance charges	107.05	55.47	37.79	15.04	18.14
Loan processing charges	17.96	14.30	2.10	2.23	3.21
Interest on Loan	1.22	-	-	-	-
NSIC Interest	26.61	-	-	-	-
Total	152.85	69.77	39.89	19.64	29.30

29 Restated Statement of Depreciation Expense

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014
Depreciation expense	26.12	15.65	14.53	12.67	10.86
Total	26.12	15.65	14.53	12.67	10.86



Great Sports Infra Limited

(All amounts in ₹ lakhs except otherwise specified)

Annexure - IV

Notes to restated financial information

30 Restated Statement of Other Expenses

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014
Advertisement and publicity	16.67	22.22	6.63	10.65	8.03
Bad Debts	2.46	19.43	14.65	12.93	0.61
Business promotion expenses	15.35	6.39	2.70	5.37	5.55
Carriage outwards and hamali charges	171.96	99.82	105.45	59.81	57.60
Commission	3.47	19.15	14.54	161.48	78.46
Professional and consultancy charges	31.65	14.41	35.14	7.14	1.96
Donation	1.73	0.01	2.00	0.15	0.16
Interest on Service tax	-	0.02	-	-	-
Electricity charges	-	-	-	1.40	0.84
Godown maintenance	-	-	-	2.00	0.61
Insurance premium	18.15	12.16	9.28	7.73	2.40
Miscellaneous expenses	47.89	36.32	34.71	21.97	4.21
Office maintenance charges	-	-	-	6.58	11.03
Communication expense	11.14	12.96	10.42	9.59	6.52
Foreign Currency Fluctuations	-	19.82	13.39	0.69	-
Rates and taxes	85.95	27.42	37.66	17.12	13.01
Rent	33.08	18.40	17.12	8.26	6.86
Repairs and maintenance	-	-	-	4.83	3.78
Subscription and membership	-	-	-	2.08	3.20
Tender expenses	-	-	-	2.95	2.39
Travelling and conveyance	172.13	122.47	79.97	89.41	54.27
Website expense	-	-	-	0.35	0.51
Payment to Auditors:	-	-	-	-	-
Statutory Audit	2.75	2.75	2.75	2.75	1.97
Tax Audit	2.82	2.99	3.50	0.75	0.28
Reimbursement of expenses	0.28	0.20	0.09	0.09	0.04
CSR expense	3.17	-	-	-	-
Total	620.65	436.96	390.00	436.07	264.28



Great Sports Infra Limited
(All amounts in ₹ lakhs except otherwise specified)

Annexure - IV
Notes to restated financial information

31 Restated Statement of Earnings Per Share

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014
Basic Earnings Per Share*					
Profit for the year	504.12	425.15	422.84	309.47	179.69
Weighted average number of equity shares for Basic EPS	1,307,500	1,307,500	1,307,500	1,234,897	1,100,000
Total Basic Earnings Per Share of ₹ 10 each	38.56	32.52	32.34	25.06	16.34
Dilutive Earnings Per Share*					
Profit for the year	504.12	425.15	422.84	309.47	179.69
Weighted average number of equity shares for Diluted EPS	1,307,500	1,307,500	1,307,500	1,234,897	1,100,000
Total Diluted Earnings Per Share of ₹ 10 each	38.56	32.52	32.34	25.06	16.34

* Also refer Annexure VI - Restated Statement of Accounting ratios

32 Restated Statement of Employee Benefit Plans

(i) Defined contribution plan

The Company's contribution to Provident Fund, superannuation Fund and other funds recognised in the Restated Statement of Profit or Loss under the head Employee Benefits Expense.

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014
Contribution to Provident Fund, superannuation Fund and other funds	15.92	13.13	9.22	7.97	3.60

(ii) Defined benefit plan

Gratuity

The Company provides its employees with benefits under a defined benefit plan, referred to as the "Gratuity Plan". The Gratuity Plan entitles an employee, who has rendered at least five years of continuous service, to receive 15 days salary for each year of completed service (service of six months and above is rounded off as one year) at the time of retirement/exit, restricted to a sum of ₹ 1,000,000.

The following tables summarize the components of net benefit expense recognised in the statement of profit or loss and the amounts recognised in the balance sheet for the plan:

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014
(i) Reconciliation of opening and closing balances of the present value of the defined benefit obligations:					
Opening balance	67.26	44.34	29.75	17.66	13.71
Current service cost	45.92	14.26	10.79	8.15	4.88
Interest cost	4.99	3.50	2.32	1.59	1.12
Benefits paid	-	(0.16)	-	-	(0.32)
Actuarial loss/ (gain)	(8.53)	5.31	1.47	2.36	(1.73)
Closing balance	109.64	67.26	44.34	29.75	17.66
(ii) Net Liability recognised in the Balance Sheet:					
Present value of projected benefit obligation at the end of the year	109.64	67.26	44.34	29.75	17.66
Fair value of plan assets at the end of the year	-	-	-	-	-
Net liability recognised in the balance sheet	109.64	67.26	44.34	29.75	17.66
Current provision	4.70	2.82	1.80	1.01	0.68
Non current provision	104.94	64.45	42.54	28.74	16.97
(iii) Expense recognised in statement of profit and loss:					
Service cost	45.92	14.26	10.79	8.15	4.88
Interest cost	4.99	3.50	2.32	1.59	1.12
Actuarial gain/loss	(8.53)	5.31	1.47	2.36	(1.73)
Gratuity cost	42.38	23.08	14.59	12.10	4.27
(iv) Assumptions used:					
Discount rate (per annum)	7.76%	7.40%	7.90%	7.80%	9.00%



(ii) Leave encashment

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014
Benefits paid					
Opening balance	29.85	21.63	14.05	7.36	3.94
Current service cost	-	8.22	7.58	6.69	3.42
Interest cost	-	1.71	1.10	0.66	0.32
Benefits paid	-	(1.43)	(0.10)	(0.83)	(0.55)
Actuarial loss/ (gain)	-	(0.28)	(1.00)	0.17	0.23
Closing balance	29.85	29.85	21.63	14.05	7.36

(ii) Net Liability recognised in the Balance Sheet:

Present value of projected benefit obligation at the end of the year	29.85	29.85	21.63	14.05	7.36
Fair value of plan assets at the end of the year	-	-	-	-	-
Net liability recognised in the balance sheet	29.85	29.85	21.63	14.05	7.36

(iii) Expense recognised in statement of profit and loss:

Service cost	-	8.22	7.58	6.69	3.42
Interest cost	-	1.71	1.10	0.66	0.32
Actuarial gain/loss	-	(0.28)	(1.00)	0.17	0.23
Leave encashment cost	-	9.65	7.68	7.52	3.97

(iv) Assumptions used:

Discount rate (per annum)	-	7.40%	7.90%	7.80%	9.00%
Future salary increases	-	10.00%	10.00%	10.00%	10.00%

33 Restated Statement of Contingent Liabilities and Commitments

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
i) Contingent liabilities:					
- Bank guarantees	1,263.10	497.42	412.81	313.24	277.27

34 Restated Statement of Disclosures Required as per AS - 7 Construction Contracts

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014
Contract Revenue Recognised during the year	6,474.12	5,071.15	3,719.61	3,585.60	1,335.33
Aggregate of contract costs incurred and recognised profits (less recognized losses) upto the reporting date	4,083.75	3,581.28	*	*	*
Advances received for contracts-in-progress	-	-	-	-	-
Retention money for contracts-in-progress	3.26	144.21	*	*	*
Amount received for contracts-in-progress	2,216.32	2,189.95	*	*	*

Methods used to determine the contract revenue recognised in the period

Percentage of completion method

Methods used to determine the stage of completion of contracts in progress

Costs incurred till reporting date as a percentage of total estimated costs for the project

* Amounts cannot be quantified as the adequate records were not maintained by the management



Great Sports Infra Limited
(All amounts in ₹ lakhs except otherwise specified)

Annexure - IV
Notes to restated financial information

35 Restated Statement of Related Party Disclosures

a) The following table provides the name of the related party and the nature of its relationship with the Company:

Related Party	Nature of relationship			
	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015
Mr. Anil Kumar Suravaram	Key Management Personnel	Key Management Personnel	Key Management Personnel	Key Management Personnel
Grenix Projects Infra Pvt Ltd			Firm in which KMP / Relatives of KMP can exercise significant influence	Firm in which KMP / Relatives of KMP can exercise significant influence
Mrs. Suravaram Sujatha Reddy	Key management personnel Relative of Key management personnel	Key management personnel Relative of Key management personnel	Key management personnel Relative of Key management personnel	Key management personnel Relative of Key management personnel
Dr. S. Jyothi	Relative of Key management personnel	Relative of Key management personnel	Relative of Key management personnel	Relative of Key management personnel
Dr. S. Krishna Vardhan	Relative of Key management personnel	Relative of Key management personnel	Relative of Key management personnel	Relative of Key management personnel
b) Details of all transactions with related parties during the year:				
Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015

Payment to KMP - Mr. Anil Kumar suravaram				
Salary *	55.35	51.00	34.50	39.25
Incentive	-	36.00	42.00	7.24
Professional tax paid on behalf of the directors	0.03	0.03	0.03	0.03
Issue of share capital	-	-	-	19.75
Capital advances to Grenix Projects Infra Pvt. Ltd.	-	-	161.14	82.69
				15.00
				5.00
				0.03

* Does not include insurance, which is paid for the Company as a whole and gratuity and compensated absences as this is provided in the books of accounts on the basis of actuarial valuation for the Company as a whole and hence individual amount cannot be determined.



Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014
Loans taken from					
Mr. Anil Kumar Suravaram	240.53	107.88	46.00	23.00	18.00
Mrs. Suravaram Sujatha Reddy	51.00	17.30	1.00	-	2.00
Dr. S. Jyothi	-	8.00	6.00	-	-
Dr. S. Krishna Vardhan	-	28.50	19.00	-	-
Loans repaid to					
Mr. Anil Kumar Suravaram	287.20	78.20	13.51	41.50	15.00
Mrs. Suravaram Sujatha Reddy	60.00	9.30	-	2.00	-
Dr. S. Jyothi	8.00	6.00	-	-	-
Dr. S. Krishna Vardhan	23.50	24.00	-	-	-
Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014

Balance outstanding at the year end to

Mr. Anil Kumar Suravaram	-	46.67	16.99	(15.50)	5.00
Mrs. Suravaram Sujatha Reddy	-	9.00	1.00	-	-
Dr. S. Jyothi	-	8.00	6.00	-	-
Dr. S. Krishna Vardhan	-	23.50	19.00	-	-

f) Terms and conditions of transactions with related parties:

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free.



Great Sports Infra Limited

(All amounts in ₹ lakhs except otherwise specified)

Annexure - IV**Notes to restated financial information****36 Restated Statement of Segment Information**

The Company is a Small and Medium Sized Company as defined under the Companies (Accounting Standards) Rules 2006 accordingly, disclosures requirements under AS 17 (Segment reporting) and AS -19 (Leases) paragraphs 25 (a), (b) and (e) is not applicable.

37 Restated Statement of Foreign Currency Transactions

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
CIF value of imports					
Purchase of artificial turf	543.64	402.00	511.51	1,187.87	822.17
Purchase of Tennis acrylic and other materials	95.99	48.44	166.57	63.63	137.48
Purchase of Plastic Floor Tiles	88.21	46.51	-	206.41	-
Purchase of Athletic Tracks	795.45	819.03	1,303.33	428.84	-
Total	1,523.29	1,315.98	1,981.41	1,886.76	959.65
Expenditure in foreign currency					
Sea freight charges	78.18	-	-	-	15.76
Travelling expenses	24.93	10.56	2.62	7.49	4.87
Certification Fee	7.77	-	-	-	-
Miscellaneous Fee	0.44	-	-	-	-
Total	111.33	10.56	2.62	7.49	20.63
Revenue in Foreign Currency					
Sales	-	-	-	396.61	-
Commission Received	113.00	315.03	3.72	43.59	-
Execution of Works Contract	73.59	672.62	118.47	805.42	-
Total	186.59	987.65	122.19	1,245.62	-

38 Restated Statement of Lease disclosures

The total of future minimum lease payments under operating lease for the following period is:

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Not later than one year	10.33	16.93	12.90	9.38	-
Later than one year and not later than five years	35.35	29.72	26.51	25.57	-
Later than five years	-	-	-	-	-
Total	45.68	46.65	39.41	34.95	-

As per our report of even date

For K. Vijayaraghavan & Associates LLP

Chartered Accountants

Firm Registration No.:004718S/S200040

K. Raghunathan

Partner

Membership No.: 213723

Place: Hyderabad

Date: 28th September, 2018

For and on behalf of the Board of Directors of

Great Sports Infra Limited

CIN: U52520TG2004PLC043476

Anil Kumar S

Managing Director

DIN: 0045478

B. S. Kamath

Chief Financial Officer

Sudhir Suravaram

Director

DIN: 08175093

Shivangi Tibrewala

Company Secretary

Membership No. 55422

Great Sports Infra Limited

(All amounts in ₹ lakhs except otherwise specified)

Annexure - V**Statement of Material Restatement Adjustments to Audited Financial Statements****1 Material Regroupings**

Appropriate adjustments have been made in the Restated Statement of Assets and Liabilities, Profit and Loss and Cash Flows, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the requirements of Indian GAAP and SEBI Regulations

2 Material Adjustments

The summary of results of restatements made in the audited financial statements for the respective years and its impact on the profits of the Company is as follows:

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014
Profit After Tax for the Year as per Audited Financial Statements	504.51	431.35	416.59	309.37	179.47
Add Adjustments on Account of:					
Expenses related to Other Period are transferred to respective Period	-	-	-	-	-
Deferred Tax (Expense)/Income	(0.38)	(6.20)	6.26	0.11	0.22
Restated Profit After Tax	504.13	425.15	422.84	309.47	179.69



Great Sports Infra Limited
(All amounts in ₹ lakhs except otherwise specified)

ANNEXURE - VI
Restated Statement of Accounting Ratios

Particulars	For the Year Ended March 31, 2018		For the Year Ended March 31, 2017		For the Year Ended March 31, 2016		For the Year Ended March 31, 2015		For the Year Ended March 31, 2014	
	Before Capitalisation	After Capitalisation	Before Capitalisation	After Capitalisation	Before Capitalisation	After Capitalisation	Before Capitalisation	After Capitalisation	Before Capitalisation	After Capitalisation
Net profit after tax	504.12	504.12	425.15	425.15	422.84	422.84	309.47	309.47	179.69	179.69
Weighted average number of equity shares outstanding during the year used for computing basic earnings per share	1,307,500	7,845,000	1,307,500	7,845,000	1,307,500	7,845,000	1,234,897	7,772,397	1,100,000	7,637,500
Weighted average number of equity shares outstanding during the year used for computing diluted earnings per share	1,307,500	7,845,000	1,307,500	7,845,000	1,307,500	7,845,000	1,234,897	7,772,397	1,100,000	7,637,500
Net worth at the end of the year	2,617.64	2,617.64	2,113.52	2,113.52	1,688.37	1,688.37	1,265.53	1,265.53	935.30	935.30
Number of equity shares outstanding at the end of the year	1,307,500	7,845,000	1,307,500	7,845,000	1,307,500	7,845,000	1,307,500	7,772,397	1,100,000	7,637,500
Basic earnings per share (Rs.) (Face value of ₹10 per equity share)	38.56	6.43	32.52	5.42	32.34	5.39	25.06	3.98	16.34	2.35
Diluted earnings per share (Rs.) (Face value of ₹10 per equity share)	38.56	6.43	32.52	5.42	32.34	5.39	25.06	3.98	16.34	2.35
(Refer Note 3(b))										
Return on Net Worth (%) (Refer Note 3(c))	19.26%	19.26%	20.12%	20.12%	25.04%	25.04%	24.45%	24.45%	19.21%	19.21%
Net asset value per equity share (Rs.) (Face value of ₹10 per equity share) (Refer Note 3(d))	200.20	33.37	161.65	26.94	129.13	21.52	96.79	16.28	85.03	12.25

Notes:

- The figures disclosed above are based on the Restated Financial Information of the Company.
- The above statement should be read with the notes to Restated Statement of Assets and Liabilities, Restated Statement of Profits and Loss and Restated Statement of Cash Flows appearing in Annexures I, Annexure II and Annexure III respectively.
- The company has made a bonus issue of 5 shares for every 1 shares held by the shareholders during the month of 25th July, 2018. Hence the impact of capitalisation of reserves and surpluses on the accounting ratios have been distinctly brought out for the previous financial years.
- The ratios have been computed as below:

(a) Basic Earnings per share (Rs.)

Net profit after tax attributable to equity shareholders
Weighted average number of equity shares outstanding during the period/year

(b) Diluted earnings per share (Rs.)

Net profit after tax
Weighted average number of diluted equity shares outstanding during the period/year

(c) Return on net worth (%)

Net profit after tax
Net worth at the end of the period/year

(d) Net asset value per share (Rs.)

Net worth at the end of the year
Total number of equity shares outstanding at the end of the year

5. Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted by the number of equity shares issued during the period / year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period / year.

6. Total no. of equity shares outstanding at the beginning and end of the period/year is determined by considering the total number of fully paid up equity shares as at the period/year end.

7. Net worth for ratios mentioned in note 3(c) and 3(d) represents the aggregate of the paid up share capital and reserves and surplus as stated in Restated Statement of Share capital and Restated Statement of Reserves and surplus.



Great Sports Infra Limited

(All amounts in ₹ lakhs except otherwise specified)

ANNEXURE - VII**Restated Statement of Dividend Paid***

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Number of equity shares outstanding	1,307,500	1,307,500	1,307,500	1,307,500	1,100,000
Face Value (₹)	10	10	10	10	10
Amount	130.75	130.75	130.75	130.75	110.00
Final Dividend	-	-	-	-	-
Rate of Dividend (%)	-	-	-	-	-
Dividend per Equity Share (₹)	-	-	-	-	-
Dividend paid	-	-	-	-	-
Dividend Distribution Tax	-	-	-	-	-

* Refers to dividend actually paid during the respective year



Great Sports Infra Limited

(All amounts in ₹ lakhs except otherwise specified)

ANNEXURE - VIII

Restated Statement of Capitalisation

Particulars	Pre-Issue	Post Issue
	As at March 31, 2018	Amount after considering the issue
Borrowings		
Short-term borrowings	960.26	960.26
Long-term borrowings	-	-
Add: Current maturities of long-term borrowings	5.65	5.65
Total borrowings - (a)	965.91	965.91
Shareholders' funds		
Share Capital	784.50	[*]
Other Equity	1,833.14	[*]
Total Shareholder's funds - (b)	2,617.64	[*]
Total borrowings / Shareholder's funds - (a/b)	0.37	[*]
Long-term borrowings / Shareholder's funds	0.00	[*]

Notes:

1. The above ratios have been computed on the basis of Restated Financial Information.
2. For post issue Capitalization calculation has been done considering the allotment of shares in the IPO.
3. The Pre issue figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at March 31, 2018 adjusted for bonus issue done on July 25, 2018



Great Sports Infra Limited
(All amounts in ₹ except otherwise specified)

ANNEXURE - IX
Restated Statement of Tax Shelters

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
A Restated profit before tax	788.36	665.62	642.67	466.48	270.25
Normal tax rate (%)	33.06%	33.06%	33.06%	32.45%	32.45%
MAT Tax Rates (%)	20.39%	20.39%	20.01%	20.01%	20.01%
B Tax thereon at the above rate	260.66	220.07	212.48	151.35	87.68
C Permanent Differences:					
Deduction allowed under Income Tax Act	-	-	-	-	-
Exempt Income	-	-	-	-	-
Allowance of expenses under the Income Tax Act	-	-	-	-	-
Disallowance of income under the Income Tax Act	-	-	-	-	-
Disallowance of expenses under the Income Tax Act	2.61	1.26	2.00	0.19	0.16
Total Permanent Differences	2.61	1.26	2.00	0.19	0.16
D Timing Differences					
Difference between tax depreciation and book depreciation	1.73	(4.59)	2.21	2.00	1.59
Provision for Gratuity	27.38	22.92	14.59	12.10	3.95
Provision for Leave Encashment	(27.67)	8.69	6.83	6.44	2.97
Provision for Bonus	-	-	-	1.89	-
Expenses disallowed u/s 43B	-	-	-	-	-
Total Timing Differences	1.43	27.02	23.64	22.42	8.51
E Deduction under CH VI A	0.87	-	-	0.08	-
F Net adjustments (C + D - E)	3.18	28.28	25.64	22.54	8.67
G Tax expense/(saving) thereon	1.05	9.35	8.48	7.31	2.81
H Total Income/Loss (A + F)	791.53	693.90	668.30	489.02	278.92
I Taxable Income/(Loss) as per MAT	788.36	665.62	642.67	466.48	270.25
J Income Tax as per normal provisions (B + J)	261.71	229.42	220.96	158.66	90.50
K Income Tax under Minimum Alternative Tax under Section 115 JB of the Income Tax Act	160.74	135.71	128.58	93.33	54.07
L Net Tax Expense (Higher of J,L)	261.71	229.42	220.96	158.66	90.50

Notes:

- The aforesaid Restated Statement of Tax Shelter has been prepared as per the Restated Statement of profit and loss of the Company.
- Income tax rate includes surcharge, education cess and secondary higher education cess as applicable for the period/years concerned.



MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

You should read the following discussion of our financial condition and results of operations together with our Restated Financial Statements which have been included in this Draft Red Herring Prospectus. The following discussion and analysis of our financial condition and results of operations is based on our Restated Financial Statements for the years ended March 31, 2018, 2017 and 2016, including the related notes and reports, included in this Draft Red Herring Prospectus have been prepared in accordance with requirements of the Companies Act and restated in accordance with the SEBI Regulations, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries. Our Financial Statements, as restated have been derived from our audited financial statements for the respective financial years. Accordingly, the degree to which our Restated Financial Statements will provide meaningful information to a prospective investor in countries other than India is entirely dependent on the reader's level of familiarity with Indian GAAP, Companies Act, SEBI Regulations and other relevant accounting practices in India.

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 described under "Risk Factors" and "Forward Looking Statements" beginning on pages 23 and 20, respectively, and elsewhere in this Draft Red Herring Prospectus.

Our Financial Year ends on March 31 of each year. Accordingly, all references to a particular Financial Year are to the 12 months ended March 31 of that year.

OVERVIEW OF OUR BUSINESS

Our Company was incorporated in the year 2004 having corporate office at Hyderabad, Telangana. We started our business as an importer, supplier and installer of synthetic turf where we executed several artificial grass landscaping projects and sports surfacing projects and gradually we leveraged our sports surfacing expertise and offered our services across various sports infrastructure projects. Our scope of work involves planning, designing, executing and commissioning of sports infrastructure projects as well as civil construction works pertaining to the sports facilities. Since incorporation, we have constructed total area of over 118 lakh sq.ft, across 310 locations in 7 countries.

Our core business is to undertake sports infrastructure projects on turn-key basis across certain countries in South Asia. We are specialized in sports flooring and have an established track record in installation of artificial grass/sports turf, synthetic athletic tracks, natural grass play surfaces, indoor and outdoor modular sports flooring, modular stadium seating, etc.

In the year 2006, we commissioned our first installation of professional level synthetic turf system for Chowgule College, Goa, having contract value of Rs. 198.12 lakhs. Further in year 2009, we constructed our first FIFA certified synthetic turf football field project at Vivekananda Yuba Bharati Krirangan also known as the Salt Lake Stadium, Kolkata having contract value of Rs. 436.00 lakhs, which, in 2011 hosted first FIFA official international friendly match between two foreign nations in India. In 2010, we built our first International standard FIH approved Hockey field at Pt. Motilal Nehru Sport Stadium, Rae Bareilly, having contract value of Rs. 189.00 lakhs. In year 2014, we expanded into development of stadiums/sports complexes on Design & Build basis, thereby enhancing our capabilities. In 2016 we completed renovation and upgradation of the M. Chinnaswamy Cricket Stadium, Bengaluru, with the SubAir System. In 2017, we built international standard modular seating stadium having 14,565 seating capacity at Rajeev Gandhi Stadium at Aizawl, Mizoram having contract value of Rs.2,500.91 lakhs.

We have various exclusive license/distribution rights from several global suppliers such as FieldTurf, USA; Porplastic, Germany; SnapSports, USA; SubAir Systems, USA; Terraplas, UK; Alcor Equipments, France; and Pacific Seating, Australia to market their sports products majorly in South Asia. Further on, we have exclusive worldwide rights to promote SubAir Cricket System for the

cricket stadiums. We believe that our relationships with these suppliers provide us with additional expertise across brand building and marketing, which enable us to operate more efficiently.

We provide sports infrastructure construction and related services to private customers, Indian Armed Forces and the State and Central Government. Government funded projects accounted for 89.98% of our revenues from operations for the period ended March 31, 2018. Our Company is a FIH Certified Field Builder and also registered with Public Works Department of Madhya Pradesh as a registered contractor.

Our Company is managed by first-generation entrepreneur Anil Kumar Suravaram, who has 15 years of experience in business development and management functions. Our Company is also supported by an experienced management team, including our Chief Operating Officer, John Kumblavelil John, who is working with our Company since 2011, and our Chief Financial Officer, Surendra Kamath Basavanagudi, who has over 27 years of overall experience.

As per restated financial statements for period ended March 31, 2018, March 31, 2017 and March 31, 2016, the total revenue of our Company was at Rs. 6,979.72 lakhs, Rs. 6,194.52 lakhs and Rs. 5,791.95 lakhs respectively. Further, our PAT for period ended on March 31, 2018, March 31, 2017 and March 31, 2016 was at Rs. 504.13 lakhs, Rs. 425.15 lakhs and Rs. 422.84 lakhs respectively. According to “CRISIL Rating”, February 16, 2018, our credit rating is “CRISIL MSE 2” indicating “HIGHEST” operating performance and “HIGH” financial strength, valid until February 15, 2019.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR

In the opinion of the Board of Directors of our Company, since the date of the last financial statements disclosed in this Draft Red Herring 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:

1. The authorised share capital of the company has been increased to Rs. 1,200.00 lakhs in the Extra Ordinary General Meeting held on July 18, 2018;
2. The shareholders approved and passed special resolution on July 18, 2018, to authorize the Board of Directors to allot bonus shares in ratio of 5:1;
3. The Board approved and passed resolution on August 23, 2018, to raise funds by making Initial Public Offering;
4. The company has increased the borrowing power to Rs. 10,000.00 lakhs in the Extra Ordinary General Meeting held on August 25, 2018; and
5. The shareholders approved and passed special resolution on August 25, 2018, to authorize the Board of Directors to raise funds by making 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 23 of this Draft Red Herring Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- General economic and market conditions;
- Change in laws and regulations that apply to the industry in which our Company operate;
- Compliance with quality standards;
- Seasonal volatility;
- Our operational performance; and
- Significant amount of working capital for a continued growth.

SIGNIFICANT ACCOUNTING POLICIES

a) Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

b) Property, plant and equipment

Property, plant and equipment, capital work in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met, directly attributable cost of bringing the asset to its working condition for the intended use and initial estimate of decommissioning, restoring and similar liabilities. Any trade discounts and rebates and refundable taxes are deducted in arriving at the purchase price. Such cost includes the cost of replacing part of the plant and equipment. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred. Items of stores and spares that meet the definition of property, plant and equipment are capitalized at cost and depreciated over their useful life. Otherwise, such items are classified as inventories. The company adjusts exchange differences arising on translation/ settlement of long-term foreign currency monetary items pertaining to the acquisition of a depreciable asset to the cost of the asset and depreciates the same over the remaining life of the asset. In accordance with MCA circular dated 09 August 2012, exchange differences adjusted to the cost of fixed assets are total differences, arising on long-term foreign currency monetary items pertaining to the acquisition of a depreciable asset, for the period. In other words, the company does not differentiate between exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost and other exchange difference. Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized. The company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset. Property, plant and equipment held for sale is valued at lower of their carrying amount and net realizable value. Any write-down is recognized in the statement of profit and loss.

c) Depreciation

Depreciation on fixed assets is provided using the written down value method at the rates specified in Schedule II to the Companies Act, 2013. Depreciation is calculated on a pro-rata basis from the date of installation till the date the assets are sold or disposed. Individual assets costing less than Rs 5, 000/- are depreciated full in the year of acquisition.

d) Intangible assets

Intangible assets acquired separately are measured in initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses, if any.

e) Borrowing costs

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

f) Impairment of fixed assets

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. The company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the company's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, a long term growth rate is calculated and applied to project future cash flows after the fifth year. Impairment losses of continuing operations, including impairment on inventories, are recognized in the statement of profit and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the company estimates the asset's or cash-generating unit's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss.

g) Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments. On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

h) Inventories

Inventories are valued at the lower of cost and net realisable value and accounted on FIFO basis. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less estimated selling costs.

i) Revenue recognition

Revenue from operations comprises sale of materials, execution of works contracts and commission Income. The sale value is exclusive of Taxes. The principles of revenue recognition are given below: Revenue is recognized when it is earned and no significant uncertainty exists as to its realization or collection. Revenue on sale of products is recognized on the delivery of the products, when all significant contractual obligations have been satisfied, the property in the goods is transferred for a price, significant risks as rewards of ownership have been transferred and no effective ownership control is retained. i) Sales are shown as net of returns. ii) Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable. iii) Contract revenue is recognised only to the extent of cost incurred till such time the outcome of the job cannot be ascertained reliably subject to the condition that it is probable such cost will be recoverable. When the outcome of the contract is ascertained reliably, contract revenue is recognised at cost of work performed on the contract plus proportionate margin, using the percentage of completion method. Percentage of completion is the proportion of cost of work performed to-date, to the total estimated contract costs. The estimated outcome of a contract is considered reliable when all the following conditions are satisfied: i) the amount of revenue can be measured reliably; ii) it is probable that the economic benefits associated with the contract will flow to the Company; iii) the stage of completion of the contract at the end of the reporting period can be measured reliably; and iv) the costs incurred or to be incurred in respect of the contract can be measured reliably. When it is probable that the total contract cost will exceed total contract revenue, the expected loss is recognised as an expense in the Statement of Profit and Loss in the year in which such probability occurs. When the outcome of a construction contract cannot be estimated reliably, revenue is recognised only to the extent of contract costs incurred of which recovery is probable and the related contract costs are recognised as an expense in the year in which they are incurred.

j) Foreign currency transactions

Foreign currency transactions are recorded at the exchange rates prevailing on the date of the transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the statement of profit and loss. Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated into Indian rupees at the rates of exchange prevailing on the balance sheet date and resultant exchange differences are recognised in the statement of profit and loss. Non-monetary assets and liabilities are recorded at the rates prevailing on the date of transaction. As per the notification issued by the Ministry of Corporate Affairs vide notification dated 31 March 2009 and subsequent notification issued dated 29 December 2011, the Company has adjusted exchange differences arising on reporting of long-term foreign currency monetary items to the cost of the asset, where such long term foreign currency monetary items related to acquisition of a depreciable capital asset (whether purchased within or outside India) and has depreciated such foreign exchange gain / losses over the asset's balance useful life.

k) Leases

Where the Company is the lessee: Assets acquired under leases other than finance leases are classified as operating leases. The total lease rentals (including scheduled rental increases) in respect of an asset taken on operating lease are charged to the statement of profit and loss on a straight line basis over the lease term unless another systematic basis is more representative of the time pattern of the benefit. Initial direct costs incurred specifically for an operating lease are deferred and charged to the statement of profit and loss over the lease term.

l) Taxes on income

Income tax expense comprises of current tax, deferred tax charge or credit and minimum alternate tax (MAT) credit entitlement. Current tax the current charge for income taxes is calculated in accordance with the relevant tax regulations applicable to the Company. Deferred tax Deferred tax charge or credit reflects the tax effects of timing differences between accounting income and

taxable income for the period. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantially enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carry forward of losses, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets are reviewed at each balance sheet date and is written-down or written up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realised. The break-up of the major components of the deferred tax assets and liabilities as at balance sheet date has been arrived at after setting off deferred tax assets and liabilities where the Company has a legally enforceable right to set-off assets against liabilities and where such assets and liabilities relate to taxes on income levied by the same governing taxation laws. MAT credit entitlement represents the amounts paid in a year under Section 115JB of the Income Tax Act, 1961 ('IT Act'), which is in excess of the tax payable, computed on the basis of normal provisions of the IT Act. Such excess amount can be carried forward for set off in future periods in accordance with the relevant provisions of the IT Act. Since such credit represents a resource controlled by the Company as a result of past events and there is evidence as at the reporting date that the Company will pay normal income tax during the specified period, when such credit would be adjusted, the same has been disclosed as "MAT credit receivable", in the balance sheet with a corresponding credit to the statement of profit and loss, as a separate line item. Such assets are reviewed at each balance sheet date and written down to reflect the amount that will not be available as a credit to be set off in future, based on the applicable taxation law then in force.

m) Cash and cash equivalents

Cash and cash equivalents comprise cash and all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to amounts of cash to be cash equivalents.

n) Cash flow statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the company are segregated.

o) Employee benefits

Defined contribution plans A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Company makes specified monthly contribution towards employee provident fund to Government administered provident fund scheme, which is a defined contribution scheme. The Company's contribution is recognised as an expense in the statement of profit and loss during the period in which the employee renders the related service. **Short-term employee benefits** Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus and ex-gratia. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognised as an expense as the related service is rendered by employees. **Defined benefit plans** The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of a defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognised past service costs and the fair value of any plan assets are deducted. The calculation of the Company's obligation under each plans is performed annually by a qualified actuary using the projected unit credit method. The Company recognises all actuarial gains and losses arising from defined benefit plans immediately in the statement of profit and loss. All expenses related to defined benefit plans are recognised in employee benefits expense in the statement of profit and loss. Leave Encashment Until financial year 2016-17, the employees could carry-forward a portion of the unutilised

accrued compensated absences and utilise it in future service periods or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of the period in which the employees render the related service and are also not expected to be utilised wholly within twelve months after the end of such period, the benefit was classified as long term employee benefit. The Company recorded an obligation for such compensated absences in the period in which the employee rendered the services that increased this entitlement. The obligation was measured based on independent actuarial valuation done as per projected unit credit method as at the balance sheet date. From the year 2017-18, the company has revised its Leave Encashment Policy, where the employees cannot carry-forward their unutilised leaves. Thus, the company no longer recognises obligation for unutilised leaves.

p) Provisions and contingent liabilities

The Company creates a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Provisions for onerous contracts, i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognised when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a reliable estimate of such obligation.

PRINCIPAL COMPONENTS OF OUR STATEMENT OF PROFIT AND LOSS

Revenue and Expenses

Our revenue and expenses are reported in the following manner:

Total Revenue

Our Total Revenue comprises of revenue from operations and other income.

Revenue from operations

Our revenue from operations comprises of revenue from execution of works contract of sports infrastructure projects on turn-key basis and sale of artificial grass/sports turf, synthetic athletic tracks, natural grass play surfaces, indoor and outdoor modular sports flooring, modular stadium seating, etc. It also includes other operating revenue in the nature of commission income.

Other Income

Our other income comprises of recurring and non-recurring incomes. Our recurring income include interest on term deposits, gain on foreign exchange fluctuation, rental income and other miscellaneous income. Non-recurring income include claim received against insurance, leave encashment written off and liabilities/provisions written back.

Expenses

Our expenses comprise of cost of material consumed, other direct expenses, employee benefit expenses, finance costs, depreciation expenses and other expenses.

Cost of material consumed

Our cost of material consumed comprises of cost incurred towards purchase of material, carriage inwards, customs duty charges and the net increase or decrease in the raw material stock at the beginning & end of the year.

Other direct expenses

Our other direct expenses comprises of subcontracting & installation expenses and other freight & carriage expenses.

Employee benefit expenses

Our employee benefit expenses include salary and wages, contribution to provident and other funds, leave travel allowance, incentives, leave encashment expenses, provision for gratuity and staff welfare expenses.

Finance costs

Our finance costs comprise of interest expenses on borrowing from banks, interest expenses on borrowing from other corporation, loan processing charges and other bank commission & finance charges.

Depreciation expenses

Our depreciation expenses comprise of depreciation on tangible fixed assets.

Other expenses

Our other expenses consist of advertisement and publicity expenses, auditors fees bad debts, business promotion expenses, carriage outwards & hamali charges, commission expenses, communication expense, CSR expenses, donation expenses, loss on foreign currency fluctuations, insurance premium, interest on service tax, professional & consultancy charges, rates & taxes, reimbursement of expenses, rent charges, sales tax, travelling & conveyance expenses and miscellaneous expenses.

Our Results of Operations

The following table sets forth select financial data from our restated financial statement of profit and loss for the financial years 2018, 2017 and 2016, the components of which are also expressed as a percentage of total revenue for such periods:

Particulars	For the Year ended March 31, 2018		For the Year ended March 31, 2017		For the Year ended March 31, 2016	
	Rs. in Lakhs	(%)*	Rs. in Lakhs	(%)*	Rs. in Lakhs	(%)*
Total Revenue:						
Revenue from operations	6788.86	97.27	6162.85	99.49	5757.95	99.41
Other income	190.86	2.73	31.67	0.51	34.00	0.59
Total Revenue	6979.72	100.00	6194.52	100.00	5791.95	100.00
Expenses:						
Cost of material consumed	2969.99	42.55	2578.68	41.63	2371.94	40.95
Other direct expenses	1984.75	28.44	1916.95	30.95	1936.22	33.43
Employee benefit expenses	437.00	6.26	510.90	8.25	396.70	6.85
Finance costs	152.85	2.19	69.77	1.13	39.89	0.69
Depreciation and amortization expenses	26.12	0.37	15.65	0.25	14.53	0.25
Other expenses	620.64	8.89	436.97	7.05	389.99	6.73
Total Expenses	6191.36	88.70	5528.90	89.25	5149.28	88.90
Profit before exceptional, extraordinary items and tax	788.36	11.30	665.62	10.75	642.67	11.10
Extraordinary and Exceptional	-	-	-	-	-	-

Particulars	For the Year ended March 31, 2018		For the Year ended March 31, 2017		For the Year ended March 31, 2016	
	Rs. in Lakhs	(%)*	Rs. in Lakhs	(%)*	Rs. in Lakhs	(%)*
items						
Profit before tax	788.36	11.30	665.62	10.75	642.67	11.10
Tax expense :						
(i) Current tax	275.39	3.95	250.73	4.05	233.07	4.02
(ii) Deferred tax	8.85	0.13	(10.26)	(0.17)	(13.25)	(0.23)
Total Tax Expense	284.24	4.07	240.47	3.88	219.82	3.80
Profit for the year	504.13	7.22	425.15	6.86	422.84	7.30

* (%) column represents percentage of total revenue.

FINANCIAL YEAR 2017-18 COMPARED WITH FINANCIAL YEAR 2016-17

Total Revenue

Our total revenue increased by 12.68% to Rs. 6,979.72 lakhs for the financial year 2017-18 from Rs. 6,194.52 lakhs for the financial year 2016-17 due to the factors described below:

Revenue from operations

Our revenue from operations increased by 10.16% to Rs. 6,788.86 lakhs for the financial year 2017-18 from Rs. 6,162.85 lakhs for the financial year 2016-17 which was mainly on account of increase in our net revenue from execution of works contract by 32.78% to Rs. 6,474.12 lakhs for the financial year 2017-18 from Rs. 4,875.71 lakhs for the financial year 2016-17. However the increase was partially offset by decrease in revenue from sale of products by 79.25% to Rs. 201.74 lakhs for the financial year 2017-18 from Rs. 972.17 lakhs for the financial year 2016-17 and decrease in commission income by 64.12% to Rs. 113.00 lakh for the financial year 2017-18 to Rs. 314.97 lakhs for the financial year 2016-17. The increase in sales from works contract was on account of increase in number of orders received. The commission income of the business is not recurring and is based on direct billing by our supplier to our customers and therefore our decrease in our commission income was on account of non availability of direct billing.

Other income

Our other income increased by 502.62% to Rs. 190.86 lakhs for financial year 2017-18 from Rs. 31.67 lakhs for the financial year 2016-17 mainly due to increase in gain on foreign exchange fluctuation by Rs. 62.33 lakhs, miscellaneous income from tax credit by Rs. 46.26 lakh, leave encashment written off by Rs. 27.67 lakh, claim on insurance received by Rs. 19.99 lakh, rent income by Rs.9.08 lakh, and interest income by Rs. 0.92 lakh. However this increase was partially offset by decrease in liabilities written back by Rs. 7.06 lakh.

Total Expenses

Our total expenses, excluding tax increased by 11.98% to Rs. 6,191.36 lakhs for the financial year 2017-18 from Rs. 5,528.90 lakhs for the financial year 2016-17, due to the factors described below:

Cost of material consumed

Our cost of material consumed increased by 15.18% to Rs.2,969.99 lakhs for the financial year 2017-18 from Rs. 2,578.68 lakhs for the financial year 2016-17. The increase is in line with increase in overall revenue and general inflationary cost for the year.

Other Direct expenses

Our other direct expenses increased by 3.54% to Rs. 1984.75 lakhs for the financial year 2017-18 from Rs. 1916.95 lakhs for the financial year 2016-17. The increase in other direct expenses was majorly on account of increase in carriage & freight expenses by Rs. 46.60 lakh and subcontracting & installation expenses by Rs. 21.21 lakh.

Employee benefits expenses

Our employee benefit expenses decreased by 14.46% to Rs. 437.00 lakhs for the financial year 2017-18 from Rs. 510.90 lakhs for the financial year 2016-17. The decrease was mainly due to decrease in incentive expense by Rs. 136.93 lakh, leave encashment expense by Rs. 9.65 lakhs and staff welfare expense by Rs. 6.73 lakh. However the decrease was partially offset by increase in salaries & wages by Rs. 57.33 lakh, gratuity expense by Rs. 19.30 lakh and contribution to provident and other funds by Rs. 2.79 lakh. The decrease in incentive expense was on account of lower incentives provided during the year 2017-18, as the management wanted to keep the total employee benefit expense in the range of 6 to 7% of revenue for FY 17-18. The increase in salary & wages was due to the increase in number of employees from 76 in financial year 2016-17 to 84 in financial year 2017-18.

Finance costs

Our finance costs increased by 119.08% to Rs. 152.85 lakhs for the financial year 2017-18 from Rs. 69.77 lakhs for the financial year 2016-17. The increase was mainly on account of increase in bank commission and other charges by Rs. 51.59 lakhs, NSIC interest by Rs. 26.61 lakh, loan processing charges by Rs. 3.66 lakh and interest on vehicle loan by Rs. 1.22 lakh. The company extended its credit facility taken from National Small Scale Industries Corporation from Rs. 175.34 lakhs for the year ended March 31, 2017 to Rs. 479.03 lakhs for the year ended March 31, 2018 which led to increase in finance costs.

Depreciation expense

Our depreciation expense increased by 66.90% to Rs. 26.12 lakhs for the financial year 2017-18 from Rs. 15.65 lakhs for the financial year 2016-17. The increase in our depreciation expenses was mainly on account of addition in our tangible fixed assets by Rs. 45.30 lakhs during the financial year 2017-18.

Other expenses

Our other expenses increased by 42.03% to Rs. 620.64 lakhs for the financial year 2017-18 from Rs. 436.97 lakhs for the financial year 2016-17. The increase was mainly due to increase in carriage outward and hamali expenses by Rs. 72.14 lakhs, rates & taxes by Rs. 58.53 lakhs, travelling & conveyance expenses by Rs. 49.65 lakhs, professional & consultancy charges by Rs. 17.24 lakhs, rent expenses by Rs. 14.68 lakhs, miscellaneous expenses by Rs. 11.57 lakhs, business promotion expenses by Rs. 8.96 lakhs, insurance premium expenses by 5.98 lakhs, CSR expenses by Rs.3.17 lakhs and donation expenses by 1.72 lakhs among others. However, the increase was partially offset by decrease in loss on foreign exchange fluctuation by Rs. 19.82 lakhs, decrease in bad debts written off by Rs. 16.96 lakhs, commission expenses by Rs. 15.68 lakhs, advertisement and publicity expenses by Rs. 5.55 lakhs and communication expenses by 1.81 lakh among others. Increase in carriage outward expenses was on account of ongoing Mizoram project located at remote location which increased the overall transportation cost.

Profit/Loss before tax

Our profit before tax increased by 18.44% to Rs. 788.36 lakhs for the financial year 2017-18 from Rs. 665.62 lakhs for the financial year 2016-17 due to increase in our overall business operations.

Tax expenses

Our tax expenses increased by 18.20% to Rs. 284.24 lakhs for the financial year 2017-18 from Rs. 240.47 lakhs for the financial year 2016-17 mainly due to increase in our current tax expenses by Rs. 24.66 lakh and increase in deferred tax expenses by Rs. 19.11 lakhs. The increase in our tax expenses was due to increase in profit before tax during the financial year 2017-18.

Profit after tax

Our profit after tax increased by 18.58% to Rs. 504.13 lakhs for the financial year 2017-18 from Rs. 425.15 lakhs for the financial year 2016-17.

FINANCIAL YEAR 2016-17 COMPARED WITH FINANCIAL YEAR 2015-16

Total Revenue

Our total revenue increased by 6.95% to Rs. 6,194.52 lakhs for the financial year 2016-17 from Rs. 5,791.95 lakhs for the financial year 2015-16 due to the factors described below:

Revenue from operations

Our revenue from operations increased by 7.03% to Rs. 6,162.85 lakhs for the financial year 2016-17 from Rs. 5,757.95 lakhs for the financial year 2015-16. The increase was on account of increase in net revenue from commission income by Rs. 311.25 lakhs to Rs. 314.97 lakhs for the financial year 2016-17 from Rs. 3.72 lakhs for the financial year 2015-16 and also increase in net revenue from execution of works contract by 35.14% to Rs. 4,875.71 lakhs for the financial year 2016-17 to Rs. 3,607.92 lakhs for the financial year 2015-16. However, the increase was partially offset by decrease in revenue from sale of product by 54.70% to Rs. 972.17 lakhs for the financial year 2016-17 from Rs. 2,146.31 lakhs for the financial year 2015-16. The increase in commission income was on account of increase in direct billing by our suppliers to our customers.

Other income

Our other income decreased by 6.85% to Rs. 31.67 lakhs for the financial year 2016-17 from Rs. 34.00 lakhs for the financial year 2015-16 mainly due to by decrease in rent income by Rs. 18.59 lakhs, Interest income by Rs.3.06 lakhs. However, the decrease was partially offset by increase in income from liabilities written back by Rs. 19.20 lakhs and other miscellaneous income by Rs. 0.12 lakhs.

Total Expenses

Our total expenses, excluding tax increased by 7.37% to Rs. 5,528.90 lakhs for the financial year 2016-17 from Rs. 5,149.28 lakhs for the financial year 2015-16, due to the factors described below:

Cost of material consumed

Our cost of material consumed increased by 8.72% to Rs. 2,578.68 lakhs for the financial year 2016-17 which was 2,371.94 lakhs for the financial year 2015-16. The increase is in line with increase in revenue from operations and general inflationary cost for the year.

Other Direct expenses

Our other direct expenses decrease by 1.00% to Rs. 1,916.95 lakhs for the financial year 2016-17 from Rs. 1,936.22 lakhs for the financial year 2015-16. The decrease in direct expenses was majorly on account of decrease in subcontracting & installation expenses by Rs. 26.92 lakh. However the decrease was partially offset by increase in carriage & freight expenses by Rs. 7.65 lakh.

Employee benefits expenses

Our employee benefit expenses increased by 28.79% to Rs. 510.90 lakhs for the financial year 2016-17 from Rs. 396.70 lakhs for the financial year 2015-16. The increase was mainly due to increase in salary & wages by Rs. 81.75 lakhs, incentive expenses by Rs. 21.55 lakhs, gratuity expenses by Rs. 8.49 lakhs, contribution to provident and other funds by Rs. 3.91 lakhs and leave encashment expenses by Rs. 1.97 lakhs. However the increase was partially offset by decrease in staff welfare

expenses by Rs. 3.48 lakh. The increase in salary & wages was increase in number of employees from 63 in financial year 2015-16 to 76 in financial year 2016-17.

Finance costs

Our finance costs increased by 74.91% to Rs. 69.77 lakhs for the financial year 2016-17 from Rs. 39.89 lakhs for the financial year 2015-16. The increase was mainly on account of increase in bank commission and other finance charges by Rs. 17.68 lakhs and increase in loan processing charges by Rs. 12.20 lakhs. The increase in our working capital facility led to an increase in our finance costs. Our cash credit limit increased from Rs. 141.86 lakhs as on March 31, 2016 to Rs. 464.69 lakhs as on March 31, 2017.

Depreciation expense

Our depreciation expense increased by 7.71% to Rs. 15.65 lakhs for the financial year 2016-17 from Rs. 14.53 lakhs for the financial year 2015-16. The increase in our depreciation expenses was mainly on account of addition in depreciable tangible fixed assets by Rs. 206.01 lakhs during the financial year 2016-17.

Other expenses

Our other expenses increased by 12.04% to Rs. 436.97 lakhs for the financial year 2016-17 from Rs. 389.99 lakhs for the financial year 2015-16. The increase was mainly due to increase in our travelling & conveyance expenses by Rs. 42.51 lakhs, advertisement & publicity expenses by Rs. 15.59 lakhs, loss on foreign currency fluctuation by Rs. 6.44 lakhs, bet debts written off by Rs. 4.78 lakhs, commission expenses by Rs. 4.61 lakhs, business promotion expenses by Rs. 3.69 lakhs, insurance premium expenses by Rs. 2.88 lakhs and communication expenses by Rs. 2.54 lakhs, miscellaneous expenses by Rs. 1.61 lakhs, and rent expenses by Rs. 1.27 lakhs among others. However the increase was partially offset by decrease in professional and consultancy charges by Rs. 20.72 lakhs, rates & taxes by Rs. 10.24 lakhs, carriage outward & hamali expenses by Rs. 5.63 lakhs and donation expenses by Rs. 1.99 lakh among others. The increase in travelling costs is on account of increase in the number of projects and cost incurred on international travels for business procurement and supplier meetings.

Profit/Loss before tax

Our profit before tax increased by 3.57% to Rs. 665.62 lakhs for the financial year 2016-17 from Rs. 642.67 lakhs for the financial year 2015-16 due to increase in our operational performance of the company.

Tax expenses

Our tax expenses increased by 9.39% to Rs. 240.47 lakhs for the financial year 2016-17 from Rs. 219.82 lakhs for the financial year 2015-16 mainly due to increase in our profit before tax in the financial year 2016-17. Out tax expenses increase due to increase in current tax expense by Rs. 17.66 lakhs and decrease deferred tax credit by Rs. 2.99 lakhs in the financial year 2016-17.

Profit after tax

Our profit after tax increased by Rs. 0.55% to Rs. 425.15 lakhs for the financial year 2016-17 from Rs. 422.84 lakhs for the financial year 2015-16.

Other Key Ratios

The table below summaries key ratios in our Restated Financial Statements for the financial years ended March 31, 2018, 2017 and 2016:

Particulars	For the year ended March 31,		
	2018	2017	2016

Particulars	For the year ended March 31,		
	2018	2017	2016
Fixed Asset Turnover Ratio	18.85	18.08	76.21
Debt Equity Ratio	0.37	0.34	0.10
Current Ratio	1.43	1.35	1.36
Inventory Turnover Ratio	11.99	12.96	13.79

Fixed Asset Turnover Ratio: This is defined as revenue from operations divided by total fixed assets, based on Restated Financial Statements. Work-in-Progress has not been included in calculation of Total Fixed Assets.

Debt Equity Ratio: This is defined as total debt divided by total shareholder funds. Total debt is the sum of long-term borrowings, short-term borrowings and current maturities of long term borrowings, based on Restated Financial Statements.

Current Ratio: This is defined as current assets divided by current liabilities, based on Restated Financial Statements.

Inventory Turnover Ratio: This is defined as revenue from operations divided by average inventory. Average inventory is computed by dividing the sum of opening inventory and closing inventory by two, based on Restated Financial Information.

Cash Flow

The table below summaries our cash flows from our Restated Financial Information for the financial years 2018, 2017 and 2016:

(Rs. in lakhs)

Particulars	For the year ended March 31,		
	2018	2017	2016
Net cash (used in)/ generated from operating activities	(75.18)	(512.07)	92.90
Net cash (used in)/ generated from investing activities	(17.51)	7.52	(169.57)
Net cash (used in)/ generated from financing activities	80.21	489.57	40.00
Net increase/ (decrease) in cash and cash equivalents	(12.48)	(14.98)	(36.67)
Cash and Cash Equivalents at the beginning of the period	37.59	52.58	89.24
Cash and Cash Equivalents at the end of the period	25.11	37.59	52.58

Operating Activities

Financial year 2017-18

Our net cash used in operating activities was Rs. 75.18 lakhs for the financial year 2017-18. Our operating profit before working capital changes was Rs. 898.20 lakhs for the financial year 2017-18 which was primarily adjusted by payment of income tax of Rs. 345.34 lakhs, increase in other current assets by Rs. 2,290.95 lakhs, decrease in trade receivables by Rs. 1,603.22 lakhs, increase in provisions by Rs. 536.04 lakhs, decrease in trade payables by Rs. 376.34 lakhs, increase in long term loan & advances by Rs. 163.83 lakhs, increase in short term loan & advances by Rs. 60.24 lakhs, decrease in inventories by Rs. 23.55 lakhs, increase in other current liabilities by Rs. 111.75 lakhs and decrease in long term liabilities by Rs. 11.24 lakhs.

Financial year 2016-17

Our net cash used in operating activities was Rs. 512.07 lakhs for the financial year 2016-17. Our operating profit before working capital changes was Rs. 799.28 lakhs for the financial year 2016-17, which was primarily adjusted by payment of income tax of Rs. 208.14 lakhs, increase in trade receivables by Rs. 1195.86 lakhs, increase in trade payables by Rs. 472.21 lakhs, increase in inventories by Rs. 204.65 lakhs, decrease in other current liabilities by Rs. 109.21 lakhs, increase in long term loan & advances by Rs. 98.16 lakhs, increase in provisions by Rs. 44.52 lakhs, decrease in short term loan & advances by Rs. 27.45 lakhs, increase in other current assets by Rs. 25.84 lakhs and decrease in long term liabilities by Rs. 13.68 lakhs.

Financial year 2015-16

Our net cash generated from operating activities was Rs. 92.90 lakhs for the financial year 2015-16. Our operating profit before working capital changes was Rs. 706.86 lakhs for the financial year 2015-16, which was primarily adjusted by payment of income tax of Rs. 169.14 lakhs, increase in trade receivable by Rs. 1,600.58 lakhs, increase in trade payables by Rs. 1,293.17 lakhs, increase in long term loans & advances by Rs. 137.19 lakhs, increase in short term loans & advances by Rs. 109.71 lakhs, decrease in inventories by Rs. 88.31 lakhs, increase in other current liabilities by Rs. 62.54 lakhs, decrease in provisions by Rs. 22.00 lakhs and increase in other current assets by Rs. 19.35 lakhs.

Investing Activities

Financial year 2017-18

Net cash used in investing activities was Rs. 17.51 lakhs for the financial year 2017-18. This was primarily on account of purchase of fixed assets amounting to Rs. 45.30 lakhs which was partially offset by receipt of interest income of Rs. 13.02 lakh, rental income of Rs. 9.31 lakh and proceeds from margin money deposits of Rs. 5.46 lakh.

Financial year 2016-17

Net cash generated from investing activities was Rs. 7.52 lakhs for the financial year 2016-17. This was primarily on account of proceeds from margin money deposits of Rs. 21.70 lakhs, receipt of interest income of Rs. 12.10 lakh and rental income of Rs. 0.23 lakh which was partially offset by purchase of fixed assets amounting to Rs. 26.52 lakh.

Financial year 2015-16

Net cash used in investing activities was Rs. 169.57 lakhs for the financial year 2015-16. This was primarily on account of purchase of fixed assets amounting to Rs. 187.21 lakh and investments in margin money deposits of Rs. 16.34 lakh which was partially offset by receipt of rental income of Rs. 18.82 lakhs and receipt of interest income of Rs. 15.16 lakh.

Financing Activities

Financial year 2017-18

Net cash generated from financing activities for the financial year 2017-18 was Rs. 80.21 lakhs primarily consisting of proceed from short term borrowings of Rs. 233.06 lakhs which was partially offset by payment of interest amounting to Rs. 152.85 lakhs.

Financial year 2016-17

Net cash generated from financing activities for the financial year 2016-17 was Rs. 489.57 lakhs primarily consisting of proceed from short term borrowings of Rs. 559.34 lakhs which was partially offset by payment of interest amounting to Rs. 69.77 lakhs.

Financial year 2015-16

Net cash generated from financing activities for the financial year 2015-16 was Rs. 40.00 lakhs primarily consisting of proceed from short term borrowings of Rs. 79.89 lakhs which was partially offset by payment of interest amounting to Rs. 39.89 lakhs.

Financial Indebtedness

As on March 31, 2018 the total outstanding borrowings of our Company was Rs. 965.91 lakhs comprising of short term borrowings amounting to Rs. 960.26 lakhs and current maturity of long term debt of Rs. 5.65 lakhs. For further details, refer chapter titled “*Financial Indebtedness*” beginning on page 234 of this Draft Red Herring Prospectus.

(Rs. in lakhs)

Particulars	As at March 31, 2018
Short Term Borrowings	
<i>Secured Loans</i>	
- Working capital facility from HDFC Bank and Standard Chartered Bank	481.23
- Credit facility from National Small Scale Industries Corporation	479.03
Sub Total (A)	960.26
Current Maturities of Long Term Borrowings (B)	5.65
Total (A)+(B)	965.91

In the event, any of our lenders declare an event of default, such current and any future defaults could lead to acceleration of our repayment obligations, termination of one or more of our financing agreements or force us to sell our assets, any of which could adversely affect our business, results of operations and financial condition.

Related Party Transactions

Related party transactions with certain of our promoter, directors and their entities and relatives primarily relates to remuneration payable, loans & advances given and taken and Issue of Equity Shares. For further details of such related parties under AS18, refer chapter titled “*Financial Statements*” beginning on page 216 of this Draft Red Herring Prospectus.

Contingent Liabilities

The following table sets forth our contingent liabilities as of March 31, 2018 and March 31, 2017:

(Rs. in Lakhs)

Particulars	As on March 31, 2018	As on March 31, 2017
Guarantees issued by Banks	1263.10	497.42
Total	1263.10	497.42

It is not practical for our Company to estimate the timings of cash outflow, if any in respect of above mentioned contingent liabilities. For further details, refer chapter titled “*Financial Statements*” beginning on page 216 of this Draft Red Herring Prospectus.

Off-Balance Sheet Items

We do not have any other off-balance sheet arrangements, derivative instruments or other relationships with any entity that have been established for the purposes of facilitating off-balance sheet arrangements.

Qualitative Disclosure about Market Risk

Financial Market Risks

Market risk is the risk of loss related to adverse changes in market prices, including interest rate risk. We are exposed to interest rate risk, inflation and credit risk in the normal course of our business.

Interest Rate Risk

Our financial results are subject to changes in interest rates, which may affect our debt service obligations and our access to funds.

Effect of Inflation

We are affected by inflation as it has an impact on the purchase of raw material cost, wages, overhead cost etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

Credit Risk

We are exposed to credit risk on monies owed to us by our customers. If our customers do not pay us promptly, or at all, we may have to make provisions for or write-off such amounts.

Reservations, Qualifications and Adverse Remarks

Except as disclosed in chapter titled “*Financial Statements*” beginning on page 216 of this Draft Red Herring Prospectus, there have been no reservations, qualifications and adverse remarks.

Details of Default, if any, Including Therein the Amount Involved, Duration of Default and Present Status, in Repayment of Statutory Dues or Repayment of Debentures or Repayment of Deposits or Repayment of Loans from any Bank or Financial Institution

Except as disclosed in chapter titled “*Financial Statements*” beginning on page 216 of this Draft Red Herring Prospectus, there have been no defaults in payment of statutory dues or repayment of debentures and interest thereon or repayment of deposits and interest thereon or repayment of loans from any bank or financial institution and interest thereon by the Company during the period April 01, 2015 up to March 31, 2018.

Material Frauds

There are no material frauds, as reported by our statutory auditor, committed against our Company, in the last five Fiscals.

Unusual or Infrequent Events or Transactions

As on date, there have been no unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses.

Significant Economic Changes that Materially Affected or are Likely to Affect Income from Continuing Operations

Indian rules and regulations as well as the overall growth of the Indian economy have a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations.

There are no significant economic changes that materially affected our Company’s operations or are likely to affect income from continuing operations except as described in chapter titled “*Risk Factors*” beginning on page 23 of this Draft Red Herring Prospectus.

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 described in the section titled “*Risk Factors*” beginning on page 23 of this Draft Red Herring Prospectus and in this chapter, to our knowledge there are no known trends or uncertainties that are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

Future Changes in Relationship between Costs and Revenues, in Case of Events Such as Future Increase in Labour or Material Costs or Prices that will Cause a Material Change are known

Other than as described in chapter titled “*Risk Factors*” beginning on page 23 of this Draft Red Herring Prospectus and in this section, to our knowledge there are no known factors that might affect the future relationship between cost and revenue.

Extent to which Material Increases in Net Sales or Revenue are due to Increased Sales Volume, Introduction of New Products or Services or Increased Sales Prices

Changes in revenue in the last three financial years are as explained in the part “*Financial Year 2017-18 compared with financial year 2016-17 and Financial Year 2016-17 Compared With Financial Year 2015-16*” above.

Total Turnover of Each Major Industry Segment in Which the Offerer Operates

Our business is limited to a single reportable segment.

Competitive Conditions

We have competition with Indian and international service provider and our results of operations could be affected by competition in the sports infrastructure industry in India and international market in the future. We expect competition to intensify due to possible new entrants in the market, existing competitors further expanding their operations and our entry into new markets where we may compete with well-established unorganized companies / entities. This we believe may impact our financial condition and operations. For details, please refer to the chapter titled “*Risk Factors*” beginning on page 23 of this Draft Red Herring Prospectus.

Increase in income

Increases in our income are due to the factors described above in in this chapter under “*Significant Factors Affecting Our Results of Operations*” and chapter titled “*Risk Factors*” beginning on page 23 of this Draft Red Herring Prospectus.

Status of any Publicly Announced New Products or Business Segments

Except as disclosed elsewhere in the Draft Red Herring Prospectus, we have not announced and do not expect to announce in the near future any new products or business segments.

Significant Dependence on a Single or Few Suppliers or Customers

Significant proportion of our revenues have historically been derived from a limited number of customers. The % of Contribution of our Company’s customer and supplier vis a vis the total revenue from operations and total purchase of goods respectively as of March 31, 2018 is as follows:

Particulars	Customers	Suppliers
Top 5 (%)	70.89%	59.54%
Top 10 (%)	84.09%	67.18%

Seasonality of Business

The nature of business is seasonal. For further detail, please refer to chapter titled “*Risk Factors*” beginning on page 23 of this Draft Red Herring Prospectus.

FINANCIAL INDEBTEDNESS

Pursuant to a special resolution of our Shareholders passed at the extraordinary general meeting held on August 25, 2018, our Board has been authorized to borrow monies, which, together with the monies already borrowed, exceeds the aggregate of the paid-up capital and free reserves apart from temporary loans borrowed in the ordinary course of business, from such person or persons on such terms and conditions as to the repayment, interest and otherwise as they may think fit and proper, provided that the total amount so borrowed shall not, at any time, exceed Rs. 100 crores.

Our Company utilizes various credit facilities from banks and others for conducting its business. Set forth is a brief summary of our Company's secured borrowings together with a brief description of certain significant terms of such financing arrangements.

As on March 31, 2018, Our Company does not have any outstanding unsecured borrowings from banks, financial institutions or any other party.

SECURED BORROWINGS

1. Borrowing of Rs. 1225.00 Lakhs from HDFC bank as per sanction letter dated June 11, 2018.

(Amount in Lakhs)

Sr. No	Nature of facility	Sanctioned Amount	Rate Of Interest/ Commission	Outstanding as on March 31, 2018
1	Cash Credit	375.00	9.6%	307.19
2	Letter of Credit (Sub Limit)	(250.00)	1.5%	-
3	Bank Guarantee	475.00	1.5%	-
4	BG (Sub Limit)	(250.00)	1.5%	-
5	Bank Guarantee	275.00	1.5%	-
6	LC (Sub Limit)	(150.00)	1.5%	-
7	Adhoc Cash Credit	100.00	9.75%	-
	Total	1225.00		307.19

Purpose: Working Capital Requirement

Interest Payment: Monthly rests, unless otherwise specified. Interest need to be serviced by the 3rd of every month.

Valid Upto: June 30, 2019

Security- Primary: Stock, Debtors, Export Stock, Exports Debtors, 10% Cash Margin

Security- Collateral: Personal Guarantee of all directors and property owners.

Property Details:

- Flat no 101, Begumpeth, First floor, Shrinivasa Nilayam, H No. 1-10-68/4 P.No. 52 Chikoti Gardens, Opposite Lane to Shoppers Stop, Hyderabad, Andhra Pradesh- 500016
- Shop No.8, 2nd floor, Lumbini Mall, Block C, Shaikpet Village, Road No. 2, Banjara Hills, H no 8-2-269/LM/SF-8, Plot no 7-B and Forming Part of TS No. 3/2Ward no 10500034, near TV 9 Office, Hyderabad, Andhra Pradesh – 500034.
- MCH No 8-1-301/94, Shaikpet, Golconda Mandal, Hydlayout of Sri Dhittatreya Co-operative Housing Society Ltd, Near Indusind Bank, Hyderabad.

2. Borrowing of Rs. 1125 Lakhs from Standard Chartered Bank as per sanction letter dated October 31, 2017:

(Amount in Lakhs)

Sr. No	Nature of facility	Sanctioned Amount	Rate Of Interest/Commission	Tenure/ Valid Upto	Outstanding as on March 31, 2018
1	Overdraft Facility	375.00	MCLR+1.30%	1 day or Payable on demand	174.03
1.a	Working Capital Demand Loan	(300.00)	As may be agreed at the time of drawdown	180 days	-
2	Import Letter of Credit Facility 1	150.00	1% p.a.	120 Days	-
2a	Import Letter of Credit Facility 2	(150.00)	1% p.a.	120 Days	-
2.b.	Buyers Credit Payment Undertaking Facility	(150.00)	As may be agreed at the time of drawdown	120 Days	-
3.	Bank Guarantee Facility 1	250.00	1% p.a.	5 Years	-
3.a.	Bank Guarantee Facility 2	(250.00)	1% p.a.	5 Years	-
4	Bank Guarantee Facility 3	350.00	1% p.a.	5 Years	-
	Sub Total	1125.00			174.03

Note: Standard Chartered Bank has sanctioned credit limited to the extent of Rs. 90 lakhs against lien on Fixed Deposit with the bank.

Security

1. General Charge on Current Assets & Movable Fixed Assets of the company on pari- passu basis with HDFC Bank Ltd.
2. House bearing Municipal No. 8-1- 301/94, Situated at Laxmi Nagar Colony, Dattatreya Co-Operative Housing Society, Shaikpet, Golconda Mandal, Hyderabad.***
3. Flat No. 101 on First Floor of Sri nivasa Nnayam, in premises bearing Municipal No. 1-10-6814 on Plot No. 52, situated al Chlkoti Gardens, Begumpet, Hyderabad***

***This property is under pari passu charge on equal sharing percentage e with HDFC Bank Ltd

4. Shop No. 8 on Second Floor of Lumbini Mall, Premises bearing Municipal No. 8-2-269/LMISF-8, In Plot No. 7B, and forming part of T.S. No. 3/2, Ward No. 10, Block C of Shaikpel Village Situated at Road No. 2, Banjara Hills, Hyderabad
Personal Guarantee of Anil Kumar Suravaram & Sujatha Reddy Suravaram

Key terms of our secured borrowings are disclosed as below:

1. **Review Date:** The Review date of the facilities shall be September 29, 2018
2. **Terms:** Facilities shall expire when recalled by the bank unless maturity date is specified.
3. **Tenor:** Tenor means in case of fund based Facilities the period within which each disbursement needs to be repaid or in case of non-fund based Facilities the period for which the documentary credit or trade instrument issued by the bank shall be valid.

3. Borrowings of Rs. 500.00 Lakhs from the National Small Industries Corporation Limited as per sanction letter dated February 10, 2017 and Supplementary Agreement dated November 28, 2017 :

Nature of Facility	Raw Material Assistance against Bank Guarantee (RMA Scheme)
Loan Amount	Rs. 500.00 Lakhs
Rate of Interest	11.00% p.a.
Security	Bank Guarantee equivalent to the value of limit sanctioned from any Nationalised Bank / Approved Bank of NSIC on the prescribed format.
Tenor	90 days
Amount Outstanding as on March 31, 2018	479.03 Lakhs

4. Borrowings of Rs. 7.50 Lakhs from HDFC Bank Limited.

Nature of Facility	Vehicle Loan
Loan Amount	Rs. 7.50 Lakhs
Rate of Interest	8.51 % p.a.
EMI Amount	0.23 lakhs
Security	Secured against respective vehicle for which loan is taken
Tenor	36 Months
Amount Outstanding as on March 31, 2018	5.65 lakhs

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except, as stated in this section and mentioned elsewhere in this Draft Red Herring Prospectus there are no litigations including, but not limited to suits, criminal proceedings, civil proceedings, actions taken by regulatory or statutory authorities or legal proceedings, including those for economic offences, tax liabilities, show cause notice or legal notices pending against our Company, Directors, Promoter, or against any other company or person/s 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, Promoter,.

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 Promoter 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.

Our Board, in its meeting held on August 23, 2018 determined that outstanding dues to creditors in excess of Rs. 25.00 Lakhs as per last audited financial statements shall be considered as material dues (“**Material Dues**”).

Pursuant to SEBI ICDR Regulations, all other pending litigations except criminal proceedings, statutory or regulatory actions and taxation matters involving our Company, Promoter, Directors, would be considered ‘material’ for the purposes of disclosure if the monetary amount of claim by or against the entity or person in any such pending matter exceeds Rs. 30.00 Lakhs as determined by our Board, in its meeting held on August 23, 2018.

Accordingly, we have disclosed all outstanding litigations involving our Company, Promoter, Directors and Group Companies which are considered to be material. In case of pending civil litigation proceedings wherein the monetary amount involved is not quantifiable, such litigation has been considered ‘material’ only in the event that the outcome of such litigation has an adverse effect on the operations or performance of our Company.

Unless otherwise stated to the contrary, the information provided is as of the date of this Draft Red Herring Prospectus.

LITIGATIONS INVOLVING OUR COMPANY

LITIGATIONS AGAINST OUR COMPANY

Complaint under Section 138 of NI Act, 1881

Case No. 20981/2017, in the matter of M3M India Private Limited Vs. Great Sports Infra Private Limited.

A Work Order dated March 01, 2016 (“**Work Order**”) was issued by M3M India Private Limited (“**M3M**”) to our Company for supply, installation, testing and commissioning of artificial turf and sub base work at the golf course for a residential project of M3M (“**Project**”). An amount of Rs. 76,50,715/- (Rupees Seventy-Six Lakhs Fifty Thousand Seven Hundred Fifteen Only) and Rs. 22,51,360/- (Rupees Twenty Two Lakhs Fifty One Thousand Three Hundred Sixty Only) were an

advance payments made against Phase-II of the Project for the part material. On the request of M3M, though not in the work order, our Company submitted an undated cheque for a sum of Rs. 1,00,00,000/- (Rupees One Crore Only) as security for the amount released as advance payment, to be returned back on the delivery of material. M3M unilaterally issued a Termination Notice dated July 31, 2017, thereby terminating the said Work Order. Our Company had purchased the materials exclusively for the Project, which M3M refused to take delivery of the same. Hence, in order to recover the advance payment made to our Company, M3M arbitrarily presented the cheque for encashment. Since the said cheque was issued as corporate guarantee, our Company instructed the bank for 'stop payment' of the said cheque and hence owing the reason mentioned herein, the same was dishonoured. Subsequently, a Legal Notice under Section 138 of the Negotiable Instruments Act, 1881 dated November 11, 2017, was issued by M3M upon our Company thereby calling upon our Company to pay the amount of **Rs. 1,00,00,000/- (Rupees One Crore Only)**. In reply to the said Legal Notice, our Company has denied all the allegations and averments of the same vide its letter dated December 01, 2017. Pursuant to the said letter, M3M filed a complaint under Section 138 of the Negotiable Instruments Act, 1881 against our Company before Hon'ble Judicial Magistrate, Gurugram. Our Company registered a Police complaint to the Station House Officer, P.S. Golf Course Road, Sector 54, Gurugram, Haryana. Subsequently, an Order dated December 21, 2017 (the "**Impugned Order**") was pronounced, whereby the Hon'ble court decided to proceed against our Company under Section 138 read with Section 141 of the Negotiable Instruments Act, 1881. Pursuant to the said Impugned Order, a Criminal Revision Petition dated April 16, 2018 was filed by Suravaram Sujatha Reddy Suravaram before the Hon'ble Court of Ld. District and Sessions Judge, District Court, Gurugram challenging the said Impugned Order.

The matter is pending before the Hon'ble Court of Ld. District and Sessions Judge, District Court, Gurugram.

Civil Proceedings

1) W.P No. 58730 OF 2017, in the matter of Edel Grass BV Vs. Great Sports Infrastructure.

A notice dated August 18, 2017 was issued by National Project Construction Corporation Limited ("**NPCCCL**"), inviting Tender/Tender documents for the work of construction of global category synthetic hockey surface including allied civil works with annual maintenance of 2 (two) years for turf and sprinkler at Sainik School, Bijapur, Karnataka. Our Company with other participants had submitted a Bid for Tender on November 10, 2017 and an opening for technical Bid was initiated. There were certain correspondences exchanged between the representative of Edel Grass BV ("**Edelgrass**") and NPCCCL from November 12, 2017 to November 21, 2017. However, NPCCCL issued a bid rejection letter to Edelgrass on November 26, 2017.

Hence, a writ petition under Article 226 of the Constitution of India dated December 27, 2017 ("**Petition**") was filed by Edelgrass before the Hon'ble High Court of Karnataka, Bengaluru wherein certain concerns were raised about the eligibility of our Company to participate in the Bid by Edelgrass. It was submitted by Edelgrass that the National Small Industries Corporation certificate ("**NSIC certificate**") submitted by our Company was not valid for the ongoing bid as our Company has a turnover of more than fifty Crores and hence does not qualify as a small-scale industry. In reply to the said Petition, our Company vide its Statement of Objection dated April 23, 2018 has stated that the NSIC Certificate submitted by our Company was duly verified for authentication by NPCCCL and accordingly, our Company has rightfully availed the benefits it is entitled to.

The matter is currently pending before that Hon'ble High Court of Karnataka, Bengaluru.

2) W.P No. 14555 OF 2017, in the matter of Edel Grass BV Vs. Great Sports Infrastructure.

A notice dated July 10, 2017 was issued by the Directorate of Sports and Youth Welfare (“DSYW”), inviting Tender/Tender documents for providing and laying of global category unfilled (Polyethylene) Hockey surface at Hoshangabad and Damoh respectively. Edel Grass BV (“Edelgrass”) had submitted its bid for Tender on August 02, 2017. However, DSYW issued a bid rejection letter to Edelgrass on August 09, 2017 at the stage of technical evaluation. A work order in favour of our Company was issued by DSYW on September 06, 2017. Hence, aggrieved by the arbitrary action of rejection of Bids and exclusion of Edelgrass from tender process, a writ petition under Article 226 of the Constitution of India dated September 12, 2017 was filed by Edelgrass before the Hon’ble High Court of Madhya Pradesh, Jabalpur (“Petition”).

In our reply which was present to Hon’ble High Court of Madhya Pradesh as on March 7, 2018, it was stated that Edelgrass was never a participant to the original tender process and has no *locus standi* to challenge the tender process.

Further, a Rejoinder dated March 21, 2018 was filed by Edelgrass before the High Court of Madhya Pradesh reiterating the matter as mentioned in the said Petition.

The matter is currently pending before that Hon’ble High Court of Madhya Pradesh, Jabalpur.

Taxation Matters

Assessment year 2006-07

The Income Tax Department’s website under the head ‘*Response to Outstanding Tax Demand*’ displays an outstanding demand raised on March 25, 2008, under Section 143(1) of the I.T Act, 1961 against our Company for an amount of **Rs. 5,21,232/-** for assessment year 2006-07 against our Company. The said demand is currently outstanding.

Assessment year 2009-10

The Income Tax Department’s website under the head ‘*Response to Outstanding Tax Demand*’ displays an outstanding demand raised on December 31, 2010, under Section 143(1)(a) of the I.T Act, 1961 against our Company for an amount of **Rs. 46,470/-** for assessment year 2009-10 against our Company. The said demand is currently outstanding.

Assessment year 2015-16

The Income Tax Department’s website under the head ‘*Response to Outstanding Tax Demand*’ displays an outstanding demand raised on December 1, 2017, under Section 143(3) of the I.T Act, 1961 against our Company for an amount of **Rs. 1,78,820/-** for assessment year 2015-16 against our Company.

An Assessment Order dated December 01, 2017 was received by our Company for an outstanding amount of Rs. 1,78,820/-. In response to this a rectification has been filed with the Assessment Officer on January 09, 2018.

The said demand is currently outstanding.

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

Proceedings against Our Company for economic offences/securities laws/ or any other law

Nil

Penalties in Last Five Years

Nil

Pending Notices against our Company

Nil

Past Notices to our Company

A Legal Notice (“**Notice**”) dated April 30, 2016 was issued by Sr. Mercy George, the Principal, Good Shephard Mat.Hr.Sec.School (“**Good Shephard School**”), 32, College Road, Chennai to our Company. A Work Order dated March 04, 2014 was entered into between our Company and the Good Shephard School for the construction of 2 Basket Ball Courts in the school campus. The said Notice arbitrarily states that our Company has failed to fulfil our obligations as per the terms and conditions as mentioned in the Work Order dated March 04, 2014. In reply to the said Notice, our Company vide email dated May 26, 2016 has stated that the site of work was handed over to our Company only on March 30, 2014. In spite of delay in handing over the site of work, our Company has successfully completed the scope of work as of May 26, 2014. It has been over 2 (two) years since the completion of the scope of work, yet an amount of Rs. 6,80,624/- (Rupees Six Lakhs Eighty Thousand Six Hundred Twenty Four Only) is due and payable to our Company.

No further communications have been exchanged between our Company and the Good Shephard School. Our Company has written off the said amount of Rs. 6,80,624/- (Rupees Six Lakhs Eighty Thousand Six Hundred Twenty Four Only) as bad debts.

Disciplinary Actions taken by SEBI or stock exchange against Our Company

Nil

Defaults including non-payment or statutory dues to banks or financial institutions

Nil

Details of material frauds against the Company in last five years and action taken by the Companies.

Nil

LITIGATIONS FILED BY OUR COMPANY

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

Details of any enquiry, inspection or investigation initiated under Companies Act, 2013 or any previous Company Law

Nil

Notices sent by our Company

A Demand Notice under Rule 5 of the Insolvency and Bankruptcy Code, 2016 dated January 31, 2018 was issued by our Company to K12 Techno Services Private Limited (“**K12 Techno**”) demanding payment of an unpaid operational debt amounting to **Rs.13,07,510/- (Rupees Thirteen Lakhs Seven Thousand Five Hundred Ten Only)** due from K12 Techno. The said Demand Notice was to be replied within 10 (ten) days of receipt of the Demand Notice. However, K12 Techno replied to the same only on February 22, 2018. In its reply, K12 Techno has denied all the allegations and averments made against it in the said Demand Notice. Further, no communication has been exchanged between the parties.

LITIGATIONS INVOLVING DIRECTOR/S OF OUR COMPANY

LITIGATIONS AGAINST DIRECTOR/S OF OUR COMPANY

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

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

LITIGATIONS FILED BY DIRECTOR/S OF OUR COMPANY

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

LITIGATIONS INVOLVING PROMOTER OF OUR COMPANY

LITIGATIONS AGAINST OUR PROMOTER

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

Past Penalties imposed on our Promoter

Nil

Proceedings initiated against our Promoter 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 the past.

Nil

Adverse finding against Promoter for violation of Securities laws or any other laws

Nil

LITIGATIONS FILED BY OUR PROMOTER

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

LITIGATIONS INVOLVING OUR GROUP COMPANY

As on date of this Draft Red Herring Prospectus, Our Company does not have any Group Company.

LITIGATIONS INVOLVING OUR SUBSIDIARY COMPANY

As on date of this Draft Red Herring Prospectus, Our Company does not have any Subsidiary Company.

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 mentioned under the chapter — “*Management Discussion and Analysis of Financial Condition and Result of Operation*” on page 217 of this Draft Red Herring Prospectus, there have been no material developments, since the date of the last audited balance sheet.

OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS

As of March 31, 2018, our Company had 121 creditors, to whom a total amount of Rs. 2,044.86* lakhs was outstanding. As per the requirements of SEBI ICDR Regulations, our Company, pursuant to a resolution of our Board dated August 23, 2018, considered creditors to whom the amount due exceeds Rs. 25.00 lakhs as per our Company’s restated financials for the purpose of identification of material creditors. Based on the above, the following are the material creditors of our Company.

Creditors	Amount (Rs. in Lakhs)
Viacor Polymer Gmbh	662.84
Fieldturf USA Inc.	379.65
Porplastic	252.93
Subham Enterprises	89.88
Alcor Equipments	823.18
Sri Ganapathy Infrastructure Private Limited	62.56
Kashish Constructions	459.91
Snaplock Industries	36.44
Universal Construction	35.68
Snap Sports	29.54
Yash Trading Co.	26.89
Gopal Agarwal	26.19
Total	1730.90

*As on date of filing of this DRHP, our Company has not received any information from its creditors regarding their status under the Micro, Small and Medium Enterprise Development Act, 2006. However, our Company is in process of taking appropriate steps for identifying its creditors under Micro, Small and Medium Enterprise Development Act, 2006.

Further, none of our creditors have been identified as micro enterprises and small scale undertakings by our Company based on available information. For complete details about outstanding dues to creditors of our Company, please see the website of our Company www.greatsportsinfra.com.

Information provided on the website of our Company is not a part of this Draft Red Herring Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company’s website, www.greatsportsinfra.com, would be doing so at their own risk.

GOVERNMENT AND OTHER STATUTORY APPROVALS

Our Company has received the necessary consents, licenses, permissions, registrations and approvals from the Government/RBI, various Government agencies and other statutory and/ or regulatory authorities required for carrying on our present business activities and except as mentioned under this heading, no further material approvals are required for carrying on our present business activities. Our Company undertakes to obtain all material approvals and licenses and permissions required to operate our present business activities. Unless otherwise stated, these approvals or licenses are valid as of the date of this Draft Red Herring Prospectus and in case of licenses and approvals which have expired; we have either made an application for renewal or are in the process of making an application for renewal. In order to operate our business, our Company is providing turnkey solutions for sports infrastructure which includes installation of artificial grass/sports turf, synthetic athletic tracks, natural grass play surfaces, indoor and outdoor modular sports flooring, modular stadium seating, etc. Our Company provides sports infrastructure construction and related services to private customers, Indian Armed Forces and the Government. We require various approvals and/ or licenses under various laws, rules and regulations. For further details in connection with the applicable regulatory and legal framework, please refer to the chapter titled “*Key Industry Regulations and Policies*” on page 178 of this Draft Red Herring Prospectus.

The Company has its business located at:

Registered Office:

Flat No 101, 1-10-68/4, Plot No 52, Street No. 2, Chikoti Gardens, Begumpet, Hyderabad, Telangana – 500016, India.

Corporate Office:

Flat No G-1 and G-2, Plot No 52, 1-10-68/4, Plot No. 52, Chikoti Gardens, Begumpet, Hyderabad, Telangana – 500016, India.

Branch Office:

Shop No. 502, Deepshikha Building, Rajendra Place - 110008, New Delhi, India.

Warehouse:

Plot Nos. 5 to 15, Vaishnavi Enclave, Survey Nos. 180 to 187, 188 (P), 189 (P), 169 (P), Kapra Village, Keesara Mandal, Ranga Reddy District, Hyderabad - 501301, Telangana, India.

The objects clause of the Memorandum of Association enables our Company to undertake its present business activities. The approvals required to be obtained by our Company include the following:

APPROVALS FOR THE OFFER

Corporate Approvals:

1. The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act 2013, by a resolution passed at its meeting held on August 23, 2018, authorized the Offer, subject to the approval of the shareholders and such other authorities as may be necessary.
2. The shareholders of the Company have, pursuant to Section 62(1)(c) of the Companies Act 2013, by a special resolution passed in the Annual General Meeting held on August 25, 2018 authorized the Offer.

In- principle approval from the Stock Exchange

We have received in-principle approvals from the stock exchange for the listing of our Equity Shares pursuant to letter dated [●] bearing reference no. [●].

Agreements with NSDL and CDSL

1. The Company has entered into an agreement dated [●] with the Central Depository Services (India) Limited (“CDSL”) and the Registrar and Transfer Agent, who in this case is, [●] for the dematerialization of its shares.
2. Similarly, the Company has also entered into an agreement dated [●] with the National Securities Depository Limited (“NSDL”) and the Registrar and Transfer Agent, who in this case is [●] for the dematerialization of its shares.
3. The Company's International Securities Identification Number (“ISIN”) is [●].

Lenders Consent

NOC dated August 29, 2018 has been obtained from **HDFC Bank**, as per the sanction letter dated July 27, 2017 under which our Company has working capital Loan of Rs 11,25,00,000/- (Rupees Eleven Crore Twenty Five Lakhs Only).

NOC dated August 23, 2018 has been obtained from **Standard Chartered Bank**, as per the sanction letter dated October 31, 2017 under which our Company has availed working capital Loan of Rs 11,25,00,000/- (Rupees Eleven Crore Twenty Five Lakhs Only).

INCORPORATION AND OTHER DETAILS

1. The Certificate of Incorporation dated June 14, 2004 issued by the Registrar of Companies, Hyderabad, in the name of “**SURAVARAM MARKETING PRIVATE LIMITED**”.
2. Certificate of Incorporation dated April 01, 2009 post change of name from “**SURAVARAM MARKETING PRIVATE LIMITED**” to “**GREAT SPORTS INFRA PRIVATE LIMITED**” issued by the Assistant Registrar of Companies, Andhra Pradesh in the name.
3. Fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public company issued on August 03, 2018 by the Registrar of Companies, Hyderabad in the name of “**GREAT SPORTS INFRA LIMITED**”.
4. The Corporate Identification Number (CIN) of the Company is U52520TG2004PLC043476.

APPROVALS/LICENSES RELATED TO OUR BUSINESS ACTIVITIES

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:

Sr. No.	Description	Authority	Registration No./ Reference No./ License No.	Date of Issue	Date of Expiry
1.	Certificate of Importer-Exporter Code (IEC) of the Registered Office.	Foreign Trade Development Officer, Ministry of Commerce and Industry, Government of India	0904010368	October 13, 2004	In case of change in name/address or constitution of IEC holder, the IEC holder shall cease to be eligible to Import or Export against the IEC after the expiry of 90 days from the date of such a change unless in the meantime, the consequential changes are

					effected in the IEC by the concerned licensing authority.
2.	Registration Certificate of Establishment for Registered Office. (under Rule 3 of Telangana Shops and Establishment Act, 1988).	Labour Department, Government of Telangana	SEA/HYD/ALO/03 /37720/2017	<u>Date of Registration:</u> April 06, 2017 <u>Date of Commencement:</u> March 25, 2017	December 31, 2018
3.	Entrepreneurs Memorandum for Servicing Enterprises for Registered Office.	Government of Andhra Pradesh, Department of Industries.	28-005-22-01159 - Part II	December 21, 2012	N.A.
4.	Government Purchase Enlistment Certificate for Registered Office.	Chief Manager, National Small Industries Incorporation Limited	NSIC/GP/HYD/20 13/0000261	December 13, 2017 <u>Date of Validity:</u> September 20, 2017	September 19, 2019
5.	Provisional Trade Licence for Registered Office. (under section 119 of Hyderabad Municipal Corporation Act, 1955)	Commissioner, Greater Hyderabad Municipal Corporation, Hyderabad, Telangana	CSCREN11051710 3011	May 11, 2017	This Provisional Trade License is deemed to be suspended / cancelled, if any of the applicable terms and conditions are found to have been contravened or, any situation arises out of this trade so as to cause nuisance/ damage/ harm to property or health of the public or if documents/ grounds furnished in the application are found to be false and un-true or if there is a change in GHMC policy of Licensing.

TAX RELATED APPROVALS/LICENSES/REGISTRATIONS

Sr. No.	Authorisation granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Validity
1.	Permanent Account Number (PAN).	Income Tax Department, Government of India	AAICS3010R	May 16, 2009	Perpetual
2.	Tax Deduction Account Number (TAN).	Income Tax Department through National Securities Depository Limited (NSDL), Ministry of Finance, Government of India	HYDS09730A	October 26, 2004	Perpetual
3.	Certificate of Registration of Goods and Service Tax (under Rule 10 (1) of Goods and Service Tax, 2017) (Telangana)	Government of India	36AAICS3010R1Z2	September 22, 2017	N.A.
4.	Certificate of Registration of Goods and Service Tax (under Rule 10 (1) of Goods and Service Tax, 2017) (Andhra Pradesh)	Government of India	37AAICS3010R1Z0	July 17, 2018	N.A.
5.	Certificate of Registration of Goods and Service Tax (under Rule 10 (1) of Goods and Service Tax, 2017) (Assam)	Government of India	18AAICS3010R1Z0	September 20, 2017	N.A.
6.	Certificate of Registration of Goods and Service Tax	Government of India	07AAICS3010R1Z3	July 16, 2018	N.A.

Sr. No.	Authorisation granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Validity
	(under Rule 10 (1) of Goods and Service Tax, 2017) (Delhi)				
7.	Certificate of Registration of Goods and Service Tax (under Rule 10 (1) of Goods and Service Tax, 2017) (Gujarat)	Government of India	24AAICS3010R1Z7	July 06, 2018	N.A.
8.	Certificate of Registration of Goods and Service Tax (under Rule 10 (1) of Goods and Service Tax, 2017) (Haryana)	Government of India	06AAICS3010R1Z5	July 27, 2018	N.A.
9.	Certificate of Registration of Goods and Service Tax (under Rule 10 (1) of Goods and Service Tax, 2017) (Karnataka)	Government of India	29AAICS3010R1ZX	July 08, 2018	N.A.
10.	Certificate of Registration of Goods and Service Tax (under Rule 10 (1) of Goods and Service Tax, 2017) (Kerala)	Government of India	32AAICS3010R1ZA	July 16, 2018	N.A.
11.	Certificate of Registration of Goods and Service Tax	Government of India	23AAICS3010R1Z9	July 18, 2018	N.A.

Sr. No.	Authorisation granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Validity
	(under Rule 10 (1) of Goods and Service Tax, 2017) (Madhya Pradesh)				
12.	Certificate of Registration of Goods and Service Tax (under Rule 10 (1) of Goods and Service Tax, 2017) (Maharashtra)	Government of India	27AAICS3010R1Z1	July 19, 2018	N.A.
13.	Certificate of Registration of Goods and Service Tax (under Rule 10 (1) of Goods and Service Tax, 2017) (Mizoram)	Government of India	15AAICS3010R2Z5	March 23, 2018	N.A.
14.	Certificate of Registration of Goods and Service Tax (under Rule 10 (1) of Goods and Service Tax, 2017) (Rajasthan)	Government of India	08AAICS3010R1Z1	July 16, 2018	N.A.
15.	Certificate of Registration of Goods and Service Tax (under Rule 10 (1) of Goods and Service Tax, 2017)	Government of India	11AAICS3010R1ZE	July 16, 2018	N.A.

Sr. No.	Authorisation granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Validity
	(Sikkim)				
16.	Certificate of Registration of Goods and Service Tax (under Rule 10 (1) of Goods and Service Tax, 2017) (Uttar Pradesh)	Government of India	09AAICS3010R1ZZ	July 28, 2018	N.A.
17.	Certificate of Registration of Goods and Service Tax (under Rule 10 (1) of Goods and Service Tax, 2017) (Jharkhand)	Government of India	20AAICS3010R1ZF	July 17, 2018	N.A.
18.	Certificate of Registration Under Telangana Value Added Tax Act, 2005 read with Rule 6 of the Telangana Value Added Tax Rules, 2006.	Assistant Commercial Tax Officer, Commercial Tax Department, Government of Telangana	36570177362	November 14, 2014 <u>Effective Date:</u> June 02, 2014	N.A.
19.	Certificate of Registration Central Sales Tax (under Rule 7(1)/7(2) of Central Sales Tax Act, 1956.	Assistant Commercial Tax Officer, Commercial Tax Department, Government of Telangana.	36570177362	November 14, 2014 <u>Valid from:</u> June 02, 2014	N.A.
20.	Certificate of Registration under Delhi Value Added Tax Act, 2004	Commercial Tax Department, Government of Delhi	07467200039	March 10, 2017	N.A.

Sr. No.	Authorisation granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Validity
21.	Professional Tax Enrolment Certificate (PTEC) for Registered Office. (Under section 6 of rule 4 of Telangana Tax on Profession Trade, Calling and Employment Act, 1987)	Profession Tax Officer, Commercial Taxes Department, Hyderabad, Government of Telangana	36934517485	April 10, 2017	N.A.
22.	Professional Tax Registration Certificate (PTRC) for Registered Office. (Under section 6 of rule 3 of Telangana Tax on Profession Trade, Calling and Employment Act, 1987)	Profession Tax Officer, Commercial Taxes Department, Hyderabad, Government of Telangana	36206341227	April 10, 2017	N.A.
23.	Certificate of Registration of Service Tax for Registered Office. (under Chapter V of the Finance Act, 1994 read with the Service Tax Rules, 1994)	Central Board of Excise and Customs, Department of Revenue, Ministry of Finance, Government of India	AAICS3010ST001	December 30, 2014	N.A.

LABOUR RELATED APPROVALS/REGISTRATIONS

Sr. No.	Description	Authority	Registration No./Reference No./License No.	Date of Issue
1.	Employees Provident Fund Registration for Registered Office. (under Employees' Provident Funds and Miscellaneous Provisions Act, 1952).	Employees Provident Fund Organisation, Ministry of Labour, Government of India	AP/ HY/72428	October 24, 2011
2	Registration for Employees State Insurance for Registered Office. (under Employees State Insurance Act, 1948).	Employees State Insurance Corporation	52000479120001099	July 24, 2014

OTHER BUSINESS-RELATED APPROVALS

Sr No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
1.	PWD Certificate	Public Work Department, Madhya Pradesh	EC160002282	25/11/2016	24/11/2026

INTELLECTUAL PROPERTY RELATED APPROVALS/REGISTRATIONS

TRADEMARKS

S r. N o.	Trademark	Trademark Type	Class	Applicant	Application No.	Date of Application	Validity/ Renewal	Registration status
1.		DEVICE	37	GREAT SPORTS INFRA PVT.LTD	1989838	July 06, 2010	July 06, 2020	Registered
2.	REDEFINING SPORTS INFRASTRUCTURE	DEVICE	27	GREAT SPORTS INFRA PVT.LTD	3752956	February 14, 2018	February 14, 2028	Registered
3.	REDEFINING SPORTS INFRASTRUCTURE	DEVICE	37	GREAT SPORTS INFRA PVT.LTD	3752957	February 14, 2018	NA	Objected
4.	SMART SPORTS INFRASTRUCTURE	DEVICE	37	GREAT SPORTS INFRA PVT.LTD	3792220	March 29, 2018	NA	Registered
5.	SMART SPORTS INFRASTRUCTURE	DEVICE	27	GREAT SPORTS INFRA PVT.LTD	3792219	March 29, 2018	NA	Registered

6.	TAKING SPORT TO PEOPLE	DEVICE	37	GREAT SPORTS INFRA PVT.LTD	3835102	May 17, 2018	NA	Advertised before acceptance
7.	TAKING SPORT TO PEOPLE	DEVICE	27	GREAT SPORTS INFRA PVT.LTD	3835101	May 17, 2018	NA	Advertised before acceptance

Company has confirmed that no other applications have been made by the Company nor has it registered any type of intellectual property including trademarks/copyrights/patents etc.

PENDING APPROVALS:

1. Application for change of name of all the above-mentioned approvals is made by the Company and the same are under process.
2. The approval for Application nos. 3752957, 3792220, 3792219, 3835102, 3835101 for Trademark registration is pending.

APPROVALS NOT TRACEABLE:

Entrepreneurs Memorandum Part 1 is currently not traceable for the Registered Office.

MATERIAL LICENSES / APPROVALS FOR WHICH THE COMPANY IS YET TO APPLY

1. Registration Certificate of Establishment for the Corporate Office - 1 & 2 under Rule 3 of Telangana Shops and Establishment Act, 1988.
2. Registration Certificate of Establishment for the Branch Office under Rule 3 of Delhi Shops and Establishments Act, 1954.
3. Registration Certificate under The Contract Labour (Regulation and Abolition) Act, 1970.

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE OFFER

The Offer has been authorized by a resolution passed by our Board of Directors at their meeting held on August 23, 2018 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 Annual General Meeting of our Company held on August 25, 2018 at the Registered office of the Company.

Our Company has obtained approval from National Stock Exchange of India Limited vide letter dated [●] to use the name of National Stock Exchange of India Limited in this Draft Red Herring Prospectus for listing of equity shares on the EMERGE Platform of National Stock Exchange of India Limited. National Stock Exchange of India Limited is the Designated Stock Exchange.

PROHIBITION BY SEBI, RBI OR OTHER GOVERNMENTAL AUTHORITIES

Our Company, our Directors, our Promoter, relatives of Promoter, our Promoter Group have not been declared as wilful defaulter(s) by the RBI or any other governmental authority. Further, there has been no violation of any securities law committed by any of them in the past and no such proceedings are currently pending against any of them.

We confirm that our Company, Promoter, Promoter Group, Directors have not been prohibited from accessing or operating in the capital markets under any order or direction passed by SEBI or any other government authority.

None of our Promoter, Directors or persons in control of our Company were or are 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 the SEBI or any other governmental authorities.

None of our Directors are in any manner associated with the securities market.

ELIGIBILITY FOR THIS OFFER

Our Company is eligible for the Offer in accordance with regulation 106M (2) and other provisions of chapter XB of the SEBI (ICDR) Regulations as the post Offer face value capital exceeds Rs. 1,000 lakhs but does not exceed Rs 2,500 lakhs. Our Company also complies with the eligibility conditions laid by the EMERGE Platform of National Stock Exchange of India Limited for listing of our Equity Shares.

We confirm that:

1. In accordance with Regulation 106(P) of the SEBI (ICDR) Regulations, this Offer is 100% underwritten and that the Book Running Lead Manager to the Offer shall underwrite minimum 15% of the total Offer size. For further details pertaining to said underwriting please refer to chapter titled “General Information” beginning on page 79 of this Draft Red Herring 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 Offer shall be greater than or equal to 50 (fifty), otherwise, the entire application money will be unblocked forthwith. If such money is not repaid within 8 (eight) Working Days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of 8 (eight) Working Days, be liable to repay such application money, with an interest at the rate as prescribed under Section 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 Book Running Lead Manager submits a copy of the Draft Red

Herring 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, we hereby confirm that we have entered into an agreement with the Book Running Lead Manager and a Market Maker to ensure compulsory Market Making for a minimum period of 3 (three) years from the date of listing of Equity Shares on the EMEGE Platform of National Stock Exchange of India Limited. For further details of the arrangement of market making, see chapter titled “General Information” beginning on page 79 of this Draft Red Herring Prospectus.
5. The Net worth of the company is positive as per the latest audited financial statements.
6. The Company has a track record of at last three years and positive cash accruals (Earnings before depreciation and tax) from operations for at least 2 (two) financial years preceding the date of filing of this Draft Red Herring Prospectus.
7. The Company has not been referred to Board for Industrial and Financial Reconstruction.
8. No petition for winding up is admitted by a Court or a liquidator has not been appointed of competent jurisdiction against the Company.
9. No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.
10. The Company has a website: www.greatsportsinfra.com.
11. There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past one year in respect of promoter/promoting company(ies), group companies, companies promoted by the promoter/promoting companies of the Company.
12. There is no default in payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the Company, promoter/promoting company(ies), group companies, companies promoted by the promoter/promoting company(ies) during the past three years.

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter XB 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 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 Offer.

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 OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE BOOK RUNNING LEAD MANAGER, PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED HAS 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, IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

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 RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGER, PANTOMATH 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 BOOK RUNNING LEAD MANAGER, PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED, HAS FURNISHED TO STOCK EXCHANGE A DUE DILIGENCE CERTIFICATE AND WHICH SHALL ALSO BE SUBMITTED TO SEBI AFTER REGISTERING THE RED HERRING PROSPECTUS WITH ROC AND BEFORE OPENING OF THE OFFER

“WE, THE UNDER NOTED BOOK RUNNING LEAD MANAGER TO THE ABOVE MENTIONED FORTHCOMING OFFER, STATE AND CONFIRM AS FOLLOWS:

1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE DRAFT RED HERRING PROSPECTUS PERTAINING TO THE SAID OFFER;
2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE OFFERER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE OFFER, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE OFFERER, WE CONFIRM THAT:
 - A. THE DRAFT RED HERRING PROSPECTUS FILED WITH THE EXCHANGE / BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE OFFER;
 - B. ALL THE LEGAL REQUIREMENTS RELATING TO THE OFFER 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 RED HERRING PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED OFFER AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.
3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT RED HERRING PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.
4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS. – NOTED FOR COMPLIANCE
5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTER HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS’ CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS’ CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE

DRAFT RED HERRING PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT RED HERRING PROSPECTUS. – NOTED FOR COMPLIANCE

- 6. WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS' CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS. – NOTED FOR COMPLIANCE**
- 7. WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE OFFER. 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 PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE OFFERER ALONG WITH THE PROCEEDS OF THE PUBLIC OFFER. – NOT APPLICABLE**
- 8. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE OFFERER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT OFFER FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE OFFERER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION. COMPLIED TO THE EXTENT APPLICABLE**
- 9. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE OFFER ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) 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 ALL THE STOCK EXCHANGE MENTIONED IN THE DRAFT RED HERRING PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE OFFER AND THE OFFERER SPECIFICALLY CONTAINS THIS CONDITION – NOTED FOR COMPLIANCE**
- 10. WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE.- NOT APPLICABLE, AS IN TERMS OF THE PROVISIONS OF SECTION 29 OF THE COMPANIES ACT, 2013, THE SHARES ISSUED IN THE PUBLIC OFFER SHALL BE IN DEMATERIALIZED FORM ONLY**
- 11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.**
- 12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE**

DRAFT RED HERRING PROSPECTUS:

- A. AN UNDERTAKING FROM THE OFFERER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE OFFERER AND**
- B. AN UNDERTAKING FROM THE OFFERER 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 OFFER. – NOTED FOR COMPLIANCE**
- 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 OFFERER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS' EXPERIENCE, ETC.**
- 15.WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT RED HERRING PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY. - NOTED FOR COMPLIANCE**
- 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 TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS.” COMPLIED WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS REPORTED IN ACCORDANCE WITH ACCOUNTING STANDARD 18 IN THE FINANCIAL STATEMENTS OF THE COMPANY INCLUDED IN THE DRAFT RED HERRING PROSPECTUS**

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 RED HERRING PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.**
- (2) WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE OFFERER HAVE BEEN MADE IN DRAFT RED HERRING PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE OFFERER OR RELATING TO THE OFFER UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS OFFER SHALL BE INFORMED THROUGH PUBLIC NOTICES / ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-OFFER ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE OFFER HAVE BEEN GIVEN. – NOTED FOR COMPLIANCE**
- (3) WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF**

INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009. – NOTED FOR COMPLIANCE

- (4) WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE OFFERER. – NOTED FOR COMPLIANCE
- (5) WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISIO TO SUB-REGULATION (4) OF REGULATION 32 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009; CASH FLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE DRAFT RED HERRING PROSPECTUS.
- (6) WE CONFIRM THAT UNDERWRITING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 106P OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE.- NOTED FOR COMPLIANCE
- (7) WE CONFIRM THAT MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 106V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE - NOTED FOR COMPLIANCE

Note:

The filing of this Draft Red Herring Prospectus does not, however, absolve our Company from any liabilities under Section 34, 35 and 36(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 Offer. SEBI further reserves the right to take up at any point of time, with the Book Running Lead Manager any irregularities or lapses in the Draft Red Herring Prospectus.

All legal requirements pertaining to the Offer will be complied with at the time of registration of the Red Herring Prospectus and Prospectus with the Registrar of Companies, Chandigarh, in terms of Section 26, 30, 32 and 33 of the Companies Act, 2013.

DISCLAIMER STATEMENT FROM OUR COMPANY AND THE BOOK RUNNING LEAD MANAGER

Our Company, our Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at instance of our Company and that anyone placing reliance on any other source of information, including our website www.greatsportsinfra.com would be doing so at his or her own risk.

Caution

The Book Running Lead Manager accepts no responsibility, save to the limited extent as provided in the Agreement for Offer Management entered into among the Book Running Lead Manager, Selling Shareholders and our Company dated September 10, 2018, the Underwriting Agreement dated [●], 2018 entered into among the Underwriter, Company and the Selling Shareholders and the Market Making Agreement dated [●], 2018 entered into among the Market Maker, Book Running Lead Manager, our Company and the Selling Shareholders.

Our Company and the Book Running Lead Manager 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 centres, etc.

The Book Running Lead Manager and its associates and affiliates may engage in transactions with and perform services for, our Company and associates of our Company in the ordinary course of business and may in future engage in the provision of services for which they may in future receive

compensation. Pantomath Capital Advisors Private Limited is not an 'associate' of the Company and is eligible to Book Running Lead Manager this Offer, under the SEBI (Merchant Bankers) Regulations, 1992.

Investors who apply in this Offer 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 Book Running Lead Manager 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 BOOK RUNNING LEAD MANAGER

For details regarding the price information and track record of the past issue handled by Pantomath Capital Advisors Private Limited, as specified in Circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015 issued by SEBI, please refer "Annexure A" to this Draft Red Herring Prospectus and the website of the Book Running Lead Manager at www.pantomathgroup.com.

DISCLAIMER IN RESPECT OF JURISDICTION

This Offer 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 FPIs, Eligible NRIs, 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 Red Herring 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 Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with EMERGE Platform of National Stock Exchange of India Limited for its observations and National Stock Exchange of India Limited 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 Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been, and will not be, registered, 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, legislations and Draft Red Herring Prospectus in each jurisdiction, including India.

DISCLAIMER CLAUSE OF THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED

“As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: [●] dated [●] permission to the Offerer to use the Exchange’s name in this Offer Document as the stock exchange on which this Offerer’s securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Offerer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document;; nor does it take any responsibility nor does it warrant that this that this Offerer’s securities will be listed or will continue to be listed on the Exchange for the financial or other soundness of this Offerer, its promoter, its management or any scheme or project of this Offerer.

Every person who desires to apply for or otherwise acquire any securities of this Offerer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription / acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever”

FILING

The Draft Red Herring Prospectus has not been filed with SEBI, nor has SEBI issued any observation on the Offer Document in terms of Regulation 106(M) (3). However, a copy of the Red Herring Prospectus and Prospectus shall be filed with SEBI. Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Red Herring Prospectus and Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>. A copy of the Red Herring Prospectus along with the documents required to be registered under Section 32 of the Companies Act, 2013 will be delivered to the RoC situated at 2nd Floor, Corporate Bhawan, GSI Post, Tattiannaram Nagole, Bandlaguda Hyderabad - 500 068, Telangana, India.

LISTING

In terms of Chapter XB of the SEBI (ICDR) Regulations, there is no requirement of obtaining in-principle approval from National Stock Exchange of India Limited. However application will be made to the National Stock Exchange of India Limited for obtaining permission to deal in and for an official quotation of our Equity Shares. National Stock Exchange of India Limited will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The National Stock Exchange of India Limited India has given its in-principle approval for using its name in our Draft Red Herring 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 National Stock Exchange of India Limited, 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 working days from the Offer 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 and SEBI (ICDR) Regulations.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the National Stock Exchange of India Limited mentioned above are taken within six Working Days from the Offer Closing Date.

CONSENTS

Consents in writing of: (a) the Directors, the Promoter, the Company Secretary & Compliance Officer, Chief Financial Officer, the Statutory Auditors, the Peer Reviewed Auditors, the Banker to the Company; and (b) Book Running Lead Manager, Underwriter, Market Maker, Registrar to the Offer, Public Offer Bank / Banker to the Offer and Refund Banker to the Offer, Legal Advisor to the Offer to act in their respective capacities have been obtained and will be filed along with a copy of the Red Herring Prospectus/ Prospectus with the RoC, as required under Sections 32 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Red Herring Prospectus/ Prospectus for registration with the RoC. Our Peer Reviewed Auditors have given their written consent to the inclusion of their report in the form and context in which it appears in this Draft Red Herring Prospectus and such consent and report shall not be withdrawn up to the time of delivery of the Red Herring Prospectus & Prospectus for registering with the RoC.

EXPERT TO THE OFFER

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

Our Company has received written consent dated August 28, 2018 from the Statutory Auditors to include their name in this DRHP as an “Expert” defined under section 2(38) of the Companies Act in respect of the reports of the Statutory Auditors on the Restated Financial Statement dated September 28, 2018 and Statement of Tax Benefits dated September 28, 2018 and such consent has not been withdrawn as on the date of this DRHP.

EXPENSES OF THE OFFER

The expenses of this Offer include, among others, underwriting and management fees, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. For details of total expenses of the Offer, refer to chapter “Objects of the Offer” beginning on page 109 of this Draft Red Herring Prospectus.

DETAILS OF FEES PAYABLE

Fees Payable to the Book Running Lead Manager

The total fees payable to the Book Running Lead Manager will be as per the Mandate Letter issued by our Company to the Book Running Lead Manager dated April 09, 2018, the copy of which is available for inspection at our Registered Office.

Fees Payable to the Registrar to the Offer

The fees payable to the Registrar to the Offer will be as per the Agreement signed by our Company and the Registrar to the Offer dated September 10, 2018, a copy of which is available for inspection at our Registered Office. The Registrar to the Offer 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 Offer 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 if any.

UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION

The underwriting commission and selling commission for this Offer is as set out in the Underwriting Agreement entered into between our Company and the Book Running Lead Manager. Payment of underwriting commission, brokerage and selling commission would be in accordance with Section 40 of Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014.

PREVIOUS RIGHT AND PUBLIC ISSUES SINCE THE INCORPORATION

We have not made any previous rights and / or public issues since incorporation, and are an “Unlisted Offerer” in terms of the SEBI (ICDR) Regulations and this Offer 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 92 of this Draft Red Herring 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 370 (1B) OF THE COMPANIES ACT, 1956 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS:

None of the equity shares of our Group Companies 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 Offerer” in terms of the SEBI (ICDR) Regulations, and this Offer 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 Red Herring Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

STOCK MARKET DATA FOR OUR EQUITY SHARES

Our Company is an “Unlisted Offerer” in terms of the SEBI (ICDR) Regulations, and this Offer 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 year from the last date of dispatch of the letters of allotment, demat credit and unblocking of funds to enable the investors to approach the Registrar to this Offer for redressal of their grievances. All grievances relating to this Offer may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as the name, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection centre 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 centre 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 Offer 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 constituted the Stakeholders Relationship Committee of the Board *vide* resolution passed at the Board Meeting held on August 23, 2018. For further details, please refer to the chapter titled “*Our Management*” beginning on page 195 of this Draft Red Herring Prospectus.

Our Company has appointed Shivangi Tibrewala as Compliance Officer and s/he may be contacted at the following address:

Shivangi Tibrewala

Great Sports Infra Limited

Flat No 101, 1-10-68/4,

Plot No 52 Street No 2,

Chikoti Gardens,

Begumpet, Hyderabad

Telangana 500016, India

Tel: +91 040 6632 4900

Fax: +91 040 6632 4900

Email: cs@greatsportsinfra.co.in

Website: www.greatsportsinfra.com

Corporate Identification Number: U52520TG2004PLC043476

Investors can contact the Compliance Officer or the Registrar in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or unblocking of funds, etc.

CHANGES IN AUDITORS DURING THE LAST THREE FINANCIAL YEARS

There has been no change in Auditors of our Company during the last three financial years.

CAPITALISATION OF RESERVES OR PROFITS

Save and except as stated in the chapter titled “*Capital Structure*” beginning on page 92 of this Draft Red Herring Prospectus, our Company has not capitalized its reserves or profits during the last five years.

REVALUATION OF ASSETS

Our Company has not revalued its assets since incorporation.

PURCHASE OF PROPERTY

Other than as disclosed in this Draft Red Herring 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 Offer or the purchase or acquisition of which has not been completed on the date of this Draft Red Herring Prospectus.

Except as stated elsewhere in this Draft Red Herring Prospectus, our Company has not purchased any property in which the Promoter and / or Directors have any direct or indirect interest in any payment made there under.

SERVICING BEHAVIOR

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

SECTION VII – OFFER INFORMATION

OFFER STRUCTURE

This Offer 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, our post offer face value capital is more than ten crore rupees and upto twenty five crore rupees. The Company shall Offer specified securities to the public and propose to list the same on the Small and Medium Enterprise Platform provided by Stock Exchange ("SME Exchange", in this case being the EMERGE platform of National Stock Exchange of India Limited).

For further details regarding the salient features and terms of such an offer please refer chapter titled “*Terms of the Offer*” and “*Offer Procedure*” on page 270 and 277 of this Draft Red Herring Prospectus.

Following is the offer structure:

Initial Public Offer of up to 27,96,000 Equity Shares of face value of Rs. 10/- each fully paid (the ‘Equity Shares’) for cash at a price of Rs. [●] (including a premium of Rs. [●]) consisting of a Fresh Issue of upto 23,46,000 Equity Shares aggregating up to Rs. [●] Lakhs by our Company and Offer for Sale of upto 4,50,000 Equity Shares aggregating up to Rs. [●] lakhs by the Selling Shareholders. The Offer comprises a Net Offer to the public of up to [●] Equity Shares (the “Net Offer”). The Offer and Net Offer will constitute [●] % and [●] % of the post-Offer paid-up Equity Share capital of our Company.

The Offer comprises a reservation of upto [●] Equity Shares of Rs. 10 each for subscription by the designated Market Maker (“the Market Maker Reservation Portion”).

Particulars	Qualified Institutional Bidders	Market Maker Reservation Portion	Non – Institutional Bidders	Retail Individual Bidders
Number of Equity Shares	Up to [●]* Equity Shares	Up to [●]* Equity Shares	Upto [●]* Equity Shares available for allocation or Net Offer less allocation to QIB Bidders and Retail Individual Bidders	Upto [●]* Equity Shares available for allocation or Net Offer less allocation to QIB Bidders and Non Institutional Bidders
Percentage of Offer size available for allocation	Not more than 50% of Net Offer size shall be available for allocation to QIBs. However, up to 5% of net QIB Portion will be available for allocation proportionately to Mutual Fund only.	[●]% of total Offer Size	Not less than 15% of the Net Offer	Not less than 35% of the Net Offer

Basis of Allotment / Allocation if respective category is oversubscribed	Proportionate as follows:- a) upto [●]* Equity Shares, shall be available for allocation on a proportionate basis to Mutual Funds only and; b) [●]* Equity shares shall be allotted on a proportionate basis to all QIBs including Mutual Funds receiving allocation as per (a) above. For further details, please refer to the section titled " <i>Offer Procedure</i> " beginning on page 277 of the Draft Red Herring Prospectus	Firm Allotment	Proportionate	Proportionate subject to minimum allotment of [●] equity shares and further allotment in multiples of [●] equity shares each. For further details, please refer to the section titled " <i>Offer Procedure</i> " beginning on page 277 of the Draft Red Herring Prospectus
Mode of Bid cum Application	Through the ASBA Process only	Through the ASBA Process only	Through the ASBA Process only	Through ASBA Process only
Minimum Bid Size	Such number of Equity Shares in multiples of [●] Equity Shares such that the Application size exceeds Rs. 200,000	Up to [●] Equity Shares of Face Value of Rs. 10.00 each	Such number of Equity shares in multiple of [●] Equity shares that Application size exceeds Rs. 2,00,000	Up to [●] Equity Shares and in multiple of [●] Equity shares
Maximum Bid Size	Such number of Equity Shares in multiples of [●] equity shares not exceeding the size of the Net Offer, subject to the regulations as applicable to the Bidder.	[●] Equity Shares of Face Value of Rs 10 each	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Offer, subject to limits as applicable to the Bidder	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed Rs. 2,00,000
Mode of Allotment	Compulsorily in Dematerialized mode	Compulsorily in Dematerialized mode	Compulsorily in Dematerialized mode	Compulsorily in Dematerialized mode

Trading Lot	☐ Equity Shares and in multiples thereof	☒ Equity Shares, however the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations	☐ Equity Shares and in multiples thereof	☐ Equity Shares and in multiples thereof
Terms of payment	The entire Bid Amount shall be blocked at the time of submission of Bid cum Application Form to the members of the Syndicate. In case of ASBA Bidders, the SCSB shall be authorised to block the Bid Amount mentioned in the Bid cum Application Form.			

Under-subscription, if any, in any category, other than the QIB category, would be allowed to be met with spill over from the other categories, at the discretion of our Company and selling shareholders in consultation with the BRLM and the Designated Stock Exchange.

- 1) **In the event of over-subscription, Allotment shall be made on a proportionate basis, subject to valid Bids received at or above the Offer Price;*
- 2) *Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non- Institutional Portion and Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company and Selling Shareholders, in consultation with the BRLM and the Designated Stock Exchange.*
- 3) *In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "SCRR") the Offer is being made for at least 25% of the post-Offer paid-up Equity Share capital of our Company. The Offer is being made through the Book Building Process, in accordance with chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended the ("SEBI ICDR Regulations") wherein not more than 50 % of the Net Offer will be allocated on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Category"), 5% of the QIB Category shall be available for allocation on a proportionate basis to Mutual Funds only and the remainder shall be available for allocation on a proportionate basis to QIBs including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. Further, not less than 15% of the Net Offer will be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Net Offer will be available for allocation to Retail Individual Investors, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.*
- 4) *Such number of Equity Shares representing 5% of the QIB Portion after adjusting lot size shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to QIBs, subject to valid Bids being received from them at or above the Offer Price. In the event that the demand from Mutual Funds is greater than ☒ Equity Shares, allocation shall be made to Mutual Funds proportionately, to the extent of the Mutual Fund Portion. The remaining demand by the Mutual Funds shall, as part of the aggregate demand by QIBs, be available for allocation proportionately out of the remainder of the Net QIB Portion, after excluding the allocation in the Mutual Fund Portion. However, in the event of under-subscription in the Mutual Fund Portion, the balance Equity Shares in the Mutual Fund Portion will be added to the Net QIB Portion and allocated to QIBs (including Mutual Funds) on a proportionate basis, subject to valid Bids at or above Offer Price.*
- 5) *In case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint*

names. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders.

WITHDRAWAL OF THE OFFER

Our Company and Selling Shareholders in consultation with the BRLM, reserve the right to not to proceed with the Offer after the Bid/Offer Opening Date but before the Bid / Offer Opening date. In such an event, our Company would Offer a public notice in the newspapers in which the Pre-Offer advertisements were published, within two days of the Bid/Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer.

The Book Running Lead Manager through, the Registrar to the Offer, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchange on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this Offer is also subject to obtaining

- i. the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and
- ii. the final RoC approval of the Prospectus after it is registered with the RoC.
- iii. In case, our Company withdraws the Offer after the Bid/ Offer Closing Date and thereafter determines that it will proceed with an Offer for sale of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with Stock Exchange. In terms of the SEBI Regulations, Non retail applicants shall not be allowed to withdraw their Application after the Offer Closing Date.

BID/ OFFER OPENING DATE

Event	Indicative List
Bid / Offer Opening Date	[●]
Bid / Offer Closing Date	[●]
Finalisation of Basis of Allotment with the Designated Stock Exchange	[●]
Initiation of Refunds, (if any, for Anchor Investors) / Unblocking of funds from ASBA Accounts	On or before [●]
Credit of Equity Shares to demat accounts of Allottees	On or before [●]
Commencement of trading of the Equity Shares on the Stock Exchange	On or before [●]

The above timetable is indicative and does not constitute any obligation on our Company or the BRLM. While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 (six) Working Days of the Bid/Offer Closing Date, the timetable may change due to various factors, such as extension of the Bid/Offer Period by our Company and the Selling Shareholders in consultation with the BRLM, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchange. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Applications and any revisions to the same will be accepted only between **10.00 a.m. to 5.00 p.m. (Indian Standard Time)** during the Offer Period at the Application Centers mentioned in the Application Form. On the Offer Closing Date when applications will be accepted only between **10.00 a.m. to 4.00 p.m. (Indian Standard Time)**.

Due to limitation of time available for uploading the application on the Offer Closing Date, Applicants are advised to submit their applications one day prior to the Offer Closing Date and, in any

case, not later than 1.00 p.m. IST on the Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Applicants are cautioned that, in the event a large number of applications are received on the Offer Closing Date, as is typically experienced in public Issuing, some applications may not get uploaded due to lack of sufficient time. Such applications that cannot be uploaded will not be considered for allocation under this Offer.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

TERMS OF THE OFFER

The Equity Shares being issued and transferred pursuant to this Offer shall be subject to the provisions of the Companies Act, 2013, SEBI ICDR Regulations, SCRA, SCRR, the Memorandum and Articles of Association, the SEBI Listing Regulations, the terms of the Red Herring Prospectus, the Abridged Prospectus, Bid cum Application Form, the Revision Form, the CAN/ the Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advices and other documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws, as applicable, guidelines, rules, notifications and regulations relating to the offer of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the FIPB, the Stock Exchange, the RBI, RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by SEBI, the RBI, the Government of India, the FIPB, the Stock Exchange, the RoC and any other authorities while granting their approval for the Offer. SEBI has notified the SEBI Listing Regulations on September 2, 2015, which among other things governs the obligations applicable to a listed company which were earlier prescribed under the Equity Listing Agreement. The Listing Regulations have become effective from December 1, 2015.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015. All the investors applying in a public Offer shall use only Application Supported by Blocked Amount (ASBA) facility for making payment.

Further vide the said circular Registrar to the Offer and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Offer and DPs as and when the same is made available.

THE OFFER

The Offer comprises of a Fresh Issue and Offer for Sale by the Selling Shareholders. The fees and expenses relating to the Offer shall be shared in the proportion mutually agreed between the Company and the respective Selling Shareholders in accordance with applicable law. However, for ease of operations, expenses of the Selling Shareholders may, at the outset, be borne by our Company on behalf of the Selling Shareholders, and the Selling Shareholders agree that they will reimburse our Company all such expenses.

RANKING OF EQUITY SHARES

The Equity Shares being issued and transferred in the Offer shall be subject to the provisions of the Companies Act, 2013 and the Memorandum and Articles of Association, SEBI ICDR Regulations, SEBI Listing Regulations, SCRA, SCRR and shall rank *pari-passu* with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees upon receipt of Allotment of Equity Shares under this Offer will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of Allotment in accordance with Companies Act, 1956 and Companies Act, 2013 and the Articles. For further details, please refer to the section titled “*Main Provisions of Articles of Association*” beginning on page number 331 of this Draft Red herring Prospectus.

MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, Articles of Association, SEBI (LODR) Regulations, 2015, provisions of the Equity Listing Agreement to be entered into with the Stock Exchange and as 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 dividend, if declared, to our Shareholders as per the provisions of the Companies Act, SEBI Listing Regulations and our Articles of Association. For further details, please refer to the chapter

titled "Dividend Policy" beginning on page 215 of this Draft Red Herring Prospectus.

FACE VALUE AND OFFER PRICE PER SHARE

The face value of the Equity Shares is Rs. 10 each and the Offer Price at the lower end of Price Band is Rs. [●] per Equity Share and at the higher end of the Price Band is Rs. [●] per Equity Share.

The Price Band and the minimum Bid Lot size for the Offer will be decided by our Company and Selling Shareholders in consultation with the BRLM and advertised in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and the Regional newspaper [●] where the Registered Office of the Company is situated, each with wide circulation, at least five Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchange for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be prefilled in the Bid cum Application Forms available on the websites of the Stock Exchange.

At any given point of time there shall be only one denomination of Equity Shares.

COMPLIANCE WITH SEBI ICDR REGULATIONS

Our Company shall comply with all requirements of the SEBI ICDR Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive rights shares and bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
- Right of free transferability subject to applicable law, including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013 Act, the terms of the SEBI Listing Regulations and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and / or consolidation / splitting, please refer to the section titled "Main Provisions of Articles of Association" beginning on page number 331 of this Draft Red herring Prospectus.

OPTION TO RECEIVE EQUITY SHARES IN DEMATERIALISED FORM

Pursuant to Section 29 of the Companies Act, 2013 the Equity Shares shall be allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Offer:

- Agreement dated [●] amongst NSDL, our Company and the Registrar to the Offer; and
- Agreement dated [●] amongst CDSL, our Company and the Registrar to the Offer.

Since trading of the Equity Shares is in dematerialised form, the tradable lot is [●] Equity Share. Allotment in this Offer will be only in electronic form in multiples of [●] Equity Share subject to a minimum Allotment of [●] Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

MINIMUM NUMBER OF ALLOTTEES

Further in accordance with the Regulation 106R of SEBI (ICDR) Regulations, the minimum number of allottees in this Offer shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Offer and the monies blocked by the SCSBs shall be unblocked within 4 working days of closure of Offer.

JURISDICTION

Exclusive jurisdiction for the purpose of this Offer is with the competent courts / authorities in Hyderabad, Telangana, 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 issued 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 issued 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 issues 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 issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

JOINT HOLDER

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as joint tenants with benefits of survivorship.

NOMINATION FACILITY TO BIDDERS

In accordance with Section 72 of the Companies Act, 2013 the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall 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/transfer/alienation of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- a. To register himself or herself as the holder of the Equity Shares; or
- b. To make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the investor wants to change the nomination, they are requested to inform their respective depository participant.

WITHDRAWAL OF THE OFFER

Our Company and Selling Shareholders in consultation with the BRLM, reserve the right to not to proceed with the Offer after the Bid/Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-offer advertisements were published, within two days of the Bid/Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the offer. The Book Running Lead Manager through, the Registrar to the offer, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchange on which Equity Shares are proposed to be listed. If the offer is withdrawn after the designated Date, amounts that have been credited to the public Offer Account shall be transferred to the Refund Account.

Notwithstanding the foregoing, this offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is registered with the RoC. If our Company and the selling shareholders withdraws the offer after the Bid/ offer Closing Date and thereafter determines that it will proceed with an issue/offer for sale of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with Stock Exchange.

BID/ OFFER OPENING DATE

Event	Indicative Date
Bid / Offer Opening Date	[●]
Bid / Offer Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	[●]
Initiation of Refunds, (if any, for Anchor Investors) / Unblocking of funds from ASBA Accounts	On or before [●]
Credit of Equity Shares to demat accounts of Allottees	On or before [●]
Commencement of trading of the Equity Shares on the Stock Exchange	On or before [●]

The above timetable is indicative and does not constitute any obligation on our Company, selling shareholders and the BRLM. Whilst our Company and the selling shareholders shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Bid/Offer Closing Date, the timetable may change due to various factors, such as extension of the Bid/Offer Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Bids and any revision to the same shall be accepted **only between 10.00 a.m. and 5.00 p.m. (IST)** during the Bid/Offer Period. On the Bid/Offer Closing Date, the Bids and any revision to the same shall be accepted between **10.00 a.m. and 5.00 p.m. (IST)** or such extended time as permitted by the Stock Exchange, in case of Bids by Retail Individual Bidders after taking into account the total number of Bids received up to the closure of timings and reported by the Book Running Lead Manager to the Stock Exchange. It is clarified that Bids not uploaded on the electronic system would be rejected. Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding public holiday).

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, the Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date and, in any case, no later than 5.00 p.m. (IST) on the Bid/Offer Closing Date. All times mentioned in this Draft Red Herring Prospectus are Indian Standard Times.

Bidders are cautioned that in the event a large number of Bids are received on the Bid/Offer Closing Date, as is typically experienced in public offerings, some Bids may not get uploaded due to lack of

sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Offer. Bids will be accepted only on Business Days. Neither our Company nor the Book Running Lead Manager or selling shareholders are liable for any failure in uploading the Bids due to faults in any software/hardware system or otherwise. Any time mentioned in this Draft Red Herring Prospectus is Indian Standard Time.

Our Company and the Selling Shareholders in consultation with the BRLM, reserves the right to revise the Price Band during the Bid/ Offer Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly.

In case of revision of the Price Band, the Bid/Offer Period will be extended for at least three additional working days after revision of Price Band subject to the Bid/ Offer Period not exceeding 10 working days. Any revision in the Price Band and the revised Bid/ Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a press release and also by indicating the changes on the websites of the Book Running Lead Manager and at the terminals of the Syndicate Member.

In case of any discrepancy in the data entered in the electronic book vis-à-vis the data contained in the Bid cum Application Form, for a particular Bidder, the Registrar to the Offer shall ask for rectified data

MINIMUM SUBSCRIPTION

This Offer is not restricted to any minimum subscription level and is 100% underwritten.

As per Section 39 of the Companies Act, 2013, if the “stated minimum amount” has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Red Herring Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the offer through the offer.

Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the offer, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

In accordance with Regulation 106 P (1) of the SEBI (ICDR) Regulations, our Offer shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the offer through the Draft Red Herring Prospectus and shall not be restricted to the minimum subscription level.

Further, in accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 50 (Fifty)

Further, in accordance with Regulation 106(Q) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than Rs.1,00,000/- (Rupees One Lakh) per application.

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

MIGRATION TO MAIN BOARD

Our company may migrate to the Main board of National Stock Exchange of India Limited on a later date subject to the following:

- a. *If the Paid up Capital of our Company is likely to increase above Rs. 2,500 lakhs by virtue of any further issue of capital by way of rights issue, 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 Promoter 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 National Stock Exchange India Limited 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 Rs. 1,000 lakhs but below Rs. 2,500 lakhs, our Company may still apply for migration to the Main Board and if the Company fulfils the eligible criteria for listing laid by the Main Board and if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.*

MARKET MAKING

The shares issued and transferred through this Offer are proposed to be listed on the National Stock Exchange of India Limited with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on National Stock Exchange of India Limited. For further details of the market making arrangement please refer to chapter titled “General Information” beginning on page 79 of this Draft Red herring Prospectus.

ARRANGEMENT FOR DISPOSAL OF ODD LOT

The trading of the equity shares will happen in the minimum contract size of [●] 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 National Stock Exchange of India Limited.

AS PER THE EXTANT POLICY OF THE GOVERNMENT OF INDIA, OCBS CANNOT PARTICIPATE IN THIS OFFER

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FIIs and foreign venture capital investors registered with SEBI to invest in shares of Indian Companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India / RBI while granting such approvals.

OPTION TO RECEIVE SECURITIES IN DEMATERIALIZED FORM

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

NEW FINANCIAL INSTRUMENTS

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company.

APPLICATION BY ELIGIBLE NRIs, FPI'S REGISTERED WITH SEBI, VCF'S, AIF'S REGISTERED WITH SEBI AND QFI'S

It is to be understood that there is no reservation for Eligible NRIs or FPIs or QFIs or VCFs or AIFs registered with SEBI. Such Eligible NRIs, QFIs, FPIs, VCFs or AIFs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

RESTRICTIONS, IF ANY ON TRANSFER AND TRANSMISSION OF EQUITY SHARES

Except for lock-in of the pre-Offer Equity Shares and Promoter's minimum contribution in the Offer lock-in as detailed in the chapter "*Capital Structure*" beginning on page 92 of this Draft Red herring Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. For details please refer to the section titled "*Main Provisions of the Articles of Association*" beginning on page 331 of this Draft Red herring Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Draft Red herring 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.

OFFER PROCEDURE

All Bidders should review the General Information Document for Investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI (General Information Document), and including SEBI circular bearing number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and SEBI circular bearing number SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 included below under Part B – General Information Document, which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI (ICDR) Regulations. The General Information Document has been updated to reflect the enactments and regulations, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchange and the BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer.

Our Company, Selling Shareholders and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and are not liable for any amendments, modifications or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Draft Red Herring Prospectus.

Please note that all the Bidders can participate in the Offer only through the ASBA process. All Bidders shall ensure that the ASBA Account has sufficient credit balance such that the full Bid Amount can be blocked by the SCSB at the time of submitting the Bid. Please note that all Bidders are required to make payment of the full Bid Amount along with the Bid cum Application Form.

Bidders are required to submit Bids to the Selected Branches / Offices of the RTAs, DPs, Designated Bank Branches of SCSBs or to the Syndicate Members. The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <http://www.sebi.gov.in>. For details on designated branches of SCSB collecting the Bid cum Application Form, please refer the above mentioned SEBI link. The list of Stock Brokers, Depository Participants (DP), Registrar to an Offer and Share Transfer Agent (RTA) that have been notified by National Stock Exchange of India Limited. to act as intermediaries for submitting Bid cum Application Forms are provided on www.nseindia.com/emerge For details on their designated branches for submitting Bid cum Application Forms, please see the above mentioned website of National Stock Exchange of India Limited.

Pursuant to the SEBI (Issue of Capital and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, the ASBA process become mandatory for all investors w.e.f. January 1, 2016 and it allows the registrar, share transfer agents, depository participants and stock brokers to accept Bid cum Application Forms.

BOOK BUILDING PROCEDURE

The Offer is being made under Regulation 106(M) (2) of Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 via book building process wherein not more than 50% of the Net Offer shall be available for allocation to Qualified Institutional Buyers on a proportionate basis. 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the QIB Portion and allocated proportionately to the QIB Bidders in proportion to their Bids.

In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended (the “SCRR”) the Offer is being made for at least 25% of the post-Offer paid-up Equity Share capital of our Company. The Offer is being made through the Book Building Process, in accordance with chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “SEBI ICDR Regulations”) wherein not more than 50 % of the Net Offer will be allocated on a proportionate basis to Qualified Institutional Buyers (“QIBs”) (the “QIB Category”), 5% of the QIB Category shall be available for allocation on a proportionate basis to Mutual Funds only and the remainder shall be available for allocation on a proportionate basis to QIBs including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. Further, not less than 15% of the Net Offer will be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Net Offer will be available for allocation to Retail Individual Investors, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Subject to the valid Bids being received at or above the Offer Price, allocation to all categories in the Net Offer, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Bidders shall not be less than the minimum Bid lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category except QIB category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company, selling shareholders in consultation with the BRLM and the Stock Exchange.

Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Bidders will only be in the dematerialised form. The Bid cum Application Forms which do not have the details of the Bidder’s depository account including DP ID, PAN and Beneficiary Account Number shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Bid cum Application Form and entered into the electronic system of the stock exchange, do not match with the DP ID, Client ID and PAN available in the depository database, the bid is liable to be rejected. Bidders will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialised segment of the Stock Exchange.

BID CUM APPLICATION FORM

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of National Stock Exchange of India Limited, the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Bid/Offer Opening Date.

All Bidders shall mandatorily participate in the Offer only through the ASBA process. ASBA Bidders must provide bank account details and authorization to block funds in the relevant space provided in the Bid cum Application Form and the Bid cum Application Forms that do not contain such details are liable to be rejected.

ASBA Bidders shall ensure that the Bids are made on Bid cum Application Forms bearing the stamp of the Designated Intermediary, submitted at the Collection Centres only (except in case of electronic Bid cum Application Forms) and the Bid cum Application Forms not bearing such specified stamp are liable to be rejected.

The prescribed colour of the Bid cum Application Form for various categories is as follows:

Category	Colour of Bid cum application Form*
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents and Eligible NRIs, FIIs, FVCIs, etc. applying on a repatriation basis	Blue

**excluding electronic Bid cum Application Form*

Designated Intermediaries (other than SCSBs) shall submit/deliver the Bid cum Application Forms to respective SCSBs where the Bidder has a bank account and shall not submit it to any non-SCSB Bank.

Applicants shall only use the specified Application Form for the purpose of making an application in terms of the Red Herring Prospectus. The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. ASBA Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount can be blocked by the SCSB at the time of submitting the Bid.

Applicants are required to submit their applications only through any of the following Application Collecting Intermediaries:

- i) an SCSB, with whom the bank account to be blocked, is maintained
- ii) a syndicate member (or sub-syndicate member)
- iii) a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
- iv) a depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
- v) a registrar to an offer and share transfer agent (RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For applications submitted by investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs:	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Offer.

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorised our Company to make the necessary changes in the Red Herring Prospectus, without prior or subsequent notice of such changes to the Applicants.

WHO CAN BID?

In addition to the category of Bidders set forth under *General Information Document for Investing in Public Issues – Category of Investors Eligible to participate in an Offer*, the following persons are

also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- FPIs and sub-accounts registered with SEBI other than Category III foreign portfolio investor;
- Category III foreign portfolio investors, which are foreign corporates or foreign individuals only under the Non Institutional Investors (NIIs) category;
- Scientific and / or industrial research organizations authorized in India to invest in the Equity Shares.

MAXIMUM AND MINIMUM APPLICATION SIZE

(a) For Retail Individual Bidders:

The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Bid Amount payable by the Bidder does not exceed Rs. 2,00,000. In case of revision of Bid, the Retail Individual Bidders have to ensure that the Bid Amount does not exceed Rs. 2,00,000.

(b) For Other Bidders (Non-Institutional Bidders and QIBs):

The Bid cum Application must be for a minimum of such number of Equity Shares such that the Bid Amount exceeds Rs. 2,00,000 and in multiples of [●] Equity Shares thereafter. A Bid cannot be submitted for more than the Offer Size. However, the maximum Bid by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. A QIB and a Non-Institutional Bidder cannot withdraw or lower the size of their Bid at any stage and are required to pay the entire Bid Amount upon submission of the Bid. The identity of QIBs applying in the Net Offer shall not be made public during the Offer Period. In case of revision in Bid, the Non-Institutional Bidders, who are individuals, have to ensure that the Bid Amount is greater than Rs. 2,00,000 for being considered for allocation in the Non-Institutional Portion.

INFORMATION FOR THE BIDDERS

- Our Company shall register the Red Herring Prospectus with the RoC at least three working days before the Bid Offer Opening Date.
- Our Company shall, after registering the Red Herring Prospectus with the RoC, make a pre-Offer advertisement, in the form prescribed under the SEBI ICDR Regulations, in English and Hindi national newspapers and one regional newspaper with wide circulation. In the pre-Offer advertisement, our Company, selling shareholders and the Book Running Lead Manager shall advertise the Offer Opening Date, the Offer Closing Date. This advertisement, subject to the provisions of the Companies Act, shall be in the format prescribed in Part A of Schedule XIII of the SEBI ICDR Regulations.
- The Price Band as decided by our Company and selling shareholders in consultation with the Book Running Lead Manager is Rs. [●] per Equity Share. The Floor Price of Equity Shares is Rs. [●] per Equity Share and the Cap Price is Rs. [●] per Equity Share and the minimum bid lot is of [●] Equity Shares. Our Company shall also announce the Price Band at least five Working Days before the Offer Opening Date in English and Hindi national newspapers and one regional newspaper with wide circulation.
- This announcement shall contain relevant financial ratios computed for both upper and lower end of the Price Band. Further, this announcement shall be disclosed on the websites of the Stock Exchange where the Equity Shares are proposed to be listed and shall also be prefilled in the Bid cum Application Forms available on the websites of the stock exchange.
- The Offer Period shall be for a minimum of three Working Days. In case the Price Band is revised, the Offer Period shall be extended, by an additional three Working Days, subject to the total Offer Period not exceeding ten Working Days. The revised Price Band and Offer Period will be widely disseminated by notification to the SCSBs and Stock Exchange, and by

publishing in English and Hindi national newspapers and one regional newspaper with wide circulation and also by indicating the change on the websites of the Book Running Lead Manager and at the terminals of the members of the Syndicate.

The Bidders should note that in case the PAN, the DP ID and Client ID mentioned in the Bid cum Application Form and entered into the electronic bidding system of the Stock Exchange by the Syndicate Member does not match with the PAN, DP ID and Client ID available in the database of Depositories, the Bid cum Application Form is liable to be rejected.

OPTION TO SUBSCRIBE IN THE OFFER

- (a) As per Section 29(1) of the Companies Act, 2013 allotment of Equity Shares shall be in dematerialized form only.
- (b) The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.

A single Bid cum application from any investor shall not exceed the investment limit / minimum number of specified securities that can be held by him/her/it under the relevant regulations / statutory guidelines and applicable law.

AVAILABILITY OF RED HERRING PROSPECTUS AND BID CUM APPLICATION FORM

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and National Stock Exchange of India Limited (www.nseindia.com) at least one day prior to the Bid/Offer Opening Date.

APPLICATIONS BY ELIGIBLE NRI'S/ RFPI's ON REPATRIATION BASIS

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and National Stock Exchange of India Limited at least one day prior to the Bid/Offer Opening Date.

PARTICIPATION BY ASSOCIATED/ AFFILIATES OF BOOK RUNNING LEADMANAGER AND SYNDICATE MEMBERS

The BRLM and the Syndicate Members, if any, shall not be allowed to purchase in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members, if any, may subscribe the Equity Shares in the Offer, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

APPLICATIONS BY ELIGIBLE NRI'S

NRIs may obtain copies of Bid cum Application Form from the offices of the BRLM and the Designated Intermediaries. Eligible NRI Bidders bidding 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 Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non Resident Ordinary (NRO) accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

Eligible NRIs bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

BIDS BY FPI INCLUDING FIIs

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this 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.

In case of Bids 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 Bid cum Application Form, failing which our Company reserves the right to reject any Bid 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 Bids 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 Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS, the total holding by each FPI or an investor group as referred in SEBI (Foreign Portfolio Investor) Regulations, shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24% of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10% and 24% will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body. For arriving at the ceiling on holdings of FIIs, shares/ convertible debentures acquired both through primary as well as secondary market will be included. However, the ceiling will not include investment made by FII through off-shore Funds, Global Depository receipts and Euro- Convertible Bonds. With regard to convertible debentures, these investments permitted to be made shall not exceed 5 % of the total paid-up equity capital or 5% of the paid-up value of each series of convertible debentures issued by an Indian Company, and shall also not exceed the over-all ceiling limit of 24 % of paid-up equity capital or paid up value of each series of convertible debentures.

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 offer or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is offered 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 offered only to persons who are regulated by an appropriate regulatory authority; and
- (ii) such offshore derivative instruments are offered after compliance with know your client norms. An FPI is also required to ensure that no further offer 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 Bid cum Application Form for Non-

Residents (blue in colour).

BIDS BY SEBI REGISTERED VCFs, AIFs and FVCIs

The SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company, the selling shareholders or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

BIDS BY MUTUAL FUNDS

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid cum Application in whole or in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Bid cum 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 Bids clearly indicate the scheme concerned for which the Bids has been made.

The Bids made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

BIDS BY LIMITED LIABILITY PARTNERSHIPS

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration offered under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any bid without assigning any reason thereof. Limited liability partnerships can participate in the Offer only through the ASBA process.

BIDS BY INSURANCE COMPANIES

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate

of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid by Insurance Companies without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended, are broadly set forth below:

- (a) equity shares of a company: the least of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- (b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- (c) the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under 1, 2 and 3 above, as the case may be. Insurance companies participating in this Offer shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

BIDS UNDER POWER OF ATTORNEY

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with a minimum corpus of Rs. 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2500 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 along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

- (a) With respect to Bids by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form.
- (b) With respect to Bids by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged along with the Bid cum Application Form.
- (c) With respect to Bids made by provident funds with a minimum corpus of Rs. 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2500 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 Bid cum Application Form.
- (d) With respect to Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form
- (e) Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company, selling shareholders and the BRLM may deem fit.

The above information is given for the benefit of the Bidders. Our Company, selling shareholders, the Book Running Lead Manager and the Syndicate Members are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and Bidders are

advised to ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Draft Red Herring Prospectus.

BIDS BY PROVIDENT FUNDS/PENSION FUNDS

In case of Bids made by provident funds with minimum corpus of Rs. 25 Crore (subject to applicable law) and pension funds with minimum corpus of Rs. 25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Bid Cum Application Form. Failing this, the Company reserves the right to accept or reject any bid in whole or in part, in either case, without assigning any reason thereof.

BIDS BY BANKING COMPANY

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum application Form, failing which our Company reserve the right to reject any Bid by a banking company without assigning any reason.

Bid cum Application Form, failing which our Company reserve the right to reject any Bid by a banking company without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended ("Banking Regulation Act"), and the Reserve Bank of India ("Financial Services provided by Banks") Directions, 2016, is 10% of the paid-up share capital of the investee company not being its subsidiary engaged in non-financial services or 10% of the banks own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks' interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a nonfinancial services company in excess of 10% of such investee company's paid up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

BIDS BY SCSBs

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making Bid cum 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 Bid cum application in public issues and clear demarcated funds should be available in such account for such Bid cum applications.

TERMS OF PAYMENT

Terms of Payment

The entire Offer price of Rs. [●] per share is payable on Bid cum application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar to the offer shall instruct the SCSBs to unblock the excess amount blocked.

SCSBs will transfer the amount as per the instruction received by the Registrar to the Public Offer Bank Account, post finalisation of basis of Allotment. The balance amount after transfer to the Public Offer Account shall be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Offer or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, the Bankers to the Offer and the Registrar to the Offer to facilitate collections from the Bidders.

Payment mechanism for Bidders

The Bidders shall specify the bank account number in the Bid cum Application Form and the SCSBs shall block an amount equivalent to the Bid cum Application Amount in the bank account specified in the Bid cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the bid cum application or receipt of instructions from the Registrar to unblock the Application Amount.

However, Non Retail Bidders shall neither withdraw nor lower the size of their bid cum applications at any stage. In the event of withdrawal or rejection of the Bid cum Application Form or for unsuccessful Application Forms, the Registrar to the Offer shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalisation of the Basis of Allotment in the Offer and consequent transfer of the Application Amount to the Public Offer Account, or until withdrawal/ failure of the Offer or until rejection of the bid cum application by the ASBA Applicant, as the case may be. Please note that pursuant to the applicability of the directions issued by SEBI vide its circular bearing number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all Investors are applying in this Offer shall mandatorily make use of ASBA facility.

SIGNING OF UNDERWRITING AGREEMENT AND REGISTERING OF PROSPECTUS WITH ROC

- (a) Our Company has entered into an Underwriting agreement dated [●].
- (b) A copy of the Red Herring Prospectus and Prospectus will be registered with the RoC in terms of Section 32 of the Companies Act, 2013 and section 26 of the Companies Act, 2013.

PRE-OFFER ADVERTISEMENT

Subject to Section 30 of the Companies Act, 2013, our Company shall, after registering the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed by the SEBI Regulations, in: (i) English National Newspaper; (ii) Hindi National Newspaper; and (iii) Regional Newspaper, each with wide circulation. In the pre-Offer advertisement, we shall state the Bid Opening Date and the Bid 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.

ADVERTISEMENT REGARDING OFFER PRICE AND PROSPECTUS

Our Company will issue a statutory advertisement after the filing of the Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the final derived Offer Price. Any material updates between the date of the Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

GENERAL INSTRUCTIONS

Do's:

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the

prescribed form;

4. Ensure that the details about the PAN, DP ID and Client ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
6. If the first applicant is not the account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
7. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
8. QIBs, Non-Institutional Bidders and the Retail Bidders should submit their Bids through the ASBA process only.
9. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
10. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options;
11. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centres), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
12. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
13. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
14. Ensure that the Demographic Details are updated, true and correct in all respects;
15. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
16. Ensure that the category and the investor status is indicated;
17. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc, relevant documents are submitted;
18. Ensure that Bids submitted by any person outside India should be in compliance with

applicable foreign and Indian laws;

19. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form;
20. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus;
21. Ensure that you have mentioned the correct ASBA Account number in the Bid cum Application Form;
22. Ensure that you have correctly signed the authorization/undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;
23. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form; and
24. The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
5. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;
6. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
7. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
8. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
9. Do not Bid for a Bid Amount exceeding Rs. 2,00,000 (for Bids by Retail Individual Bidders);
10. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;
11. Do not submit the General Index Register number instead of the PAN;
12. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are blocked in the relevant ASBA Account;

13. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;
14. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
15. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
16. Do not submit more than five Bid cum Application Forms per ASBA Account;

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS

- (a) Our Company and selling shareholders in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Offer Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.
- (b) Our Company and selling shareholders in consultation with the BRLM, will finalize the Offer Price within the Price Band, without the prior approval of, or intimation, to the Bidders.
- (c) The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.
- (d) Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.

COMMUNICATIONS

All future communications in connection with Bids made in this Offer should be addressed to the Registrar quoting the full name of the sole or First Bidder, Bid cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid cum Application Form, name and address of the Application Collecting Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Bidders can contact the Compliance Officer or the Registrar in case of any pre Offer or post Offer related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

IMPERSONATION

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who—

- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or

- subscribing for, its securities; or
- (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
 - (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,
- shall be liable for action under Section 447.”*

UNDERTAKINGS BY THE COMPANY

Our Company undertake as follows:

1. That the complaints received in respect of the Offer shall be attended expeditiously and satisfactorily;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at National Stock Exchange of India Limited where the Equity Shares are proposed to be listed within six working days from Offer Closure date.
3. That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Offer by our Company;
4. That our Promoter's contribution in full has already been brought in;
5. That no further Offer of Equity Shares shall be made till the Equity Shares Offered through the Prospectus are listed or until the Application monies are refunded on account of non-listing, under-subscription etc.;
6. That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment;
7. If our Company does not proceed with the Offer after the Bid/Offer Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid/Offer Closing Date. The public notice shall be issued in the same newspapers where the Pre-Offer advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
8. If our Company withdraw the Offer after the Bid/Offer Closing Date, our Company shall be required to file a fresh Draft Red Herring Prospectus with the Stock exchange/RoC/SEBI, in the event our Company subsequently decides to proceed with the Offer;
9. Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period

UNDERTAKING BY THE SELLING SHAREHOLDERS

Each Selling Shareholder severally undertakes that:

- 1) it shall deposit its Equity Shares offered in the Offer in an escrow account opened with the [●] at least one Working Day prior to the Bid/Offer Opening Date;
- 2) it shall not have any recourse to the proceeds of the Offer for Sale until final listing and trading approvals have been received from the Stock Exchange;
- 3) it shall take all steps and provide all assistance to our Company and the BRLM, as may be required for the completion of the necessary formalities for listing and commencement of trading at all the stock exchange where the Equity Shares are proposed to be listed within

six Working Days from the Bid/Offer Closing Date of the Offer, failing which it shall forthwith repay without interest all monies received from Bidders to the extent of the Offered Shares. In case of delay, interest as per applicable law shall be paid by the Selling Shareholders;

- 4) it shall not offer, lend, pledge, charge, transfer or otherwise encumber, sell, dispose off any of the Equity Shares held by it except the Equity Shares being offered in the Offer for Sale until such time that the lock-in remains effective save and except as may be permitted under the SEBI Regulations;
- 5) it shall ensure that the Equity Shares being offered by it in the Offer, shall be transferred to the successful Bidders within the time specified under applicable law; and
- 6) it shall give appropriate instructions for dispatch of the refund orders or Allotment Advice to successful Bidders within the time specified under applicable law.
- 7) It is the legal and beneficial owner of, and has full title to their respective portion of the Offered Shares in the Offer;

UTILIZATION OF THE OFFER PROCEEDS

The Board of Directors of our Company certifies that:

1. all monies received out of the Offer shall be transferred to a separate Bank Account other than the bank account referred to in Sub-Section (3) of Section 40 of the Companies Act, 2013;
2. details of all monies utilized out of the Offer referred above shall be disclosed and continue to be disclosed till the time any part of the Offer Proceeds remains unutilised, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized;
3. details of all unutilized monies out of the Offer, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested; and
4. Our Company shall comply with the requirements of the SEBI Listing Regulations in relation to the disclosure and monitoring of the utilisation of the proceeds of the Offer.
5. Our Company and selling shareholders shall not have recourse to the Offer Proceeds until the approval for listing and trading of the Equity Shares from all the Stock Exchange where listing is sought has been received.
6. The Book Running Lead Manager undertakes that the complaints or comments received in respect of the Offer shall be attended by our Company expeditiously and satisfactory.

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 is in the process of signing the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- (a) Agreement dated [●] among NSDL, the Company and the Registrar to the Offer; and
- (b) Agreement dated [●] among CDSL, the Company and the Registrar to the Offer.

The Company's shares bear ISIN no [●].

PART B

GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, 2013 (to the extent notified and in effect), the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon the notification of the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. Bidders should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Offer. For taking an investment decision, the Bidders should rely on their own examination of the Offer and the Offerer, and should carefully read the Draft Red Herring prospectus before investing in the Offer.

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken *inter-alia* through the Book-Building Process as well as to the Fixed Price Issue. The purpose of the “General Information Document for Investing in Public Issues” is to provide general guidance to potential Bidders in IPOs, on the processes and procedures governing IPOs and FPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations, 2009”).

Bidders should note that investment in equity and equity related securities involves risk and Bidder should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Offer and the relevant information about the Offerer undertaking the Offer are set out in the Red Herring Prospectus (“RHP”)/Prospectus registered by the Offerer with the Registrar of Companies (“RoC”). Bidders should carefully read the entire RHP/Prospectus and the Bid cum Application Form/Application Form and the Abridged Prospectus of the Offerer in which they are proposing to invest through the Offer. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the RHP/Prospectus, the disclosures in the RHP/Prospectus shall prevail. The RHP/Prospectus of the Issuer is available on the websites of stock exchange, on the website(s) of the BRLM to the Offer and on the website of Securities and Exchange Board of India (“SEBI”) at www.sebi.gov.in.

For the definitions of capitalized terms and abbreviations used herein Bidders may refer to the section “Glossary and Abbreviations” beginning on page 319 of this Draft Red Herring Prospectus.

SECTION 2: BRIEF INTRODUCTION TO IPOs ON NATIONAL STOCK EXCHANGE OF INDIA LIMITED (EMERGE PLATFORM)

2.1 Initial public offer (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is *inter-alia* required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations, 2009. For details of compliance with the eligibility requirements by the Issuer, Bidders/Applicants may refer to the DRHP.

2.2 Further public offer (FPO)

An FPO means an offer of specified securities by a listed Issuer to the public for subscription and may include Offer for Sale of specified securities to the public by any existing holder of such securities in a listed Issuer. For undertaking an FPO, the Issuer is *inter-alia* required to comply with the eligibility requirements in terms of Regulation 26/ Regulation 27 of the SEBI ICDR Regulations, 2009. For details of compliance with the eligibility requirements by the Issuer,

Bidders/Applicants may refer to the RHP/Prospectus.

The Issuer may also undertake IPO under of chapter XB of the SEBI (ICDR) Regulations, wherein as per,

- Regulation 106M (1): An issuer whose post- issue face value capital does not exceed ten crore rupees shall issue its specified securities in accordance with provisions of this Chapter.
- Regulation 106M (2): An issuer, whose post issue face value capital, is more than ten crore rupees and up to twenty five crore rupees, may also issue specified securities in accordance with provisions of this Chapter.

The present Issue being made under Regulation 106M (2) of Chapter XB of SEBI (ICDR) Regulation.

2.3 OTHER ELIGIBILITY REQUIREMENTS

In addition to the eligibility requirements specified in paragraphs 2.1 and 2.2, an Issuer proposing to undertake an IPO or an FPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, 2009, the Companies Act, 1956 and the Companies Act, 2013 (the “Companies Act”), The Securities Contracts (Regulation) Rules, 1957 (the “SCRR”), industry-specific regulations, if any, and other applicable laws for the time being in force. Following are the eligibility requirements for making an SME IPO under Regulation 106M (2) of Chapter XB of SEBI (ICDR) Regulation:

- a) In accordance with Regulation 106(P) of the SEBI (ICDR) Regulations, this Offer is 100% underwritten and that the Book Running Lead Manager to the Offer shall underwrite minimum 15% of the total Offer size. For further details pertaining to said underwriting please refer to chapter titled “*General Information*” beginning on page 79 of this Draft Red Herring Prospectus.
- b) In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Offer shall be greater than or equal to 50 (fifty), otherwise, the entire application money will be unblocked forthwith. If such money is not repaid within 8 (eight) Working Days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of 8 (eight) Working Days, be liable to repay such application money, with an interest at the rate as prescribed under Section 40 of the Companies Act, 2013.
- c) 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 Book Running Lead Manager submits a copy of the Draft Red Herring Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.
- d) In accordance with Regulation 106(V) of the SEBI (ICDR) Regulations, we hereby confirm that we have entered into an agreement with the Book Running Lead Manager and a Market Maker to ensure compulsory Market Making for a minimum period of 3 (three) years from the date of listing of Equity Shares on the EMEGE Platform of National Stock Exchange of India Limited. For further details of the arrangement of market making, see chapter titled “*General Information*” beginning on page 79 of this Draft Red Herring Prospectus.
- e) The Net worth of the company is positive as per the latest audited financial statements.
- f) The Company has a track record of at last three years and positive cash accruals (Earnings before depreciation and tax) from operations for at least 2 (two) financial years preceding the

date of filing of this Draft Red Herring Prospectus.

- g) The Company has not been referred to Board for Industrial and Financial Reconstruction.
- h) No petition for winding up is admitted by a Court or a liquidator has not been appointed of competent jurisdiction against the Company.
- i) No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.
- j) The Company has a website: www.greatsportsinfra.com.
- k) There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past one year in respect of promoter/promoting company(ies), group companies, companies promoted by the promoter/promoting companies of the Company.
- l) There is no default in payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the Company, promoter/promoting company(ies), group companies, companies promoted by the promoter/promoting company(ies) during the past three years.

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 this issue.

Thus Company is eligible for the issue in accordance with regulation 106M (1) and other provisions of chapter XB of the SEBI (ICDR) Regulations as the post issue face value capital does not exceed Rs. 1000 Lakhs. Company also complies with the eligibility conditions laid by the EMERGE Platform of National Stock Exchange of India Limited for listing of our Equity Shares.

2.4 TYPES OF PUBLIC ISSUES – FIXED PRICE ISSUES AND BOOK BUILT ISSUES

In accordance with the provisions of the SEBI ICDR Regulations, 2009, an Issuer can either determine the Issue Price through the Book Building Process (**“Book Built issues”**) or undertake a Fixed Price Issue (**“Fixed Price Issues”**). An issuer may mention Price or Price Band in the Draft Red Herring Prospectus (in case of a fixed price Issue) and Floor price or price band in the red herring prospectus (in case of a book built issue) and determine the price at a later date before registering the prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-issue advertisement was given at least five Working Days before the Bid/ Offer Opening Date, in case of an IPO and at least one Working Day before the Bid/Offer Opening Date, in case of an FPO.

The Floor Price or the Offer price cannot be lesser than the face value of the securities. Bidders should refer to the RHP/ Prospectus or Offer advertisements to check whether the Offer is a Book Built Issue or a Fixed Price Issue.

2.5 ISSUE PERIOD

The Offer may be kept open for a minimum of three Working Days (for all category of Bidders/Applicants) and not more than ten Working Days. Bidders/Applicants are advised to refer to the Bid cum Application Form and Abridged Prospectus or RHP/Prospectus for details of the Bid/Offer Period. Details of Bid/Offer Period are also available on the website of the Stock Exchange.

In case of a Book Built Issue, the Issuer may close the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date if disclosures to that effect are made in the RHP. In case

of revision of the Floor Price or Price Band in Book Built Issues the Bid/Offer Period may be extended by at least three Working Days, subject to the total Bid/Offer Period not exceeding 10 Working Days. For details of any revision of the Floor Price or Price Band, Bidders/Applicants may check the announcements made by the Issuer on the websites of the Stock Exchange and the BRLM and the advertisement in the newspaper(s) issued in this regard

2.6 MIGRATION TO MAIN BOARD

SME Issuer may migrate to the Main Board of SE from the SME platform at a later date subject to the following:

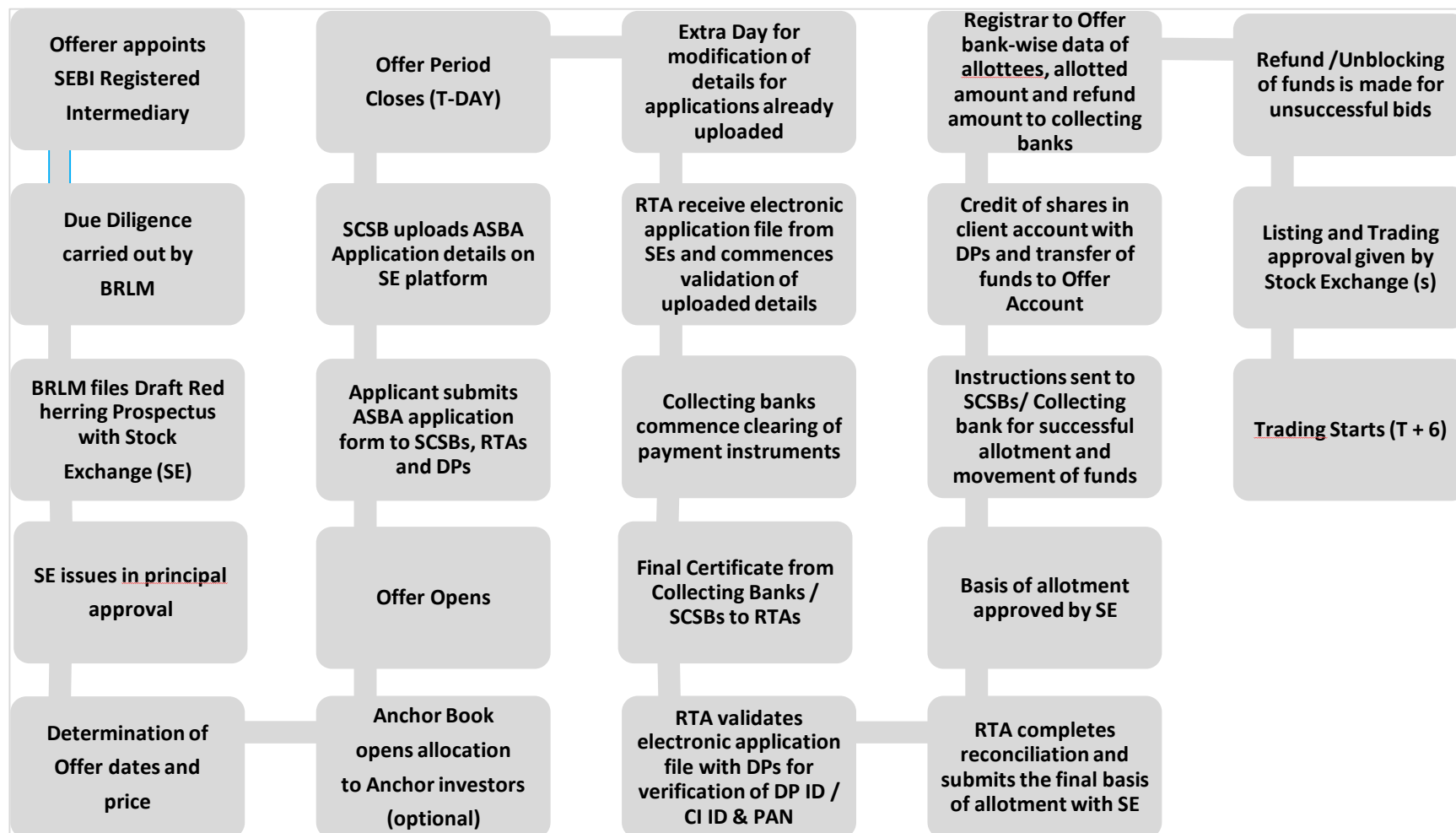
- (a) If the Paid up Capital of the Company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), the Company shall apply to SE for listing of its shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

- (b) If the Paid up Capital of the company is more than 10 crores but below Rs. 25 crores, the 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 Promoter 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.

2.7 FLOWCHART OF TIMELINES

A flow chart of process flow in Fixed Price and Book Built Issues is as follows



SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN OFFER

Each Bidder should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Offer or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the DRHP for more details.

Subject to the above, an illustrative list of Bidders is as follows:

1. Indian nationals resident in India who are not incompetent to contract in single or joint names (not more than three) or in the names of minors through natural/legal guardian;
2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidders should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form as follows: Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Bids by HUFs would be considered at par with those from individuals;
3. Companies, Corporate Bodies and Societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
4. Mutual Funds registered with SEBI;
5. Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Offer;
6. Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
7. FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI
8. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
9. State Industrial Development Corporations;
10. 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;
11. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
12. Insurance Companies registered with IRDA;
13. Provident Funds and Pension Funds with minimum corpus of Rs. 2,500 Lakhs and who are authorized under their constitution to hold and invest in equity shares;
14. Multilateral and Bilateral Development Financial Institutions;
15. 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;
16. Insurance funds set up and managed by army, navy or air force of the Union of India or by Department of Posts, India;
17. Any other person eligible to apply in this Offer, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws

As per the existing regulations, OCBs cannot participate in this Offer.

SECTION 4: APPLYING IN THE ISSUE

Book Built Issue: Bidders should only use the specified Bid cum Application Form (or in case of Anchor Investors, the Anchor Investor Application Form) either bearing the stamp of a member of the Syndicate or any other Designated Intermediary, bearing a stamp of the Registered Broker or stamp of SCSBs as available or downloaded from the websites of the Stock Exchange.

Bid cum Application Forms are available with the Book Running Lead Manager, members of the Syndicate, Registered Brokers, Designated Intermediaries at Branches of the Bidding Centres, SCSBs

and at the registered office of the Issuer. Electronic Bid cum Application Forms will be available on the websites of the Stock Exchange at least one day prior to the Bid/Offer Opening Date. For further details, regarding availability of Bid cum Application Forms, Bidders may refer to the DRHP/RHP.

Fixed Price Issue: Applicants should only use the specified cum Application Form bearing the stamp of an SCSB as available or downloaded from the websites of the Stock Exchange. Application Forms are available with the Designated Branches of the SCSBs and at the Registered and Corporate Office of the Issuer. For further details, regarding availability of Application Forms, Applicants may refer to the Prospectus.

Bidders/Applicants should ensure that they apply in the appropriate category. The prescribed colour of the Bid cum Application Form for various categories of Bidders/Applicants is as follows:

Category	Colour of the Bid cum Application Form (Excluding downloaded forms from SE website)
Resident Indian, Eligible NRIs applying on a non repatriation basis	White
Non-Residents and Eligible NRIs, FIIs, FVCIs, etc. applying on a repatriation basis	Blue

Securities issued in an IPO can only be in dematerialized form in compliance with Section 29 of the Companies Act, 2013. Bidders will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities rematerialized subsequent to allotment.

4.1 INSTRUCTIONS FOR FILING THE BID CUM APPLICATION FORM/ ASBA FORM

Bidders may note that forms not filled completely or correctly as per instructions provided in this GID, the RHP and the Bid cum Application Form/ Application Form are liable to be rejected.

Instructions to fill each field of the Bid cum Application Form can be found on the reverse side of the Bid cum Application Form. Specific instructions for filling various fields of the Resident Bid cum Application Form and Non-Resident Bid cum Application Form and samples are provided below.

The samples of the Bid cum Application Form for resident Bidders and the Bid cum Application Form for non- resident Bidders are reproduced below:

TEAR HERE

**COMMON
BID CUM
APPLICATION
FORM**

XYZ LIMITED - INITIAL PUBLIC ISSUE - R
Registered Office: Ahmed, Ahmed, Ahmed, Ahmed, Ahmed, Ahmed, Ahmed,
Tel. No.: +91 1234567890; Fax No.: +91 1234567890;
E-mail: ahed@ahed.com; Website: www.ahed.com; CTN NO: 1234567890

**FOR RESIDENT INDIANS
INCLUDING RESIDENT QIBS AND
ELIGIBLE NRIs APPLYING ON A
NON REPATRIATION BASIS**

Logo

To,
The Board of Directors
XYZ LIMITED

BOOK BUILT ISSUE
ISIN - IINE

**Bid Cum
Application
Form No.**

SYNDICATE MEMBER'S STAMP & CODE	BROKER'S / SCRB / CDP / ETAA STAMP & CODE	1. NAME & CONTACT DETAILS OF SOLE FIRST BIDDER
		Mr./Ms./M/s. _____ Age _____ Address _____ Email _____ Tel. No. (with STD code) / Mobile _____
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	ESCROW BANK / SCBE BRANCH STAMP & CODE	2. PAN OF SOLE FIRST BIDDER

BANK BRANCH SERIAL NO.	SCSB SERIAL NO.	

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS	☐ NSDL ☐ CDSL	6. INVESTOR STATUS
		☐ Individual ☐ JIND ☐ Hindu Undivided Family* ☐ HUF ☐ Non-Resident Indian ☐ NRI ☐ (Non-Repatriation basis) ☐ Bodies Corporate ☐ CO ☐ Banks & Financial Institutions ☐ FI ☐ Mutual Funds ☐ MF ☐ National Investment Funds ☐ NIF ☐ Insurance Funds ☐ IF ☐ Insurance Companies ☐ IC ☐ Venture Capital Funds ☐ VCF ☐ Alternate Investment Funds ☐ AIF ☐ Others (Please Specify) ☐ OTH

For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.

4. BID OPTIONS (Only Retail individual Bidders can BID at "Cut-Off"). Price band Rs. [•] - to Rs. [•].	5. CATEGORY																												
<table border="1"><thead><tr><th rowspan="2">Bid Options</th><th rowspan="2">No. of Equity Shares Bid (In Figures) (Bids must be in multiples of [•] equity shares)</th><th colspan="4">Price per Equity Share (₹) / "Cut-off"</th></tr><tr><th>Bid Price</th><th>Retail Discount</th><th>Net Price</th><th>"Cut-Off" (Please ✓ / Tick)</th></tr></thead><tbody><tr><td>Option 1</td><td></td><td></td><td></td><td></td><td>☐</td></tr><tr><td>(OR) Option 2</td><td></td><td></td><td></td><td></td><td>☐</td></tr><tr><td>(OR) Option 3</td><td></td><td></td><td></td><td></td><td>☐</td></tr></tbody></table>	Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of [•] equity shares)	Price per Equity Share (₹) / "Cut-off"				Bid Price	Retail Discount	Net Price	"Cut-Off" (Please ✓ / Tick)	Option 1					☐	(OR) Option 2					☐	(OR) Option 3					☐	☐ Retail Individual Bidder ☐ Non Institutional Bidder ☐ QIB
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	Bid Price	Retail Discount		Net Price	"Cut-Off" (Please ✓ / Tick)																								
Option 1					☐																								
(OR) Option 2					☐																								
(OR) Option 3					☐																								

7. PAYMENT DETAILS	PAYMENT OPTION : Full Payment ☐
Amount Blocked (₹ in figures) _____	(₹ in words) _____
ASBA Bank A/c No. _____	
Bank Name & Branch _____	

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTORS IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE IS/DSCR/DUNDER/ADNO AS GIVEN OVER LEAF I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVER LEAF.

8A. SIGNATURE OF SOLE / FIRST BIDDER	8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	SYNDICATE MEMBER/BROKER / SCRB / CDP / ETA STAMP (Acknowledging upload of bid in Stock Exchange system)
Date: _____, 2018	I/We authorize the SCSE to debit account necessary to make the Application in the form: 1) _____ 2) _____ 3) _____	

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Logo

**XYZ LIMITED -
INITIAL PUBLIC ISSUE - R**

**Acknowledgement Slip
for Syndicate Member/
Broker/SCSB/CDP/ETA**

**Bid Cum
Application
Form No.**

DPD / CLD	PAN of Sole / First Bidder
_____	_____
Amount Blocked (₹ in figures) _____	Stamp & Signature of SCRB Branch _____
Bank & Branch _____	
Received from Mr./Ms./M/s. _____	
Telephone / Mobile _____ Email _____	

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XYZ LIMITED - INITIAL PUBLIC ISSUE - R	<table border="1"><thead><tr><th></th><th>Option 1</th><th>Option 2</th><th>Option 3</th></tr></thead><tbody><tr><td>No. of Equity Shares</td><td></td><td></td><td></td></tr><tr><td>Bid Price</td><td></td><td></td><td></td></tr><tr><td>Amount Blocked (₹)</td><td></td><td></td><td></td></tr></tbody></table>		Option 1	Option 2	Option 3	No. of Equity Shares				Bid Price				Amount Blocked (₹)				Name of Sole / First Bidder
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No. of Equity Shares																		
Bid Price																		
Amount Blocked (₹)																		
ASBA Bank A/c No. _____	Stamp & Signature of Syndicate Member / Registered Broker / SCRB / CDP / ETA	_____																
Bank & Branch _____		_____																
	Acknowledgement Slip for Bidder																	
	Bid Cum Application Form No.	_____																

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NR Bid cum Application ASBA Form

COMMON BID CUM APPLICATION FORM	XYZ LIMITED - INITIAL PUBLIC ISSUE - NR Registered Office: Abcd, Abcd, Abcd, Abcd, Abcd, Abcd, Abcd, Tel. No: +91 1234567890; Fax No: +91 1234567890; E-mail: info@xyz.com; Website: www.xyz.com; CIN NO: 1234567890	FOR NON-RESIDENTS, INCLUDING ELIGIBLE NRIs, FII, FPI OR FVCI, ETC APPLYING ON A REPATRIATION BASIS
Logo	To, The Board of Directors XYZ LIMITED	BOOK BUILT ISSUE ISIN - INE
		Bid Cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE	BROKER'S / SCNB / CDP / RTA STAMP & CODE	1. NAME & CONTACT DETAILS OF SOLE/FIRST BIDDER Mr./Ms./M/s. _____ Age _____ Address _____ Email _____ Tel. No (with STD code) / Mobile _____
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	EMCROWDING / SCNB BRANCH STAMP & CODE	2. PAN OF SOLE/FIRST BIDDER
BANK BRANCH/RTA NO.	SCSB SERIAL NO.	

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID. ☐ NSDL ☐ CDSL	6. INVESTOR STATUS ☐ NRI (Non-Resident Individual) (Repatriation basis) ☐ FII or Deb Account holder / Corporate / Foreign Individual ☐ FISA FII Sub Account Corporate/Individual ☐ FVCI Foreign Venture Capital Investor ☐ FPI Foreign Portfolio Investor ☐ OTH Other (Please Specify)																												
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(OR) Option 2					☐																								
(OR) Option 3					☐																								
5. CATEGORY ☐ Retail Individual Bidder ☐ Non Institutional Bidder ☐ QIB																													

7. PAYMENT DETAILS Amount Blocked (₹ in Figures) _____ (₹ in words) _____ ASBA Bank A/c No. _____ Bank Name & Branch _____	PAYMENT OPTION: Full Payment ☐

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABBRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC OFFERS (GIDP) AND HEREBY AGREE AND CONFIRM THE "BIDDER'S UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE / FIRST BIDDER _____ Date: _____, 2018	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS) _____ _____ _____	SYNDICATE MEMBER/BROKER / SCNB / CDP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)

Logo	XYZ LIMITED - INITIAL PUBLIC ISSUE - NR	Bid Cum Application Form No.																
TEAR HERE																		
Logo		PAN of Sole / First Bidder																
Amount Blocked (₹ in Figures) _____ Bank & Branch _____ Received from Mr./Ms./M/s. _____ Telephone / Mobile _____ Email _____		Stamp & Signature of SCNB Branch																
TEAR HERE																		
XYZ LIMITED - INITIAL PUBLIC ISSUE - NR	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th></th> <th>Option 1</th> <th>Option 2</th> <th>Option 3</th> </tr> <tr> <td>No. of Equity Shares</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Bid Price</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Amount Blocked (₹)</td> <td></td> <td></td> <td></td> </tr> </table> ASBA Bank A/c No. _____ Bank & Branch _____		Option 1	Option 2	Option 3	No. of Equity Shares				Bid Price				Amount Blocked (₹)				Name of Sole / First Bidder _____ Acknowledgment Slip for Bidder Bid Cum Application Form No.
	Option 1	Option 2	Option 3															
No. of Equity Shares																		
Bid Price																		
Amount Blocked (₹)																		

4.1.1 NAME AND CONTACT DETAILS OF THE SOLE/ FIRST BIDDER

Bidders should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

- (a) **Mandatory Fields:** Bidders should note that the name and address fields are compulsory and e-mail and/or telephone number/ mobile number fields are optional. Bidders should note that the contact details mentioned in the Bid cum Application Form/ Application Form may be used to dispatch communications) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Bid cum Application Form may be used by the Issuer, the member of the Syndicate, the Registered Broker and the Registrar to the Offer only for correspondence(s) related to an Offer and for no other purposes.
- (b) **Joint Bids:** In the case of Joint Bids, the Bids should be made in the name of the Bidder whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidder would be required in the Bid cum Application Form/ Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Bidder whose name appears in the Bid cum Application Form/ Application Form or the Revision Form and all communications may be addressed to such Bidder and may be dispatched to his or her address as per the Demographic Details received from the Depositories.
- (c) **Impersonation:** Attention of the Bidders is specifically drawn to the provisions of sub section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who:

- *makes or abets making of an application in a fictitious name to a Company for acquiring, or subscribing for, its securities; or*
- *makes or abets making of multiple applications to a Company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- *otherwise induces directly or indirectly a Company to allot, or register any transfer of securities to him, or to any other person in a fictitious name,*

Shall be liable for action under section 447 of the said Act.

- (d) **Nomination Facility to Bidder:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

4.1.2 PAN NUMBER OF SOLE /FIRST BIDDER

- a) PAN (of the sole/first Bidder) provided in the Bid cum Application Form/Application Form should be exactly the same as the PAN of the person in whose sole or first name the relevant beneficiary account is held as per the Depositories' records.
- b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Bids on behalf of the Central or State Government, Bids by officials appointed by the courts and Bids by Bidders residing in Sikkim ("PAN Exempted Bidders"). Consequently, all Bidders, other than the PAN Exempted Bidders, are required to disclose their PAN in the Bid cum Application Form, irrespective of the Bid Amount. Bids by the Bidders whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.
- c) The exemption for the PAN Exempted Bidders is subject to (a) the Demographic Details received

from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.

- d) Bid cum Application Forms which provide the GIR Number instead of PAN may be rejected.
- e) Bids by Bidders whose demat accounts have been ‘suspended for credit’ are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as “Inactive demat accounts” and Demographic Details are not provided by depositories.

4.1.3 BIDDERS DEPOSITORY ACCOUNT DETAILS

- a) Bidder should ensure that DP ID and the Client ID are correctly filled in the Bid cum Application Form. The DP ID and Client ID provided in the Bid cum Application Form should match with the DP ID and Client ID available in the Depository database, otherwise, the Bid cum Application Form is liable to be rejected.
- b) Bidder should ensure that the beneficiary account provided in the Bid cum Application Form is active.
- c) Bidder should note that on the basis of DP ID and Client ID as provided in the Bid cum Application Form, the Bidder may be deemed to have authorized the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the as available on the records of the depositories. These Demographic Details may be used, among other things, for sending allocation advice and for other correspondence(s) related to the Offer.
- d) Bidders are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders’ sole risk.

4.1.4 : BID OPTIONS

- a) Price or Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) may be disclosed in the RHP by the Issuer. The Issuer is required to announce the Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) by way of an advertisement in at least one English, one Hindi and one regional newspaper, with wide circulation, at least five Working Days before Bid/Offer Opening Date in case of an IPO, and at least one Working Day before Bid/Offer Opening Date in case of an FPO.
- b) The Bidders may Bid at or above Floor Price or within the Price Band for IPOs undertaken through the Book Building Process. Cut-Off Price: Retail Individual Investors or Employees or Retail Individual Shareholders can Bid at the Cut off Price indicating their agreement to Bid for and purchase the Equity Shares at the Offer Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIIs and such Bids from QIBs and NIIs may be rejected.
- c) **Cut-Off Price:** Retail Individual Investors or Employees or Retail Individual Shareholders can Bid at the Cut-off Price indicating their agreement to Bid for and purchase the Equity Shares at the Offer Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIIs and such Bids from QIBs and NIIs may be rejected.
- d) **Minimum Bid Value and Bid Lot:** The Offerer in consultation with the BRLM may decide the minimum number of Equity Shares for each Bid to ensure that the minimum Bid value is within the range of above Rs.1,00,000. The minimum Bid Lot is accordingly determined by an Offerer on basis of such minimum Bid value.
- e) **Allotment:** The Allotment of specified securities to each RII shall not be less than the minimum Bid Lot, subject to availability of shares in the RII category, and the remaining available shares, if any, shall be Allotted on a proportionate basis. For details of the Bid Lot, Bidders may to the RHP or the advertisement regarding the Price Band published by the Offerer.

4.1.4.1 Maximum and Minimum Bid Size

- a) The Bidder may Bid for the desired number of Equity Shares at a specific price. Bids by Retail Individual Investors, Employees and Retail Individual Shareholders must be for such number of shares so as to ensure that the Bid Amount less Discount (as applicable), payable by the Bidder does not exceed Rs. 200,000.
- b) In case the Bid Amount exceeds Rs. 200,000 due to revision of the Bid or any other reason, the Bid may be considered for allocation under the Non-Institutional Category (with it not being eligible for Discount), then such Bid may be rejected if it is at the Cut-off Price.
- c) For NRIs, a Bid Amount of up to Rs. 200,000 may be considered under the Retail Category for the purposes of allocation and a Bid Amount exceeding Rs. 200,000 may be considered under the Non-Institutional Category for the purposes of allocation.
- d) Bids by QIBs and NIIs must be for such minimum number of shares such that the Bid Amount exceeds Rs. 200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the Bid cum Application Form and the RHP/Prospectus, or as advertised by the Issuer, as the case may be. Non-Institutional Investors and QIBs are not allowed to Bid at Cut off Price.
- e) RII may revise or withdraw their bids until Bid/Offer Closing Date. QIBs and NII's cannot withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after Bidding and are required to pay the Bid Amount upon submission of the Bid.
- f) In case the Bid Amount reduces to Rs. 200,000 or less due to a revision of the Price Band, Bids by the Non-Institutional Investors who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.
- g) For Anchor Investors, if applicable, the Bid Amount shall be least Rs 10 crores. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors. Bids by various schemes of a Mutual Fund shall be aggregated to determine the Bid Amount. A Bid cannot be submitted for more than 60% of the QIB Category under the Anchor Investor Portion. Anchor Investors cannot withdraw their Bids or lower the size of their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the Anchor Investor Bid/Offer Period and are required to pay the Bid Amount at the time of submission of the Bid. In case the Anchor Investor Offer Price is lower than the Offer Price, the balance amount shall be payable as per the pay-in-date mentioned in the revised CAN. In case the Offer Price is lower than the Anchor Investor Offer Price, the amount in excess of the Offer Price paid by the Anchor Investors shall not be refunded to them.
- h) A Bid cannot be submitted for more than the Offer size.
- i) The maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under the applicable laws.
- j) The price and quantity options submitted by the Bidder in the Bid cum Application Form may be treated as optional bids from the Bidder and may not be cumulated. After determination of the Offer Price, the number of Equity Shares Bid for by a Bidder at or above the Offer Price may be considered for Allotment and the rest of the Bid(s), irrespective of the Bid Amount may automatically become invalid. This is not applicable in case of FPOs undertaken through Alternate Book Building Process.

4.1.4.2 Multiple Bids

- (a) Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and

duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

(b) Bidders are requested to note the following procedures may be followed by the Registrar to the Offer to detect multiple Bids:

i. All Bids may be checked for common PAN as per the records of the Depository. For Bidders other than Mutual Funds and FII sub-accounts, Bids bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected.

ii. For Bids from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Bidders, the Bid cum Application Forms may be checked for common DP ID and Client ID. Such Bids which have the same DP ID and Client ID may be treated as multiple Bids and are liable to be rejected.

(c) The following Bids may not be treated as multiple Bids:

i. Bids by Reserved Categories Bidding in their respective Reservation Portion as well as bids made by them in the Offer portion in public category.

ii. Separate Bids by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Bids clearly indicate the scheme for which the Bid has been made.

iii. Bids by Mutual Funds, and sub-accounts of FIIs (or FIIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

iv. Bids by Anchor Investors under the Anchor Investor Portion and the QIB Portion.

4.1.5 CATEGORY OF BIDDERS

(a) The categories of Bidders identified as per the SEBI ICDR Regulations, 2009 for the purpose of Bidding, allocation and allotment in the Offer are RIIs, NIIs and QIBs.

(b) An Offerer can make reservation for certain categories of Bidders as permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Offer, Bidders may refer to the RHP.

(c) The SEBI ICDR Regulations, 2009, specify the allocation or allotment that may be made to various categories of Bidders in an Offer depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Offer specific details in relation to allocation Bidder may refer to the DRHP.

4.1.6 INVESTOR STATUS

(a) Each Bidder should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Offer is in compliance with the investment restrictions under applicable law.

(b) Certain categories of Bidder, such as NRIs, FPIs and FVCIs may not be allowed to Bid/apply in the Offer or hold Equity Shares exceeding certain limits specified under applicable law. Bidders are requested to refer to the Draft Red Herring Prospectus for more details.

(c) Bidders should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Bid cum Application Form and Non-Resident Bid cum Application Form.

(d) Bidders should ensure that their investor status is updated in the Depository records.

4.1.7 PAYMENT DETAILS

- i. The full Bid Amount (net of any Discount, as applicable) shall be blocked in the ASBA Account based on the authorisation provided in the Bid cum Application Form. If discount is applicable in the Offer, the RIIs should indicate the full Bid Amount in the Bid cum Application Form and the funds shall be blocked for the Bid Amount net of Discount. Only in cases where the RHP indicates that part payment may be made, such an option can be exercised by the Bidder. In case of Bidders specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less Discount offered, if any.
- ii. Bid Amount cannot be paid in cash, through money order or through postal order or through stock invest.
- iii. Bidders who Bid at Cut-off Price shall DEPOSIT the Bid Amount based on the Cap Price.
- iv. All Bidders can participate in the Offer only through the ASBA mechanism.
- v. Please note that, providing bank account details in the space provided in the Bid cum Application Form is mandatory and Applications that do not contain such details are liable to be rejected.

4.1.7.1. Payment instructions for Bidders

- a) Bidders may submit the Bid cum Application Form either
 - i. in electronic mode through the internet banking facility offered by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Bid cum Application Form, or
 - ii. in physical mode to any Designated Intermediary.
- b) Bidders must specify the Bank Account number in the Bid cum Application Form. The Bid cum Application Form submitted by Bidder and which is accompanied by cash, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, will not be accepted.
- c) Bidders should ensure that the Bid cum Application Form is also signed by the ASBA Account holder(s) if the Bidder is not the ASBA Account holder.
- d) Bidders shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.
- e) From one ASBA Account, a maximum of five Bid cum Application Forms can be submitted.
- f) Bidders should submit the Bid cum Application Form only at the Bidding Centre i.e. to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centres, the RTA at the Designated RTA Locations or CDP at the Designated CDP Locations
- g) Bidders bidding through a Designated Intermediary, other than a SCSB, should note that Bid cum Application Forms submitted to such Designated Intermediary may not be accepted, if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for such Designated Intermediary, to deposit Bid cum Application Forms.
- h) Bidders bidding directly through the SCSBs should ensure that the Bid cum Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.
- i) Upon receipt of the Bid cum Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form.
- j) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and for

application directly submitted to SCSB by investor, may enter each Bid option into the electronic bidding system as a separate Bid.

- k) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not accept such Bids and such bids are liable to be rejected.
- l) Upon submission of a completed Bid cum Application Form each Bidder may be deemed to have agreed to block the entire Bid Amount and authorized the Designated Branch of the SCSB to block the Bid Amount specified in the Bid cum Application Form in the ASBA Account maintained with the SCSBs
- m) The Bid Amount may remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Offer Account, or until withdrawal or failure of the Offer, or until withdrawal or rejection of the Bid, as the case may be.
- n) SCSBs bidding in the Offer must apply through an Account maintained with any other SCSB; else their Bids are liable to be rejected.

4.1.8. Unblocking of ASBA Account

- (a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Offer may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful Bids transfer the requisite money to the Public Offer Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Bid, (ii) the amount to be transferred from the relevant bank account to the Public Offer Account, for each Bid, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Offer Account, and (iv) details of rejected Bids, if any, to enable the SCSBs to unblock the respective bank accounts.
- (b) On the basis of instructions from the Registrar to the Offer, the SCSBs may transfer the requisite amount against each successful Bidder to the Public Offer Account and may unblock the excess amount, if any, in the ASBA Account.
- (c) In the event of withdrawal or rejection of the Bid cum Application Form and for unsuccessful Bids, the Registrar to the Offer may give instructions to the SCSB to unblock the Bid Amount in the relevant ASBA Account within six Working Days of the Bid/Offer Closing Date.
- (d) In the event of withdrawal or rejection of the Bid cum Application Form and for unsuccessful Bidders, the Registrar to the Offer may give instructions to the SCSB to unblock the Bid Amount in the relevant ASBA Account within 6 Working Days of the Bid/Offer Closing Date.

4.1.8.1. Discount (if applicable)

- (a) The Discount is stated in absolute rupee terms.
- (b) Bidders applying under RII category, Retail Individual Shareholder and employees are only eligible for discount. For Discounts offered in the Offer, Bidders may refer to the RHP/Prospectus.
- (c) The Bidders entitled to the applicable Discount in the Offer may make payment for an amount i.e. the Bid Amount less Discount (if applicable).

Bidder may note that in case the net payment (post Discount) is more than two lakh Rupees, the bidding system automatically considers such Bids for allocation under Non-Institutional Category. These Bids are neither eligible for Discount nor fall under RII category.

4.1.8.2. Additional Payment Instructions for NRIs

The Non-Resident Indians who intend to block funds through Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of Bids by NRIs applying on a repatriation basis, payment shall not be accepted out of NRO Account.

4.1.9. SIGNATURES AND OTHER AUTHORISATIONS

- (a) Only the First Bidder is required to sign the Bid cum Application Form. Bidders should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.
- (b) If the ASBA Account is held by a person or persons other than the Bidder, then the Signature of the ASBA Account holder(s) is also required.
- (c) In relation to the Bids, signature has to be correctly affixed in the authorization/undertaking box in the Bid cum Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid/ amount mentioned in the Bid cum Application Form.
- (d) Bidders must note that Bid cum Application Form without signature of Bidder and /or ASBA Account holder is liable to be rejected.

4.1.10. ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

- (a) Bidders should ensure that they receive the acknowledgment duly signed and stamped by Bid Collecting Intermediary or SCSB, as applicable, for submission of the Bid cum Application Form.
- (b) All communications in connection with Bid made in the Offer should be addressed as under:
 - i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, the Bidders should contact the Registrar to the Offer.
 - ii. In case of ASBA Bids submitted to the Designated Branches of the SCSBs, the Bidders should contact the relevant Designated Branch of the SCSB.
 - iii. Bidders may contact the Company Secretary and Compliance Officer or BRLM in case of any other complaints in relation to the Offer.
 - iv. In case of queries relating to uploading of Bids by a Syndicate Member, the Bidders should contact the relevant Syndicate Member.
 - v. In case of queries relating to uploading of Bids by a Registered Broker, the Bidders should contact the relevant Registered Broker
 - vi. In case of Bids submitted to the RTA, the Bidders should contact the relevant RTA.
 - vii. In case of Bids submitted to the DP, the Bidders should contact the relevant DP.
- (c) The following details (as applicable) should be quoted while making any queries -
 - i. Full name of the sole or First Bidder, Bid cum Application Form number, Bidder' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on Bid.
 - ii. name and address of the Designated Intermediary, where the Bid was submitted; orFor further details, Bidder may refer to the Draft Red Herring Prospectus and the Bid cum Application Form.

4.2. INSTRUCTIONS FOR FILING THE REVISION FORM

- (a) During the Bid/Offer Period, any Bidder (other than QIBs and NIIs, who can only revise their Bid amount upwards) who has registered his or her interest in the Equity Shares for a particular number of shares is free to revise number of shares applied using revision forms available separately.
- (b) RII may revise / withdraw their Bid till closure of the Bid/Offer period.
- (c) Revisions can be made only in the desired number of Equity Shares by using the Revision Form.
- (d) The Bidder can make this revision any number of times during the Bid/Offer Period. However, for any revision(s) in the Bid, the Bidders will have to use the services of the SCSB through which such Bidder had placed the original Bid.

A sample Revision form is reproduced below:
Revision Form – R

COMMON BID REVISION FORM	XYZ LIMITED - INITIAL PUBLIC ISSUE - R Registered Office: Ahmed, Ahmed, Ahmed, Ahmed, Ahmed, Ahmed, Ahmed, Ahmed, Tel. No.: 91 1234567890; Fax No.: 91 1234567890; E-mail: ahed@ahed.com; Website: www.ahed.com; CIN NO: 1234567890	FOR RESIDENT INDIANS INCLUDING RESIDENT QIBs AND ELIGIBLE NRI APPLYING ON A NON-REPATRIATION BASIS

Logo	To, The Board of Directors XYZ LIMITED	BOOK BUILT ISSUE ISIN - INE	Bid Cum Application Form No.	

SYNDICATE MEMBER'S STAMP & CODE	REGISTERED BROKER/SCSB/CDP/RTA STAMP & CODE	1. NAME & CONTACT DETAILS OF SOLE/FIRST BIDDER Mr/Ms/M/s. _____ Address _____ Email _____ Tel. No (with STD code) / Mobile _____
SUB-BROKER/SUB-AGENT'S STAMP & CODE	ESCROW BANK / SCSB BRANCH STAMP & CODE	2. PAN OF SOLE / FIRST BIDDER _____
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.	3. BIDDERS DEPOSITORY ACCOUNT DETAILS ■ NSDL ■ CDSL For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID

PLEASE CHANGE MY BID				
4. FROM (AS PER LAST BID OR REVISION)				
Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of [●] equity shares)	Price per Equity Share (₹) "Cut-off" (In Figures)		
		Bid Price	Retail Discount, if any	Net Price
				"Cut-off" (Please ✓ tick)
Option 1				☐
(OR) Option 2				☐
(OR) Option 3				☐
5. TO (REVISED BID) (Only Retail individual Bidders can BID at "Cut-off")				
		Price per Equity Share (₹) "Cut-off" (In Figures)		
		Bid Price	Retail Discount, if any	Net Price
				"Cut-off" (Please ✓ tick)
Option 1				☐
(OR) Option 2				☐
(OR) Option 3				☐

6. PAYMENT DETAILS Additional Amount Paid (₹ in Figures) _____ (₹ in words) _____ ASBA Bank A/c No. _____ Bank Name & Branch _____	PAYMENT OPTION : FULL PAYMENT ■ PART PAYMENT : ☒

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS ID CARD APPLICATION FORM AND THE ATTACHED ABBREVIATED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES (GIDPI) AND HEREBY AGREE AND CONFIRM THE BIDDERS UNDERSTAND AND AGREE TO THE OVERLAY. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CARD APPLICATION FORM GIVEN OVERLEAF.

7A. SIGNATURE OF SOLE / FIRST BIDDER _____ Date: _____, 2018	7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDERS (AS PER BANK RECORDS) (I/We authorize the SCSB to do all action necessary to make the deposit into the line 1) _____ 2) _____ 3) _____	SYNDICATE MEMBER/BROKER, SCSB/CDP/RTA STAMP (Acknowledging upload of Bid in Stock Exchange system) _____

Logo	XYZ LIMITED BID REVISION FORM - INITIAL PUBLIC ISSUE - R	Acknowledgement Slip for Syndicate Member Broker/SCSB/CDP/RTA	Bid Cum Application Form No.	

DDP CDD	PAN of Sole / First Bidder	
Additional Amount blocked (₹ in figures) _____ ASBA A/c No. _____		Stamp & Signature of SCSB Branch
Bank & Branch _____		
Received from Mr./Ms. _____		
Telephone / Mobile _____ Email _____		

www.bidsrill.com	<table style="width: 100%;"> <tr> <td style="width: 15%;"> XYZ LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R </td> <td style="width: 15%;"> Option 1 Option 2 Option 3 </td> <td style="width: 20%;"> Stamp & Signature of Syndicate Member / Registered Broker / SCSB/CDP/RTA </td> <td style="width: 50%;"> Name of Sole / First Bidder _____ Acknowledgement Slip for Bidder: _____ </td> </tr> <tr> <td> No. of Equity Shares </td> <td></td> <td></td> <td></td> </tr> <tr> <td> Bid Price </td> <td></td> <td></td> <td></td> </tr> <tr> <td> Additional Amount Blocked (₹) </td> <td></td> <td></td> <td></td> </tr> <tr> <td> ASBA Bank A/c No. </td> <td></td> <td></td> <td></td> </tr> <tr> <td> Bank & Branch </td> <td></td> <td></td> <td></td> </tr> </table>	XYZ LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R	Option 1 Option 2 Option 3	Stamp & Signature of Syndicate Member / Registered Broker / SCSB/CDP/RTA	Name of Sole / First Bidder _____ Acknowledgement Slip for Bidder: _____	No. of Equity Shares				Bid Price				Additional Amount Blocked (₹)				ASBA Bank A/c No.				Bank & Branch				Bid Cum Application Form No.	
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ASBA Bank A/c No.																											
Bank & Branch																											

Revision Form – NR

COMMON BID REVISION FORM	XYZ LIMITED - INITIAL PUBLIC ISSUE - NR Registered Office: Plot No 109, Sector 3 Industrial Area, Pithampur, Indore 454774, Madhya Pradesh, India. CIN: U17300MP2009PTC022858; Tel. No: 0729-2426666; Fax No. NA; E-mail: investors@mobinhealthandhygiene.com; Website: mobinhealthandhygiene.com	FOR NON-RESIDENTS INCLUDING ELIGIBLE NRIs, FII/FPIs OR FVCI, ETC. APPLYING ON A REPATRIATION BASIS																																										
Logo	To, The Board of Directors XYZ LIMITED	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="text-align: center;"> BOOK BUILD ISSUE ISIN - INE </td> <td style="text-align: center;"> Bid Cum Application Form No. </td> </tr> </table>	BOOK BUILD ISSUE ISIN - INE	Bid Cum Application Form No.																																								
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BANK BRANCH SERIAL NO.	SCSE SERIAL NO.																																											
1. NAME & CONTACT DETAILS OF SOLE/FIRST BIDDER																																												
Mr./Ms./M/s. _____																																												
Address _____																																												
Email _____																																												
Tel. No (with STD code) / Mobile _____																																												
2. PAN OF SOLE / FIRST BIDDER																																												

3. BIDDERS DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL																																												
For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID																																												
PLEASE CHANGE MY BID																																												
4. FROM (AS PER LAST BID OR REVISION)																																												
Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of [●] equity shares)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th colspan="4">Price per Equity Share (₹) / "Cut-off" (In Figures)</th> </tr> <tr> <th>Bid Price</th> <th>Retail Discount, if any</th> <th>Net Price</th> <th>"Cut-off" (Please ✓ tick)</th> </tr> <tr> <td>Option 1</td> <td></td> <td></td> <td>☐</td> </tr> <tr> <td>(OR) Option 2</td> <td></td> <td></td> <td>☐</td> </tr> <tr> <td>(OR) Option 3</td> <td></td> <td></td> <td>☐</td> </tr> </table>	Price per Equity Share (₹) / "Cut-off" (In Figures)				Bid Price	Retail Discount, if any	Net Price	"Cut-off" (Please ✓ tick)	Option 1			☐	(OR) Option 2			☐	(OR) Option 3			☐																						
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5. TO (REVISED BID) (Only Retail Individual Bidders can BID at "Cut-Off")																																												
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6. PAYMENT DETAILS																																												
Additional Amount Blocked (₹ in Figures) _____ (₹ in words) _____																																												
ASBA Bank A/c No. _____																																												
Bank Name & Branch _____																																												
I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID/CUM APPLICATION FORM AND THE ATTACHED ADOPTED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILING OF THE BID/CUM APPLICATION FORM GIVEN OVERLEAF.																																												
7.A. SIGNATURE OF SOLE / FIRST BIDDER Date: _____, 2018	7.B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS) (We authorize the SCSE to debit/credit an amount in public the Application in the form)	SYNDICATE MEMBER/BROKER / SCSE / CDP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)																																										
TEAR HERE																																												
Logo	XYZ LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - NR	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="text-align: center;"> Bid Cum Application Form No. </td> </tr> </table>	Bid Cum Application Form No.																																									
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XYZ LIMITED - COMMON BID / INITIAL PUBLIC ISSUE - NR	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th></th> <th>Option 1</th> <th>Option 2</th> <th>Option 3</th> </tr> <tr> <td>No. of Equity Shares</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Bid Price</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Additional Amount Blocked (₹)</td> <td></td> <td></td> <td></td> </tr> <tr> <td>ASBA Bank A/c No.:</td> <td colspan="3"></td> </tr> <tr> <td>Bank & Branch:</td> <td colspan="3"></td> </tr> </table>		Option 1	Option 2	Option 3	No. of Equity Shares				Bid Price				Additional Amount Blocked (₹)				ASBA Bank A/c No.:				Bank & Branch:				<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;"> Stamp & Signature of Syndicate Member / Registered Broker / SCSE / CDP / RTA </td> <td style="width: 50%;"> Name of Sole / First Bidder </td> </tr> <tr> <td colspan="2"> Acknowledgment Slip for Bidder </td> </tr> <tr> <td colspan="2"> Bid Cum Application Form No. </td> </tr> </table>	Stamp & Signature of Syndicate Member / Registered Broker / SCSE / CDP / RTA	Name of Sole / First Bidder	Acknowledgment Slip for Bidder		Bid Cum Application Form No.													
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4.2.1. NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER, PAN OF SOLE/FIRST BIDDER & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER

Bidders should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.2.2. BID OPTIONS REVISION ‘FROM’ AND ‘TO’

- (a) Apart from mentioning the revised number of shares in the Revision Form, the Bidder must also mention the details of shares applied/bid for given in his or her Bid cum Application Form or earlier Revision Form. For example, if a Bidder has Bid for three options in the Bid cum Application Form and such Bidder is changing only one of the options in the Revision Form, the Bidder must still fill the details of the other two options that are not being revised, in the Revision Form. The members of the Syndicate, the Registered Brokers and the Designated Branches of the SCSBs may not accept incomplete or inaccurate Revision Form.
- (b) In case of revision, Bid options should be provided by Bidders in the same order as provided in the Bid cum Application Form.
- (c) In case of revision of Bids by RIIs, Employees and Retail Individual Shareholders, such Bidders should ensure that the Bid Amount, subsequent to revision, does not exceed Rs. 200,000. In case the Bid Amount exceeds Rs. 200,000 due to revision of the Bid or for any other reason, the Bid may be considered, subject to eligibility, for allocation under the Non-Institutional Category, not being eligible for Discount (if applicable) and such Bid may be rejected if it is at the Cut-off Price. The Cut-off Price option is given only to the RIIs, Employees and Retail Individual Shareholders indicating their agreement to Bid for and purchase the Equity Shares at the Offer Price as determined at the end of the Book Building Process.
- (d) In case the total amount (i.e., original Bid Amount plus additional payment) exceeds Rs. 200,000, the Bid will be considered for allocation under the Non-Institutional Category in terms of the RHP. If, however, the RII does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RII and the RII is deemed to have approved such revised Bid at Cut-off Price.
- (e) In case of a downward revision in the Price Band, RIIs and Bids by Employees under the Reservation Portion, who have bid at the Cut-off Price could either revise their Bid or the excess amount paid at the time of Bidding may be unblocked in case of Bidders.

4.2.3. PAYMENT DETAILS

- a) All Bidders are required to make payment of the full Bid Amount (less Discount, if applicable) along with the Bid Revision Form. In case of Bidders specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less discount offered, if any.
- b) Bidder may Offer instructions to block the revised amount based on cap of the revised Price Band (adjusted for the Discount (if applicable) in the ASBA Account, to the same Designated Intermediary through whom such Bidder had placed the original Bid to enable the relevant SCSB to block the additional Bid Amount, if any.
- c) In case the total amount (i.e., original Bid Amount less discount (if applicable) plus additional payment) exceeds Rs. 200,000, the Bid may be considered for allocation under the Non-Institutional Category in terms of the DRHP. If, however, the Bidder does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for may be adjusted downwards for the purpose of Allotment, such that additional amount is required blocked and the Bidder is deemed to have approved such revised Bid at the Cut-off Price.
- d) In case of a downward revision in the Price Band, RIIs, Employees and Retail Individual Shareholders, who have bid at the Cut-off Price, could either revise their Bid or the excess amount paid at the time of Bidding may be unblocked.

4.2.4. SIGNATURES AND ACKNOWLEDGEMENTS

Bidders may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3. SUBMISSION OF REVISION FORM/ BID CUM APPLICATION FORM /APPLICATION FORM

4.3.1. Bidders may submit completed Bid cum Application form / Revision Form in the following manner:-

Mode of Bid	Submission of Bid cum Application Form
All investors Bids	To the Bid cum Application Collecting Intermediaries as mentioned in the Red herring Prospectus/ Bid cum Application Form

Bidders should submit the Revision Form to the same Designated Intermediary through which such Bidders had placed the original Bid.

SECTION 5: INSTRUCTIONS FOR FILING APPLICATION FORM IN ISSUES MADE OTHER THAN THROUGH THE BOOK BUILDING PROCESS (FIXED PRICE ISSUE)

This being book built Offer procedure for fixed price issue is not applicable.

SECTION 6- ISSUE PROCEDURE IN BOOK BUILT ISSUE

Book Building, in the context of the Issue, refers to the process of collection of Bids within the Price Band or above the Floor Price and determining the Issue Price based on the Bids received as detailed in Schedule XI of SEBI ICDR Regulations, 2009. The Offer Price is finalised after the Bid/Offer Closing Date. Valid Bids received at or above the Offer Price are considered for allocation in the Offer, subject to applicable regulations and other terms and conditions.

6.1 SUBMISSION OF BIDS

- a) During the Bid/Offer Period, Bidders may approach any of the Designated Intermediaries to register their Bids. Anchor Investors who are interested in subscribing for the Equity Shares should approach the Book Running Lead Manager, to register their Bid.
- b) In case of Bidders (excluding NIIs and QIBs) Bidding at Cut-off Price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- c) For Details of the timing on acceptance and upload of Bids in the Stock Exchange's Platform Bidders are requested to refer to the RHP.

6.2 ELECTRONIC REGISTRATION OF BIDS

- a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchange. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Offer.
- b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchange.
- c) Only Bids that are uploaded on the Stock Exchange's Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1:00 pm on the day following the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange send the bid information to the Registrar to the Offer for further processing.

6.3 BUILD UP OF THE BOOK

- a. Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/Offer Period.
- b. Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centres during the Bid/Offer Period.

6.4 WITHDRAWAL OF BIDS

- a) RIIs can withdraw their Bids until Bid/Offer Closing Date. In case a RII wishes to withdraw the Bid during the Bid/Offer Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- b) The Registrar to the Offer shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

6.5 REJECTION & RESPONSIBILITY FOR UPLOAD OF BIDS

- a) **The Designated Intermediaries are individually responsible for the acts, mistakes or errors or omission in relation to:**
 - 1) the Bids accepted by the Designated Intermediaries,
 - 2) the Bids uploaded by the Designated Intermediaries, and
 - 3) the Bid cum Application Forms accepted but not uploaded by the Designated Intermediaries.

- b) The BRLM and their affiliate Syndicate Member, as the case may be, may reject Bids if all the information required is not provided and the Bid cum Application Form is incomplete in any respect.
- c) The SCSBs shall have no right to reject Bids, except in case of unavailability of adequate funds in the ASBA account or on technical grounds.
- d) In case of QIB Bidders, only the (i) SCSBs (for Bids other than the Bids by Anchor Investors); and (ii) BRLM and their affiliate Syndicate Member (only in the Specified Locations) have the right to reject bids. However, such rejection shall be made at the time of receiving the Bid and only after assigning a reason for such rejection in writing.
- e) All bids by QIBs, NIIs & RIIs Bids can be rejected on technical grounds listed herein.

GROUND OF REJECTIONS

Bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:

- Amount blocked 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;
- Bid by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Bid cum Application Form;
- Bids at a price less than the Floor Price and Bids at a price more than the Cap Price;
- GIR number furnished instead of PAN;
- Bid for lower number of Equity Shares than specified for that category of investors;
- Bids at Cut-off Price by NIIs and QIBs;
- Submission of more than five Bid cum Application Forms/Application Form as through a single ASBA Account
- Bids for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the DRHP;
- The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- Category not ticked;
- Multiple Bids as defined in the DRHP;
- In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Bid accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
- Signature of sole Bidder is missing;
- Bid cum Application Forms not delivered by the Bidder within the time prescribed as per the Bid cum Application Forms, Bid/Offer Opening Date advertisement, as per the instructions in the RHP and the Bid cum Application Forms;

- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Bid by OCBs;
- Bids by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid Amount in the bank account;
- Bids not uploaded on the terminals of the Stock Exchange; and
- Where no confirmation is received from SCSB for blocking of funds
- Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form. Bids not duly signed by the sole/First Bidder;
- Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Details of ASBA Account not provided in the Bid cum Application Form

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGE BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.

BASIS OF ALLOCATION

- a) The SEBI ICDR Regulations, 2009 specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.
- b) Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the

SEBI ICDR Regulations, 2009. Unsubscribed portion in QIB Category is not available for subscription to other categories.

- c) In case of under subscription in the Offer, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the RHP.

d) Illustration of the Book Building and Price Discovery Process

Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors.

Bidders can bid at any price within the Price Band. For instance, assume a Price Band of Rs.20 to Rs 24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Amount (Rs.)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Offer the desired number of Equity Shares is the price at which the book cuts off, i.e., Rs. 22.00 in the above example. The Issuer, in consultation with the BRLM, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below Rs. 22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

SECTION 6: ISSUE PROCEDURE IN FIXED PRICE ISSUE

This being Book Built Issue, this section is not applicable for this Issue.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to DRHP. No Retail Individual Investor will be allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Offer (excluding any Offer for Sale of specified securities). However, in case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

7.1 BASIS OF ALLOTMENT

a. For Retail Individual Bidders

Bids received from the RIIs at or above the Offer Price may be grouped together to determine the total demand under this category. If the aggregate demand in this category is less than or equal to the Retail Portion at or above the Offer Price, full Allotment may be made to the RIIs to the extent of the valid Bids. If the aggregate demand in this category is greater than the allocation in the Retail Portion at or above the Offer Price, then the maximum number of RIIs who can be allotted the minimum Bid Lot will be computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot ("Maximum RII Allottees"). The Allotment to the RIIs will then be made in the following manner:

- (a) In the event the number of RIIs who have submitted valid Bids in the Offer is equal to or less than Maximum RII Allottees, (i) all such RIIs shall be Allotted the minimum Bid Lot; and (ii) the

balance available Equity Shares, if any, remaining in the Retail Portion shall be Allotted on a proportionate basis to the RIIs who have received Allotment as per (i) above for the balance demand of the Equity Shares Bid by them (i.e. who have Bid for more than the minimum Bid Lot).

- (b) In the event the number of RIIs who have submitted valid Bids in the Offer is more than Maximum RII Allottees, the RIIs (in that category) who will then be allotted minimum Bid Lot shall be determined on the basis of draw of lots.

b. For Non-Institutional Bidders

Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Issue Price.

The Issue size less Allotment to QIBs and Retail shall be available for Allotment to Non- Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

c. For QIBs

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations 2009 or RHP/Prospectus. Bids received from the QIB Category (net of Anchor Portion) at or above the Issue Price shall be grouped together to determine the total demand under this portion. The Issue size less Allotment to Non Institutional Bidders and Retail shall be available for Allotment to Non-QIB Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. The Allotment to all the QIB Bidders will be made at the Issue Price. The QIB Portion shall be available for Allotment to QIB Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price.

Allotment shall be undertaken in the following manner:

(a) In the first instance allocation to Mutual Funds for 5% of the QIB Portion shall be determined as follows:

- In the event that Bids by Mutual Fund exceeds 5% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for 5% of the QIB Portion.
- In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price.
- Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;

(b) In the second instance Allotment to all QIBs shall be determined as follows:

- In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Offer Price shall be allotted Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for [●]% of the QIB Portion.
- Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB Bidders.

7.2 Under-subscription below 5% of the QIB Portion, if any, from Mutual Funds, would be included for

allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares.

7.3 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

- (a) **Designated Date:** On the Designated Date, the SCSBs shall transfer the funds represented by allocation of Equity Shares into the Public Issue Account with the Bankers to the Issue.
- (b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. **Bidders are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.**

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders who have been Allotted Equity Shares in the Issue.

- (c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.
- (d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) initiate corporate action for credit of shares to the successful Bidders Depository Account will be completed within 4 Working Days of the Issue Closing Date. The Issuer also ensures the credit of shares to the successful Bidder depository account is completed within one Working Day from the date of Allotment, after the funds are transferred from the Public Issue Account on the Designated Date.

SECTION 8: INTEREST AND REFUNDS

8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchange are taken within 6 Working Days of the Bid/Offer Closing Date. The Registrar to the Issue may give instructions for credit to Equity Shares the beneficiary account with DPs, and dispatch the Allotment Advice within 6 Working Days of the Bid/Offer Closing Date.

8.2 GROUNDS FOR REFUND

8.2.1 NON RECEIPT OF LISTING PERMISSION

An Issuer makes an application to the Stock Exchange for permission to deal in/list and for an official quotation of the Equity Shares. The Stock Exchange from where such permission is sought are disclosed in Red Herring Prospectus/ Prospectus. The Designated Stock Exchange may be as disclosed in the Red Herring Prospectus/ Prospectus with which the Basis of Allotment may be finalised.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange, the Issuer may forthwith repay, without interest, all moneys received from the Bidders in pursuance of the RHP/Prospectus.

If such money is not repaid within eight days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of eight days, be liable to repay the money, with interest at such rate, as prescribed under Section 73 of the Companies Act, 2013 and as disclosed in the DRHP.

8.2.2 NON RECEIPT OF MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the “stated minimum amount” has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Red Herring Prospectus, the application money has to be returned within such period as may be prescribed. If the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of Underwriters within sixty days from the date of closure of the Issue, the Issuer shall forthwith refund the entire

subscription amount received. If there is a delay beyond eight days after the Issuer becomes liable to pay the amount, the Issuer shall pay interest prescribed under section 73 of the Companies Act, 1956 (or the Company shall follow any other substitutional or additional provisions as has been or may be notified under the Companies Act, 2013).

8.2.3 MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be allotted may not be less than 50 failing which the entire application monies may be refunded forthwith.

8.3 MODE OF REFUND

Within 6 Working Days of the Bid/Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Bids and also for any excess amount blocked on Bids.

8.3.1 Mode of making refunds

The Registrar to the Issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA Bids or in the event of withdrawal or failure of the Issue.

8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at the rate of 15% per annum /or demat credits are not made to Bidders or instructions for unblocking of funds in the ASBA Account are not dispatched within the 4 Working days of the Bid/Issue Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 6 days from the Bid/Issue Closing Date, if Allotment is not made.

SECTION 9: GLOSSARY AND ABBREVIATIONS

Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.

Term	Description
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to a Bidder as proof of registration of the Bid
Allotment / Allot/ Allotted	Issue and allotment of Equity Shares of our Company pursuant to Fresh Issue and transfer of the respective portion of the Offered shares by the Selling Shareholders pursuant to the Offer for Sale to the Successful Bidders
Allotment Advice	Note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee(s)	Successful Bidders(s) to whom Equity Shares have been allotted/transferred.
ASBA / Application Supported by Blocked Amount	An application, whether physical or electronic, used by Bidders, to make a Bid authorising an SCSB to block the Bid Amount in the ASBA Account
ASBA Account	An account maintained with an SCSB and specified in the Bid cum Application Form submitted by Bidders for blocking the Bid Amount mentioned in the Bid cum Application Form
ASBA Application Location(s) / Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata and Hyderabad.
ASBA Bid	A Bid made by ASBA bidder
ASBA Bidder	Any Bidder.
ASBA form	An application form, whether physical or electronic, used by Bidders which will be considered as the application for Allotment in terms of the Red Herring Prospectus.
Banker(s) to the Offer/ Public Offer Bank(s)	The banks which are clearing members and registered with SEBI as Banker to an Offer with whom the Public Offer Account will be opened and in this case being [●]
Basis of Allotment	The basis on which Equity Shares will be Allotted to the successful Bidders under the Offer and which is described under chapter titled “Offer Procedure” beginning on page 277 of this Draft Red Herring Prospectus.
Bid	An indication to make an Offer during the Bid/Offer Period by a Bidder pursuant to submission of the Bid cum Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and in the case of Retail Individual Bidders Bidding at Cut Off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Retail Individual Bidder or blocked in the ASBA Account upon submission of the Bid in the Offer

Term	Description
Bid cum Application form	The form used by a Bidder, to make a Bid and which will be considered as the application for Allotment in terms of the Red Herring Prospectus
Bid Cum Application Collecting Intermediaries	6. a SCSB with whom the bank account to be blocked, is maintained 7. a syndicate member (or sub-syndicate member) If any 8. 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’) if any 9. a depository participant (‘DP’) (whose name is mentioned on the website of the stock exchange as eligible for this activity) 10.a registrar to an Offer and share transfer agent (‘RTA’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
Bid Lot	[●] Equity shares and in multiples of [●] Equity Shares thereafter
Bid/ Offer Closing Date	The date after which the Syndicate, the Designated Branches and the Registered Brokers will not accept any Bids, which shall be notified in all editions of the English national newspaper [●], all editions of the Hindi national newspaper [●], and [●] edition of the [●] newspaper [●], each with wide circulation and in case of any revision, the extended Bid/Offer Closing Date shall also be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations.
Bid/ Offer Opening Date	The date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids, which shall be notified in all editions of the English national newspaper [●], all editions of the Hindi national newspaper [●], and [●] edition of the [●] newspaper [●], each with wide circulation, and in case of any revision, the extended Bid/Offer Opening Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations.
Bid/ Offer Period	The period between the Bid/Offer Opening Date and the Bid/Offer Closing Date, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof.
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Draft Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an ASBA Bidder
Bidding/collecting Centre	Centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated SCSB Branch for SCSBs, Specified Locations for Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	Book Building Process, as provided in Schedule XI of the SEBI ICDR Regulations, in terms of which the Offer is being made
Book Running Lead Manager or BRLM	The Book Running Lead Manager to the Offer namely Pantomath Capital Advisors Private Limited, SEBI registered Category – I Merchant Banker

Term	Description
Broker Centres	Broker centres notified by the Stock Exchange, where the Bidders can submit the Bid cum application forms to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers, are available on the website of National Stock Exchange of India Limited
CAN or Confirmation of Allocation Note	The note or advice or intimation sent to each successful Bidder indicating the Equity Shares which will be Allotted/ transferred, after approval of Basis of Allotment by the Designated Stock Exchange.
Cap Price	The higher end of the Price Band, above which the Offer Price will not be finalised and above which no Bids (or a revision thereof) will be accepted
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account.
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branch / Designated Branch	Such branch of the SCSBs which coordinate Applications under this Offer by the ASBA Applicants with the Registrar to the Offer 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
Cut-off Price	Offer Price, which shall be any price within the Price Band finalised by our Company and Selling Shareholders in consultation with the BRLM. Only Retail Individual Bidders are entitled to Bid at the Cut-off Price. QIBs and Non Institutional Bidders are not entitled to Bid at the Cut-off Price.
Demographic Details	The demographic details of the Bidders/Applicants such as their address, PAN, occupation and bank account details
Depositories	Depositories registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time, being NSDL and CDSL
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996
Designated CDP Locations	Such centres of the CDPs where Bidders can submit the Bid Cum Application Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the website of the Stock Exchange www.nseindia.com and updated from time to time
Designated Date	The date on which the Collection Banks transfer funds from the public Offer accounts, and the SCSBs issue instructions for transfer of funds from the ASBA Accounts, to the Public Offer Account or the Refund Account, as appropriate, in terms of the Red Herring Prospectus following which the Board of Directors may Allot Equity Shares to successful Bidders in the Fresh Issue and Selling Shareholders may give delivery instructions for the transfer of the respective Offered Shares.

Term	Description
Designated Intermediary(ies)	Syndicate, Sub-Syndicate Members/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are authorized to collect ASBA Forms from the Bidders, in relation to the Offer
Designated RTA Locations	Such centres of the RTAs where Bidder can submit the Bid cum Application Forms. The details of such Designated RTA Locations, along with the names and contact details of the RTAs are available on the respective websites of the Stock Exchange www.nseindia.com and updated from time to time
Designated Stock Exchange	National Stock Exchange of India Limited
Draft Red Herring Prospectus or DRHP	This Draft Red Herring Prospectus dated [●] issued in accordance with section 32 of the Companies Act, 2013 and filed with the EMERGE platform of National Stock Exchange of India Limited under SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer
Eligible NRI	A non-resident Indian, from such jurisdiction outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom this Red Herring Prospectus constitutes an invitation to subscribe for the Equity Shares offered herein on the basis of the terms thereof.
Escrow Account	Account opened with the Escrow Collection Bank(s) and in whose favour the Investors will transfer money through direct credit/NEFT/RTGS in respect of the Bid Amount when submitting a Bid.
Escrow Agreement	An Agreement dated [●], entered into between our Company, the Selling Shareholders, the Registrar to the Offer, the Bankers to the Offer, the BRLM, and the Syndicate Members for collection of the Bid Amounts and where applicable remitting refunds, if any, on the terms and conditions thereof.
Escrow Bank	A bank, which is a clearing member and registered with SEBI as a Banker to an Offer and with whom the Escrow Account has been opened, in this case being [●].
FII / Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First / sole Bidder	Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
Floor Price	The lower end of the Price Band, subject to any revision thereto, at or above which the Offer Price will be finalised and below which no Bids will be accepted.
Fresh Issue	Fresh Issue of upto 23,46,000 Equity Shares aggregating upto [●]
General Information Document/GID	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 and included in “Offer Procedure” on page [●] of this Draft Red Herring Prospectus
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the National Stock Exchange of India Limited

Term	Description
Market Maker	Market Maker appointed by our Company from time to time, in this case being [●] 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 [●] Equity Shares of face value of Rs. 10 each fully paid for cash at a price of Rs. [●] per Equity Share aggregating Rs. [●] Lakhs for the Market Maker in this Offer.
Market Making Agreement	Market Making Agreement dated [●] between our Company, the Selling Shareholders, Book Running Lead Manager and Market Maker.
Maximum RII Allottees	The maximum number of RIIs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot
Mutual Fund Portion	5% of the QIB Portion, or [●] Equity Shares, which shall be available for allocation only to Mutual Funds on a proportionate basis, subject to valid Bids being received at or above the Offer Price
Mutual Fund(s)	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time
Net Offer	The Offer (excluding the Market Maker Reservation Portion) of upto [●] Equity Shares of face value of Rs. 10 each fully paid for cash at a price of Rs. [●] per Equity Share aggregating Rs. [●] Lakhs by our Company
Net Proceeds	The proceeds of the Offer less the Offer related expenses. For further information regarding use of the Net Proceeds and the Offer expenses, see “ <i>Objects of the Offer</i> ” on page 109 of this Red herring Prospectus
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
Non Institutional Bidders	All Bidders, including Category III FPIs that are not QIBs or Retail Individual Investors, who have applied for Equity Shares for an amount of more than Rs. 2,00,000 but not including NRIs other than Eligible NRIs
Non-Institutional Category	The portion of the Offer, being not more than 15% of the Net Offer or [●] Equity Shares, available for allocation on a proportionate basis to Non-Institutional Investors subject to valid Bids being received at or above the Offer Price
Non-Resident	A person resident outside India, as defined under FEMA and includes FIIs and FPIs
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 Offer.
Offer	The initial public offering of up to 27,96,000 Equity Shares of face value of Rs. 10 each, for cash at a price of Rs. [●] each, aggregating up to [●] Equity Shares.

Term	Description
Offer Agreement	The agreement dated September 10, 2018 entered into among our Company, Selling Shareholders and the BRLM, pursuant to which certain arrangements are agreed to in relation to the Offer
Offer for Sale/ OFS	The Offer for Sale of upto 4,50,000 Equity Shares aggregating up to Rs. [●] by the Selling Shareholders at the Offer Price in terms of the Draft Red Herring Prospectus, consisting of upto 1,60,000 Equity Shares by Sujatha Reddy Suravaram, upto 1,50,000 Equity Shares by Keshav V. Muratee, upto 59,150 Equity Shares by Kirthana Ramarapu, upto 21,600 Equity Shares by Naresh V. Raghavan and upto 59,250 Equity Shares by John Ayyachamy. For further details in relation to Selling Shareholders, see " <i>The Offer</i> " on page 77 of this Draft Red Herring Prospectus.
Offer Price	The final price at which Equity Shares will be Allotted to successful Bidders in terms of the Red Herring Prospectus and the Prospectus. The Offer Price as determined in accordance with the Book Building Process will be decided by our Company and selling shareholders, in consultation with the BRLM, on the Pricing Date
Offer Proceeds	Proceeds of the Offer that are available to our Company and the Selling Shareholders. For further information about use of the Offer Proceeds, Kindly refer to the chapter titled " <i>Objects of the Offer</i> " beginning on page 109 of this Draft Red Herring Prospectus
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.
Price Band	Price band of a minimum price of Rs. [●] per Equity Share (Floor Price) and the maximum price of Rs. [●] per Equity Share (Cap Price) including revisions thereof. The Price Band and the minimum Bid Lot size for the Offer will be decided by our Company and Selling Shareholders in consultation with the BRLM and will be advertised at least five Working Days prior to the Bid/ Offer Opening Date, in all edition of the English national newspaper [●], all edition of the Hindi national newspaper [●] and [●] edition of the [●] newspaper [●], each with wide circulation.
Pricing date	The date on which our Company and Selling Shareholders in consultation with the BRLM, will finalise the Offer Price.
Prospectus	The Prospectus to be registered with the RoC on or after the Pricing Date in accordance with Section 26 of the Companies Act, 2013, and the SEBI (ICDR) Regulations containing, inter alia, the Offer Price, the size of the Offer and certain other information.
Public Offer Account	Account opened with the Banker to the Offer i.e. [●] under Section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the bidders on the Designated Date.

Term	Description
Public Offer Account Agreement/ Banker to the Offer Agreement	Agreement entered on [●] amongst our Company, Selling Shareholders, Book Running Lead Manager, the Registrar to the Offer and Public Offer Bank/Banker to the Offer for collection of the Bid Amount on the terms and conditions thereof.
QIB Portion	The portion of the Offer being not more than 50% of the Offer, or [●] Equity Shares, which shall be allocated on a proportionate basis to QIBs, subject to valid Bids being received at or above the Offer Price
Qualified Institutional Buyers or QIBs	Qualified Institutional Buyers as defined under Regulation 2(1) (zd) of the SEBI (ICDR) Regulations, 2009.
Red Herring Prospectus or RHP	The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013, and the provisions of the SEBI (ICDR) Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus will be registered with the RoC at least three days before the Bid/ Offer Opening Date and will become the Prospectus upon filing with the RoC on or after the Pricing Date.
Refund Account(s)	The account opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount (excluding refund to Bidders) shall be made.
Refund Bank(s) / Refund Banker(s)	Bank which is / are clearing member(s) and registered with the SEBI as Bankers to the Offer at which the Refund Account will be opened, in this case being [●].
Refund through electronic transfer of funds	Refunds through NECS, direct credit, RTGS or NEFT, as applicable
Registered Broker	Individuals or companies registered with SEBI as "Trading Members" (except Syndicate/Sub-Syndicate Members) who hold valid membership of National Stock Exchange of India Limited having right to trade in stocks listed on Stock Exchange, through which investors can buy or sell securities listed on stock exchange, a list of which is available on http://www.nseindia.com/membership/dynaContent/find_a_broker.htm
Registrar /Registrar to the Offer	Registrar to the Offer, in this case being, Link Intime India Private Limited.
Registrar Agreement	Agreement dated September 10, 2018 entered into among our Company, the Selling Shareholders and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Reservation Portion	The portion of the Offer reserved for category of eligible Bidders as provided under the SEBI (ICDR) Regulations, 2009
Reserved Category / Categories	Categories of persons eligible for making Bids under reservation portion.
Resident Indian	A person resident in India, as defined under FEMA

Term	Description
Retail Category	The portion of the Offer, being not less than 35% of the Net Offer, or [●] Equity Shares, available for allocation to Retail Individual Investors, which shall not be less than the minimum Bid lot, subject to availability in the Retail Category
Retail Individual Bidder(s)/Retail Individual Investor(s)/RII(s)/RIB(s)	Individual Bidders, or minors applying through their natural guardians, including HUFs (applying through their <i>Karta</i>), who apply for an amount less than or equal to Rs. 2,00,000
Revision Form	Form used by the Bidders, to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s)
SCSB/ Self Certified Syndicate Banker	Shall mean a Banker to an Offer registered under SEBI (Bankers to an Offer) Regulations, 1994, as amended from time to time, and which Offer the service of making Bids/Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/RecognisedIntermediaries or at such other website as may be prescribed by SEBI from time to time
SEBI (Foreign Portfolio Investor) Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and includes the agreement to be entered into between our Company and the Stock Exchange in relation to listing of Equity Shares on such Stock Exchange.
Share Escrow Agent	Escrow Agent appointed pursuant to the Share Escrow Agreement namely, [●]
Share Escrow Agreement	Agreement to be entered into among our Company, the Selling Shareholders and the Share Escrow Agent in connection with the transfer of Equity Shares under the Offer for Sale by the Selling Shareholders and credit of such Equity Shares to the demat account of the allottees
SME Exchange	EMERGE Platform of NSE Limited, approved by SEBI as an SME Exchange for listing of equity shares offered under Chapter XB of the SEBI (ICDR) Regulations
Specified Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms from Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in) and updated from time to time
Syndicate Agreement	Agreement dated [●] entered into amongst the BRLM, the Syndicate Members, our Company and Selling Shareholders in relation to the procurement of Bid cum Application Forms by Syndicate
Syndicate Members	Intermediaries registered with SEBI who are permitted to carry out activities as an underwriter, namely, [●]
Syndicate or Members of the Syndicate	The BRLM and the Syndicate Members
TRS or Transaction Registration Slip	The slip or document issued by the Syndicate, or the SCSB (only on demand), as the case may be, to the Bidder as proof of registration of the Bid
Underwriter	[●]

Term	Description
Underwriting Agreement	The agreement dated [●] entered into between the Underwriter, our Company and Selling Shareholders.
Working Day	(i) Till Application / Offer Closing Date: All days other than a Saturday, Sunday or a public holiday; (ii) Post Application / Offer Closing Date and till the listing of Equity Shares: 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

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 (**“FEMA”**). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India (**“RBI”**) and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (**“DIPP”**).

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment (**“FDI”**) through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (**“DIPP”**), has issued consolidated FDI Policy Circular of 2017(**“FDI Policy 2017”**), which with effect from August 28, 2017, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2017 will be valid until the DIPP issues an updated circular.

The Reserve Bank of India (**“RBI”**) also issues Master Directions Foreign Investment in India and updates at the same from time to time. Presently, FDI in India is being governed by Master Directions on Foreign Investment No. RBI/FED/2017-18/60 FED Master Direction No. 11/2017-18 dated January 4, 2018, as updated from time to time by RBI. In terms of the Master Directions, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Directions. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including the filing of Form FC-GPR.

Under the current FDI Policy of 2017, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. At present 100 % foreign direct investment through automatic route is permitted in the sector in which our Company operates. Therefore, applicable foreign investment up to 100 % is permitted in our company under the automatic route.

In case of investment in sectors through Government Route approval from competent authority as mentioned in Chapter 4 of the FDI Policy 2017 has to be obtained by the company.

The transfer of shares between an Indian resident to a non-resident does not require the prior approval of the RBI, subject to fulfilment of certain conditions as specified by DIPP/RBI, from time to time. Such conditions include: (i) where the transfer of shares requires the prior approval of the Government as per the extant FDI policy provided that: a) the requisite approval of the Government has been obtained, and b) the transfer of shares adheres with the pricing guidelines and documentation requirements as specified by the Reserve Bank of India from time to time.; (ii) where the transfer of shares attract SEBI (SAST) Regulations subject to the adherence to the pricing guidelines and documentation requirements as specified by Reserve Bank of India from time to time.; (iii) where the transfer of shares does not meet the pricing guidelines under the FEMA, 1999 provided that: a) The resultant FDI is in compliance with the extant FDI policy and FEMA regulations in terms of sectoral caps, conditionalities (such as minimum capitalization, etc.), reporting requirements, documentation etc.; b) The pricing for the transaction is compliant with the specific/explicit, extant and relevant SEBI regulations/guidelines (such as IPO, Book building, block deals, delisting, exit, open offer/substantial acquisition/SEBI SAST); and Chartered Accountants Certificate to the effect that compliance with the relevant SEBI regulations/guidelines as indicated above is attached to the form FC-TRS to be filed with the AD bank and iv) where the investee company is in the financial sector provided that: a) Any ‘fit and proper/due diligence’ requirements as regards the non-resident investor as stipulated by the respective financial sector regulator, from time to time, have been complied with; and b) The FDI policy and FEMA regulations in terms of sectoral caps,

conditionalities (such as minimum capitalization, pricing, etc.), reporting requirements, documentation etc., are complied with. As per the existing policy of the Government of India, OCBs cannot participate in this Offer and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

Investment conditions/restrictions for overseas entities

Under the current FDI Policy 2017, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Schedule 1, 2, 3, 6, 7, 8, 9, and 11 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations, 2017. Any equity holding by a person resident outside India resulting from the conversion of any debt instrument under any arrangement shall be reckoned as a foreign investment under the composite cap.

Portfolio Investment to aggregate foreign investment level of 49% or sectoral/statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in the transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance with sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity, will not exceed the sectoral/statutory cap.

Subject to the provisions of the FDI policy, foreign investment in 'manufacturing' sector is under the automatic route. Further, a manufacturer is permitted to sell its products manufactured in India through wholesale and/or retail, including through e-commerce, without Government approval.

i. Investment by FPIs under Portfolio Investment Scheme (PIS):

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10 % of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24 % of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10 percent and 24 percent will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

ii. Investment by NRI or OCI on repatriation basis:

The purchase/sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as "Capital Instruments") of a listed Indian company on a recognised stock exchange in India by Non-Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Schedule 3 of the FEMA (Transfer or Issue of security by a person resident outside India) Regulations, 2017 that is:

The total holding by any individual NRI or OCI shall not exceed 5 percent of the total paid-up equity capital on a fully diluted basis or should not exceed 5 percent of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10 percent of the total paid-up

equity capital on a fully diluted basis or shall not exceed 10 percent of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10 percent may be raised to 24 percent if a special resolution to that effect is passed by the general body of the Indian company.

iii. Investment by NRI or OCI on non-repatriation basis

As per current FDI Policy 2017, schedule 4 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations – Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non-repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (“US Securities Act”) or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of “US Persons” as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

Further, no offer to the public (as defined under Directive 2003/71/EC, together with any amendments) and implementing measures thereto, (the “Prospectus Directive”) has been or will be made in respect of the Issue in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such offer made under exemptions available under the Prospectus Directive, provided that no such offer shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Issue.

Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorised. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Draft Red Herring Prospectus.

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.

The above information is given for the benefit of the Applicants. Our Company and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring 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 and do not exceed the applicable limits under the laws and regulations.

SECTION VIII – MAIN PROVISIONS OF ARTICLES OF ASSOCIATION
TABLE F
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
GREAT SPORTS INFRA LIMITED

I. PRELIMINARY

1. Subject as hereinafter provided the Regulations contained in Table 'F' in the Schedule I to the Companies Act, 2013 shall apply to the Company so far as they are applicable to Public Company limited by shares, except so far as they have implied or expressly modified by what is contained in the Articles mentioned as altered or amended from time to time.

II. INTERPRETATION

2. (i) In these Regulations :-
 - (a) Company "means **"GREAT SPORTS INFRA LIMITED"**
 - (b) "Office" means the Registered Office of the Company.
 - (c) "Act" means the Companies Act, 2013, and any statutory modification thereof.
 - (d) "Seal" means the Common Seal of the Company.
 - (e) "Directors" means the Directors of the Company and includes persons occupying the position of the Directors by whatever names called.
- (ii) Unless the context otherwise requires words or expressions contained in these Articles shall have the same meaning as in the Act, or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

Share capital and variation of rights

3. 1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

- (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within three months after incorporation, in case of subscribers to the memorandum within three months from the date of allotment or three months from the date of application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,
 - (a) one certificate for all his shares without payment of any charges; or
 - (b) Several certificates, each for one or more of his shares, upon payment of Rupees Hundred for each certificate after the first or as decided by the Board.
 - (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
 - (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
4. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of Rupees Hundred for each certificate or as decided by the Board.
- (ii) The provisions of Articles (2) and (3) shall *mutatis mutandis* apply to debentures of the company.
5. Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
6. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made there under.
- (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
- (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

7. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
8. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
9. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

Lien

10. (i) The company shall have a first and paramount lien—
 - (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
 - (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

 - (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
11. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

- (a) unless a sum in respect of which the lien exists is presently payable; or
 - (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
12. (i) To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof.
- (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
- (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
13. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
- (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

Calls on shares

14. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times: Provided that no call shall exceed one-fourth of the nominal and share premium value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.
- (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
- (iii) A call may be revoked or postponed at the discretion of the Board.
15. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.
16. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
17. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment

thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

18. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

19. The Board—

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

Transfer of shares

20. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

21. The Board may, subject to the right of appeal conferred by section 58 decline to register—

(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(b) Any transfer of shares on which the company has a lien.

22. The Board may decline to recognize 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.

23. On giving not less than seven days' previous notice in accordance with section 91 and rules made there under, 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.

Transmission of shares

24. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the company as having any title to his interest in the shares.

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

25. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—

(a) to be registered himself as holder of the share; or

(b) To make such transfer of the share as the deceased or insolvent member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

26. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to

transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

27. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

Forfeiture of Shares

28. 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.

29. The notice aforesaid shall—

- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
- (b) State that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

30. 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.

31. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit

- (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as may think fit.

32. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in

respect of the shares.

(ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

33. (i) 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;

(ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favor of the person to whom the share is sold or disposed of;

(iii) The transferee shall thereupon be registered as the holder of the share; and

(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

34. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Dematerialisation of Shares

35. Notwithstanding anything contained herein, the Company shall be entitled to dematerialize its Shares, Debentures and other Securities pursuant to the Depositories Act, 1996 and to offer its Shares, Debentures and other Securities for subscription in a dematerialised form. The Company shall further be entitled to maintain a Register of Members with the details of Members holding shares both in physical and dematerialised form in any media as permitted by law including any form of electronic media

Alteration of capital

36. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

37. Subject to the provisions of section 61, the company may, by ordinary resolution,—

- (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

- (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- (d) Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

38. Where shares are converted into stock,—

- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit.

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

- (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
- (c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.

39. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law,—

- (a) its share capital;
- (b) any capital redemption reserve account; or
- (c) any share premium account.

Capitalization of profits

40. (i) The company in general meeting may, upon the recommendation of the Board, resolve—

- (a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company’s reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
- (b) That such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if

distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—

- (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
- (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
- (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
- (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
- (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

41. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

- (a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and
- (b) Generally do all acts and things required to give effect thereto.

(ii) The Board shall have power—

- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
- (b) to authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalization, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

Buy-back of shares

42. 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 meetings

1. All general meetings other than annual general meeting shall be called extraordinary general meeting.
2. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

(iii) A Notice of at least seven days is required for calling (unless a shorter period consented to by all the members who are holder of equity shares) every General Meeting specifying the place, day and the hour of the meeting and the general nature of business to be transacted to all the equity shareholders of the company.

(iv) Notice will be deemed to have been sent if they are correctly addressed and posted to the registered addresses of the members who are entitled to receive such notice.

(v) Notwithstanding anything contained in the preceding clause, with the consent in writing a meeting may be called after giving shorter notice in the case of Annual General meeting by all the members entitled to vote there at an, in the case of any other meeting by members of the company holding not less than 95 per cent of such part of the paid up share capital of the Company as gives a right to vote at the meeting.

Proceedings at general meetings

3. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
4. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

5. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
6. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

Adjournment of meeting

7. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

8. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—
 - (a) on a show of hands, every member present in person shall have one vote; and
 - (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
9. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
10. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
11. 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.

12. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
13. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
14. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

15. 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.
16. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
17. 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

18. (a) The first Directors of the Company shall be:

1. ANIL KUMAR SURAVARAM
2. SUJATHA REDDY SURAVARAM

19. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

- (ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—
- (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
 - (b) In connection with the business of the company.
20. The Board may pay all expenses incurred in getting up and registering the company.
21. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
22. 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.
23. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
24. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
- (ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

Proceeding of the Board

25. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
26. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote
27. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of

the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

28. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their member to be Chairperson of the meeting.

29. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

30. (i) A committee may elect a Chairperson of its meetings.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

31. (i) A committee may meet and adjourn as it thinks fit.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

32. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

33. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

34. Subject to the provisions of the Act,—

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief

financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

35. A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

The Seal

36. (i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

Dividends and Reserve

37. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

38. 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.

39. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

40. (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.

41. 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.
42. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by ECS, or 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.
43. 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.
44. 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.
45. No dividend shall bear interest against the company.

Accounts

46. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

(ii) No member (not being a director) shall have any right of inspecting any account or book or *document* of the company except as conferred by law or authorized by the Board or by the company in general meeting.

Winding up

47. Subject to the provisions of Chapter XX of the Act and rules made there under—

(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

48. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favor or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

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 Red Herring Prospectus which are, or may be deemed material, have been entered or to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Red Herring Prospectus to 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 Flat No 101,1-10-68/4, Plot No 52 Street No 2, Chikoti Gardens, Begumpet Hyderabad-500 016, Telangana, India, from the date of filing the Red Herring Prospectus with RoC to Bid/Offer Closing Date on working days from 10.00 a.m. to 5.00 p.m.

Material Contracts

1. Offer Agreement dated September 10, 2018 between Our Company, the Selling Shareholders and the BRLM.
2. Registrar Agreement dated September 10, 2018 between Our Company, the Selling Shareholders and Registrar to the Offer.
3. Underwriting Agreement dated [●], 2018 between Our Company, Selling Shareholders, BRLM and Underwriter.
4. Market Making Agreement dated [●], 2018 between our Company, the Selling shareholders, Market Maker and the BRLM.
5. Tripartite agreement among the NSDL, our Company and Registrar to the Offer dated [●], 2018.
6. Tripartite agreement among the CDSL, our Company and Registrar to the Offer dated [●], 2018.
7. Syndicate Agreement dated [●], 2018 between our Company, the BRLM and Syndicate Members.
8. Share Escrow Agreement dated [●], 2018 between our Company, the Selling shareholders, the BRLM and the Share Escrow Agent.
9. Cash Escrow Agreement dated [●], 2018 between Our Company, the Selling Shareholders, the BRLM, the Registrar to the Offer and the Banker(s) to the Offer.

Material Documents

1. Certified copies of the updated Memorandum and Articles of Association of our Company along with certificates of incorporation as amended from time to time.
2. Resolutions of the Board of Directors dated August 23, 2018 in relation to the Offer and other related matters.
3. Shareholders' passed at the Annual General meeting dated August 25, 2018 authorizing the Offer.
4. Transmittal letter dated August 23, 2018 issued by Sujatha Reddy Suravaram, the selling shareholder.
5. Transmittal letter dated August 23, 2018 issued by Kirthana Ramarapu, the selling shareholder.
6. Transmittal letter dated August 23, 2018 issued by Keshav V. Muratee, the selling shareholder.
7. Transmittal letter dated August 23, 2018 issued by John Ayyachamy, the selling shareholder.
8. Transmittal letter dated August 23, 2018 issued by Naresh V. Raghavan, the selling shareholder.
9. Statement of Tax Benefits dated September 28, 2018 issued by our Peer Reviewed Auditor, M/s. K Vijayaraghavan & Associates LLP.
10. Report of the Peer Reviewed Auditor, M/s. K Vijayaraghavan & Associates LLP, Chartered Accountants, dated September 28, 2018 on the Restated Financial Statements for the financial

years ended as on March 31, 2018, 2017, 2016, 2015 and 2014 of our Company.

11. Consents of Promoter, Directors, Selling Shareholders, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditors, Peer Reviewed Auditors, Banker to the Company, Legal Advisor to the Offer, the Book Running Lead Manager, Registrar to the Offer, Underwriter, Market Maker, Bankers to the Offer, Refund Banker to the Offer and Syndicate Member to the Offer to act in their respective capacities.
12. Copy of In-Principal approval from National Stock Exchange of India Limited vide letter dated [●], to use its name in this Issue document for listing of Equity Shares on EMERGE Platform of National Stock Exchange of India Limited.

Any of the contracts or documents mentioned in the DRHP may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

DECLARATION BY THE COMPANY

We, the under signed, hereby certify and declare that, all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India or the regulations / guidelines issued by SEBI, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the 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 this Draft Red Herring Prospectus are true and correct.

Signed by all the Directors of our Company

Name and Designation	Signature
Anil Kumar Suravaram <i>Managing Director</i> <i>DIN: 00045478</i>	
Suravaram Sudhir <i>Non – Executive Director</i> <i>DIN: 08175093</i>	
Sanjay Upendram <i>Independent Director</i> <i>DIN: 02296329</i>	
Piyush Mutha <i>Independent Director</i> <i>DIN: 00424206</i>	
Santha Kunnenkeril John <i>Independent Director</i> <i>DIN: 00848172</i>	

Signed by Chief Financial Officer and Company Secretary and Compliance officer of the Company.

Surendra Kamath Basavanagudi
Chief Financial Officer

Shivangi Tibrewala
Company Secretary and
Compliance Officer

Place: Hyderabad

Date: September 28, 2018

DECLARATION BY SELLING SHAREHOLDER

The under signed Selling Shareholder hereby certifies that all the statements made by the Selling Shareholder in this Draft Red Herring Prospectus about or in relation to itself in connection with the Offer for Sale, and the Equity Shares offered by me in the Offer for Sale are true and correct.

Signed by Selling Shareholder

Keshav V. Muratee

Place: Hyderabad

Date: September 28, 2018

DECLARATION BY SELLING SHAREHOLDER

The under signed Selling Shareholder hereby certifies that all the statements made by the Selling Shareholder in this Draft Red Herring Prospectus about or in relation to itself in connection with the Offer for Sale, and the Equity Shares offered by me in the Offer for Sale are true and correct.

Signed by Selling Shareholder

Kirthana Ramarapu

Place: Hyderabad

Date: September 28, 2018

DECLARATION BY SELLING SHAREHOLDER

The under signed Selling Shareholder hereby certifies that all the statements made by the Selling Shareholder in this Draft Red Herring Prospectus about or in relation to itself in connection with the Offer for Sale, and the Equity Shares offered by me in the Offer for Sale are true and correct.

Signed by Selling Shareholder

Naresh V. Raghavan

Place: Hyderabad

Date: September 28, 2018

DECLARATION BY SELLING SHAREHOLDER

The under signed Selling Shareholder hereby certifies that all the statements made by the Selling Shareholder in this Draft Red Herring Prospectus about or in relation to itself in connection with the Offer for Sale, and the Equity Shares offered by me in the Offer for Sale are true and correct.

Signed by Selling Shareholder

John Ayyachamy

Place: Hyderabad

Date: September 28, 2018

DECLARATION BY SELLING SHAREHOLDER

The under signed Selling Shareholder hereby certifies that all the statements made by the Selling Shareholder in this Draft Red Herring Prospectus about or in relation to itself in connection with the Offer for Sale, and the Equity Shares offered by me in the Offer for Sale are true and correct.

Signed by Selling Shareholder

Sujatha Reddy Suravaram

Place: Hyderabad

Date: September 28, 2018

Annexure A

DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED

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 days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Innovators Façade Systems Limited	40.76	72.00	May 24, 2018	72.00	-13.19% (2.96%)	-18.13% (10.45%)	Not Applicable
2.	Shree Vasu Logistics Limited	9.29	45.00	June 4, 2018	48.00	24.00% (0.67%)	41.78% (8.97%)	Not Applicable
3.	Affordable Robotic & Automation Limited	22.79	85.00	June 4, 2018	90.05	35.29% (1.05%)	25.88% (9.43%)	Not Applicable
4.	Latteys Industries Limited	8.07	66.00	June 5, 2018	68.00	0.68% (1.67%)	-6.82% (9.34%)	Not Applicable
5.	Nakoda Group of Industries Limited	6.43	35.00	June 6, 2018	36.00	5.43% (1.12%)	19.71% (8.91%)	Not Applicable
6.	ShreeOswal Seeds and Chemicals Limited	11.90	26.00	June 20, 2018	27.00	4.42% (1.72%)	3.85% (5.62%)	Not Applicable
7.	Priti International Limited	5.25	75.00	June 21, 2018	81.00	31.33% (2.51%)	30.67% (5.01%)	Not Applicable
8.	Accuracy Shipping Limited	35.76	84.00	June 22, 2018	88.00	9.52% (2.43%)	2.98% (3.81%)	Not Applicable
9.	Ganga Forging Limited	5.00	21.00	July 11, 2018	21.10	0.00% (4.77%)	Not Applicable	Not Applicable
10.	Ushanti Colour Chem Limited	11.56	60.00	August 02, 2018	64.20	17.58% (3.88%)	Not Applicable	Not Applicable

Note:

Innovative Ideals and Services (India) Limited and Manorama Industries Limited have registered their Prospectus with Registrar of Companies for Initial Public Offer and are in process of listing.

Vinny Overseas Limited has registered its Prospectus with Registrar of Companies for Initial Public Offer.

Sources: All share price data is from www.bseindia.com and www.nseindia.com

Note:-

1. The BSE Sensex and CNX Nifty are considered as the Benchmark Index
2. Prices on BSE/NSE are considered for all of the above calculations
3. In case 30th/90th/180th day is not a trading day, closing price on BSE/NSE of the next trading day has been considered
4. In case 30th/90th/180th days, scrips are not traded then last trading price has been considered.

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Offers) managed by the lead manager. Hence, disclosures pertaining to recent 10 issues handled by the lead manager are provided.

SUMMARY STATEMENT OF DISCLOSURE

Financial year	Total no. of IPO	Total funds raised (Rs. Cr)	Nos of IPOs trading at discount on 30th Calendar day from listing date			Nos of IPOs trading at premium on 30th Calendar day from listing date			Nos of IPOs trading at discount on 180th Calendar day from listing date			Nos of IPOs trading at premium on 180th Calendar day from listing date		
			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%
15-16	*9	54.01	-	-	1	3	2	3	-	1	1	4	3	-
16-17	**24\$	204.56	-	-	5	5	3	8	-	1	5	10	1	6
17-18	***30	610.90	-	-	4	10	7	9	-	2	5	12	3	8
18-19	****17\$\$#	272.30	-	-	3	1	2	10	-	-	-	-	-	-

*The scripts of Filtra Consultants and Engineers Limited, Ambition Mica Limited, Jiya Eco Products Limited, M.D. Inducto Cast Limited, Majestic Research Services and Solutions Limited, Mangalam Seeds Limited, Sri Krishna Constructions (India) Limited, Patdiam Jewellery Limited and Vidli Restaurants Limited were listed on April 15, 2015, July 14, 2015, July 16, 2015, July 16, 2015, July 16, 2015, August 12, 2015, October 01, 2015, October 16, 2015 and February 15, 2016 respectively.

**The scripts Ruby Cables Limited, Sysco Industries Limited, Lancer Containers Lines Limited, Yash Chemex Limited, Titaanium Ten Enterprise Limited, Commercial Syn Bags Limited, Shiva Granito Export Limited, Sprayking Agro Equipment Limited, Narayani Steels Limited, Nandani Creation Limited, DRA Consultant Limited, Gretex Industries Limited, Sakar Health Care Limited, Bindal Exports Limited, Mewar Hi-Tech Engineering Limited, Shashijit Infraprojects Limited, Agro Phos (India) Limited, Majestic Research Services and Solutions Limited, Maheshwari Logistics Limited, Madhav Copper Limited, Chemcrux Enterprises Limited, Manomay Tex India Limited, Oceanic Foods Limited and Euro India Fresh Foods Limited were listed on April 13, 2016, April 13, 2016, April 13, 2016, June 20, 2016, July 14, 2016, July 14, 2016, September 06, 2016, September 14, 2016, September 14, 2016, October 10, 2016, October 13, 2016, October 14, 2016, October 14, 2016, October 17, 2016, October 17, 2016, October 17, 2016, November 16, 2016, December 14, 2016, January 16, 2017, February 06, 2017, March 28, 2017, March 28, 2017, March 31, 2017 and March 31, 2017 respectively.

***The scripts Bohra Industries Limited, Creative Peripherals and Distribution Limited, Panache Digilife Limited, Zota Health Care Limited, Gautam Exim Limited, Bansal Multiflex Limited, Shrenik Limited, Jigar Cables Limited, Vaishali Pharma Limited, Lexus Granito (India) Limited, Worth Peripherals Limited, R M Drip and Sprinklers Systems Limited, Shree Tirupati Balajee FIBC Limited, Innovative Tyres and Tubes Limited, Poojawestern Metaliks Limited, Airo Lam Limited, Goldstar Power Limited, IRIS Business Services Limited, Tirupati Forge Limited, Beta Drugs Limited, One Point One Solutions Limited, Astron Paper & Board Mill Limited, Shree Ram Proteins Limited and Gujarat Hy – Spin Limited, Focus Suites Solutions & Services Limited, A and M Jumbo Bags Limited, Sintercom India Limited, Mohini Health & Hygiene Limited, South West Pinnacle Exploration Limited and Macpower CNC Machines Limited were listed on April 05, 2017, April 12, 2017, April 25, 2017, May 10, 2017, July 11, 2017, July 12, 2017, July 18, 2017, July 28, 2017, August 22, 2017, August 23, 2017, September 27, 2017, October 04, 2017, October 05,

2017, October 05, 2017, October 05, 2017, October 06, 2017, October 10, 2017, October 11, 2017, October 12, 2017, October 12, 2017, December 26, 2017, December 29, 2017, February 05, 2018, February 08, 2018, February 09, 2018, February 12, 2018, February 15, 2018, February 16, 2018, February 19, 2018 and March 22, 2018 respectively.

****The scripts of Benara Bearings and Pistons Limited, Soni Soya Products Limited, Vera Synthetic Limited, S.S. Infrastructure Development Consultants Limited, Mahickra Chemicals Limited, Akshar Spintex Limited, Softtech Engineers Limited, Innovators Façade Systems Limited, Shree Vasu Logistics Limited, Affordable Robotic & Automation Limited, Latteys Industries Limited, Nakoda Group of Industries Limited, ShreeOswal Seeds and Chemicals Limited, Priti International Limited, Accuracy Shipping Limited, Ganga Forging Limited and Ushanti Colour Chem Limited were listed on April 3, 2018, April 12, 2018, April 12, 2018, April 12, 2018, April 26, 2018, May 11, 2018, May 11, 2018, May 24, 2018, June 4, 2018, June 4, 2018, June 5, 2018, June 6, 2018, June 20, 2018, June 21, 2018, June 22, 2018, July 11, 2018 and August 02, 2018 respectively.

\$. As on 30th trading day the closing price of the scripts Ruby Cables Limited and Shashijit Infraprojects Limited were at par with the issue price. Hence, they are not considered for counting the number of IPOs trading at discount and premium.

\$\$ The scripts of Benara Bearings and Pistons Limited, Soni Soya Products Limited, Vera Synthetic Limited, S.S. Infrastructure Development Consultants Limited, Mahickra Chemicals Limited, Akshar Spintex Limited, Softtech Engineers Limited, Innovator Façade Systems Limited, Shree Vasu Logistics Limited, Affordable Robotic & Automation Limited, Latteys Industries Limited, Nakoda Group of Industries Limited, ShreeOswal Seeds and Chemicals Limited, Priti International Limited, Accuracy Shipping Limited, Ganga Forging Limited and Ushanti Colour Chem Limited have not completed 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days and 180 Days respectively from the date of listing.

As on 30th trading day the closing price of the script Ganga Forging Limited was at par with the issue price. Hence it is not considered for counting the numbers of IPOs trading at discount and premium.

***Note:** Majestic Research Services and Solutions Limited and Ambition Mica Limited are Further Public Offerings lead managed by Pantomath Capital Advisors Private Limited in the Financial Years 2016-17 and 2017-18 respectively and the same have not been included in the above mentioned Summary Statement of Disclosure as the disclosure is limited to IPOs only.*