Draft Prospectus

Dated: June 27, 2018
Please read Section 26 of Companies Act, 2013
Fixed Price Issue

POWERFUL TECHNOLOGIES LIMITED

Our Company was incorporated as Powerful Technologies Private Limited under the provisions of the Companies Act, 2013 vide certificate of incorporation dated February 26, 2015, issued by Registrar of Companies, NCT of Delhi & Haryana. Subsequently, the name of the Company was changed to Powerful Technologies Limited pursuant to conversion into a public company vide shareholder's approval dated February 12, 2018 and vide fresh certificate of incorporation dated February 28, 2018, issued by Registrar of Companies, NCT of Delhi & Haryana. The Corporate Identification Number of Our Company is**:** U26900DL2015PLC277265. For further details please refer to chapter titled 'Our History and Certain Other Corporate Matters' beginning on page 127 of this Draft Prospectus.

Registered Office G1 Prakash Chamber Ground Floor, 6 Netaji Subash Marg, Darya Ganj New Delhi 110002
Corporate Office & Manufacturing Unit A-181, Sector – 63, Gautam Buddha Nagar, Noida 201301 Uttar Pradesh
Tel No: +91 11 40071894**; E-mail:** nitin@pcpl.in; **Website:** www.powerfultech.in
Contact Person: Mr. Aditya Gupta, Managing Director and Mr. Aagat Singh, Company Secretary and Compliance Officer
Promoters of our Company: Mr. Aditya Gupta, Mrs. Karuna Chhabra and Mr. Nitin Chhabra

THE ISSUE

PUBLIC ISSUE OF 26,56,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH FULLY PAID UP OF POWERFUL TECHNOLOGIES LIMITED (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF RS. 51/- PER EQUITY SHARE (THE "ISSUE PRICE") (INCLUDING A SHARE PREMIUM OF RS. 41/- PER EQUITY SHARE AGGREGATING TO RS. 1354.56 LAKHS (THE "ISSUE") BY OUR COMPANY, OF WHICH 1,34,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH FULLY PAID UP WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE ("MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 25,22,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH FULLY PAID UP IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.50% AND 25.17% RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF THE COMPANY

THE FACE VALUE OF THE EQUITY SHARES IS RS. 10/- EACH.
THE ISSUE PRICE IS RS. 51/- PER EQUITY SHARE. THE ISSUE PRICE IS 5.10 TIMES THE FACE VALUE.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, all potential investors shall participate in the Issue only through an Application Supported by Blocked Amount ("ASBA") process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to the chapter titled "Issue Procedure" beginning on page 226 of this Draft Prospectus. A copy has been delivered for registration to the Registrar as required under Section 26 of the Companies Act, 2013.

THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER XB OF THE SEBI (ICDR) REGULATIONS, 2009 (AS AMENDED FROM TIME TO TIME) ("SEBI (ICDR) REGULATIONS"). *For further details please refer to "Section VIII - Issue Information" beginning on page 220 of this Draft Prospectus.*

RISK IN RELATION TO THE FIRST ISSUE

This being the first issue of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is Rs. 10/- and the Issue Price is 5.10 times of the face value. The Issue Price (as determined and justified by the Company and the Lead Manager as stated under chapter titled "Basis for Issue Price" beginning on page 88 of this Draft Prospectus) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares of our Company or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the Risk Factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI") nor does SEBI guarantee the accuracy or adequacy of this Draft Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" on page 19 of this Draft Prospectus.

COMPANY'S ABSOLUTE RESPONSIBILITY

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

LISTING

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

LEAD MANAGER TO THE ISSUE	REGISTAR TO THE ISSUE
FINSHORE Creating Enterprise Managing Values	
Finshore Management Services Limited Anandlok, Block-A, 2nd Floor, Room No. 207, 227 A.J.C. Bose Road, Kolkata-700020, West Bengal,India **Telephone:** +91-33-22895101 **Facsimile**: +91-33-22895101 **Email:** ramakrishna@finshoregroup.com **Investor grievance email:** info@finshoregroup.com **Contact Person:** Mr. S. Ramakrishna Iyengar **Website:** www.finshoregroup.com **SEBI Registration Number:** INM000012185	**Big Share Services Private Limited** 1st Floor, Bharat Tin Works Building,, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400059, Maharashtra, India **Tel:** +91 22 62638200 **Fax:** +91 22 62638299 **E-mail:** ipo@bigshareonline.com **Contact Person:** Mr. Ashok Shetty **Website:** www. bigshareonline.com **SEBI Registration Number:** INR000001385

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

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

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

SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

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

Company Related Terms

Term	Description
Articles or Articles of Association or AOA	The Articles of Association of our Company, as amended from time to time
Auditor or Statutory Auditor	The Auditor of the Company being RPMD & Associates, Chartered Accountants, having their office at AB-17, 1st Floor, Shalimar Bagh, New Delhi – 110088, India.
Banker to our Company	DENA Bank
"Board" or "Board of Directors" or "our Board"	The Board of Directors of our Company, as duly constituted from time to time, or committee(s) thereof.
Company Secretary and Compliance Officer	Mr. Aagat Singh
Director(s)	The Director(s) of our Company, unless otherwise specified
Equity Shares	Equity Shares of our Company of face value of Rs.10/- each
Equity Shareholders	Persons holding equity shares of our Company
Group Companies	Companies which are covered under the applicable accounting standards and other companies as considered material by our Board and disclosed in the chapter titled "Our Group Entities" beginning on page 150 of this Draft Prospectus.
Key Management Personnel	Key management personnel of our Company in terms of regulation 2(1)(s) of the SEBI Regulations and section 2(51) of the Companies Act, 2013 and as disclosed in the section titled "Our Management" on page 131 of this Draft Prospectus.
Memorandum of Association or Memorandum or MOA	The Memorandum of Association of our Company, as amended from time to time.
Peer Review Auditor	The Peer Review Auditor of the Company being RPMD & Associates, Chartered Accountants, having their office at AB-17, 1st Floor, Shalimar Bagh, New Delhi – 110088, India.
"Powerful Technologies Limited"	"Powerful", or "the Company", or "our Company" or "we", "us", or "our" and the "Issuer Company"

"Promoters" or "our Promoters"	Promoters of our Company being Mr. Aditya Gupta, Mrs. Karuna Chhabra and Mr. Nitin Chhabra.
Promoter Group	Includes such persons and entities constituting our promoter group in terms of Regulation 2(zb) of the SEBI (ICDR) Regulations and a list of which is provided in the chapter titled "Our Promoter and Promoter Group" beginning on page 145 of this Draft Prospectus.
Registered Office	The Registered Office of our Company located at G1 Prakash Chamber Ground Floor 6, Netaji Subash Marg, Darya Ganj New Delhi 110002, India
RoC	Registrar of Companies, NCT of Delhi & Haryana.

Issue Related Terms

Term	Description
Allocation / Allocation of Equity Shares	The Allocation of Equity Shares of our Company pursuant to Fresh Issue of Equity Shares to the successful Applicants.
Allotment/ Allot/ Allotted	Issue an allotment of Equity Shares of our Company pursuant to Fresh Issue of the Equity Shares to the successful Applicants.
Allottee(s)	Successful Applicants to whom Equity Shares of our Company shall have been allotted.
Applicant	Any prospective investor who makes an application for Equity Shares of our Company in terms of this Draft Prospectus.
Application Amount	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of this Draft Prospectus.
Application Form	The Form in terms of which the prospective investors shall apply for our Equity Shares in the Issue.
ASBA/ Application Supported by Blocked Amount.	Applications Supported by Blocked Amount (ASBA) means an application for Subscribing to the Issue containing an authorization to block the application money in a bank account maintained with SCSB.
ASBA Account	Account maintained with SCSBs which will be blocked by such SCSBs to the extent of the Application Amount.
ASBA Application Location(s)/ Specified Cities	The lists of banks with designated branches 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/other/OtherAction.do?doRecognisedFpi=yes&intmId=34.
ASBA Investor/ASBA applicant	Any prospective investor(s)/applicants(s) in this Issue who apply (ies) through the ASBA process.
Banker(s) to the Issue/ Public Issue Bank(s).	The banks which are clearing members and registered with SEBI as Banker to an Issue with whom the Public Issue Account will be opened and, in this case, being Dena Bank.
Basis of Allotment	The basis on which Equity Shares will be Allotted to the successful Applicants under the Issue and which is described under chapter titled "*Issue Procedure*" beginning on page 226 of this Draft Prospectus.
Controlling Branch	Such branch of the SCSBs which coordinate Applications under this Issue by the ASBA Applicants with the Registrar to the Issue and the Stock Exchange and a list of which is available at http://www.sebi.gov.in, or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicants such as their address, PAN, occupation and bank account details.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996.

Term	Description
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms from the ASBA Applicants and a list of which is available at www.sebi.gov.in, or at such other website as may be prescribed by SEBI from time to time.
Designated Date	The date on which funds are transferred from the amount blocked by the SCSBs is transferred from the ASBA Account to the Public Issue Account, as appropriate, after the Issue is closed, following which the Equity Shares shall be allotted/transfer to the successful Applicants.
Designated Stock Exchange	National Stock Exchange of India Limited (Emerge Platform)
Draft Prospectus	The Draft Prospectus issued in accordance with section 26 of the Companies Act, 2013 and filed with the NSE under SEBI (ICDR) Regulations.
Eligible NRIs	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom this Draft Prospectus constitutes an invitation to subscribe to the Equity Shares offered herein.
Emerge Platform of NSE	The Emerge Platform of NSE for listing of Equity Shares offered under Chapter XB of the SEBI (ICDR) Regulations which was approved by SEBI as an NSE Emerge on October 14, 2011.
First/ Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.
Issue/ Issue Size/ Initial Public Issue/ Initial Public Offer/ Initial Public Offering/ IPO	Public Issue of 26,56,000 Equity Shares of face value of Rs. 10/- each fully paid of Powerful Technologies Limited for cash at a price of Rs. 51/- per Equity Share (including a premium of Rs. 41/- per Equity Share) aggregating Rs. 1354.56 Lakhs.
Issue Agreement	The agreement dated June 25, 2018 between our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Closing Date	The date on which Issue closes for subscription
Issue Opening Date	The date on which Issue opens for subscription
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both the days during which prospective Investors may submit their application.
Issue Price	The price at which the Equity Shares are being issued by our Company under this Draft Prospectus being Rs. 51/- per Equity Share of face value of Rs.10/- each fully paid.
Issue Proceeds	Proceeds from the fresh Issue that will be available to our Company, being Rs. 1354.56 Lakhs
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the NSE.

Term	Description
Lead Manager/ LM	Lead Manager to the Issue in this case being Finshore Management Services Limited, SEBI Registered Category I Merchant Banker.
Market Making Agreement	Market Making Agreement dated [●]between our Company, LM and Market Maker
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 1,34,000 Equity Shares of face value of Rs.10/- each fully paid for cash at a price of Rs. 51/- per Equity Share aggregating Rs. 68.34 Lakhs for the Market Maker in this Issue.
Mutual Fund(s)	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
NIF	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of Government of India published in the Gazette of India.
Net Issue	The Issue excluding the Market Maker Reservation Portion of 25,22,000 Equity Shares of face value of Rs. 10/- each fully paid for cash at a price of Rs. 51/- Equity Share aggregating Rs. 1286.22 Lakhs by our Company.
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company. For further information about use of the Issue Proceeds and the Issue expenses, please refer to the chapter titled "Objects of the Issue" beginning on page 83 of this Draft Prospectus.
Non-Institutional Investors	All Applicants that are not Qualified Institutional Buyers or Retail Individual Investors and who have Applied for Equity Shares for an amount more than Rs. 2,00,000.
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trusts in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time. OCBs are not allowed to invest in this Issue.
Payment through electronic transfer of funds	Payment through NECS, NEFT or Direct Credit, as applicable.
Person/Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.

Term	Description
Prospectus	The Prospectus, filed with RoC containing, *interalia*, the issue opening and closing dates and other information.
Public Issue Account	Account opened with the Banker to the Issue/Public Issue Bank i.e. Dena Bank by our Company to receive monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Public Issue Account Agreement	Agreement to be entered into by our Company, the Registrar to the Issue, the Lead Manager, and the Public Issue Bank/Banker to the Issue for collection of the Application Amounts.
Qualified Institutional Buyers or QIBs	QIBs, as defined under the SEBI ICDR Regulations, including public financial institutions as specified in Section 2(72) of the Companies Act, 2013 scheduled commercial banks, mutual fund registered with SEBI, FII and sub-account (other than a sub-account which is a foreign corporate or foreign individual) registered with SEBI, multilateral and bilateral development financial institution, venture capital fund registered with SEBI, foreign venture capital investor registered with SEBI, state industrial development corporation, insurance company registered with Insurance Regulatory and Development Authority, provident fund with minimum corpus of Rs. 2,500 lakhs, pension fund with minimum corpus of Rs. 2,500 lakhs, NIF, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India.
Refund Account (s)	Account(s) to which monies to be refunded to the Applicants shall be transferred from the Public Issue Account in case listing of the Equity Shares does not occur.
Refund Bank(s) / Refund Banker(s)	Bank(s) which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Accounts will be opened in case listing of the Equity Shares does not occur, in this case being Dena Bank.
Registrar /Registrar to the Issue	Registrar to the Issue, in this case being Bigshare Services Private Limited having corporate office at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai-400059.
Retail Individual Investor	Individual Applicants, or minors applying through their natural guardians, including HUFs (applying through their *Karta*) and ASBA Applicants, who apply for an amount less than or equal to Rs. 2,00,000.
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares in any of their Application Forms or any previous Revision Form(s).
SCSB/ Self Certified Syndicate Banker.	Shall mean a Banker to an Issue registered under SEBI (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes &intmId=34, or at such other website as may be prescribed by SEBI from time to time.

Term	Description
Underwriter	Finshore Management Services Limited (Lead Manager & Underwriter) & [●] (Market Maker)
Underwriting Agreement	The agreement dated [●]entered into between the Underwriter and our Company.
Wilful Defaulter(s)	Wilful defaulter as defined under Regulation 2(zn) of the SEBI Regulations
Working Day	Unless the context otherwise requires: Working Days shall be all trading days of stock exchange excluding Sundays and bank holidays in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016.

Technical and Industry Terms

Term	Description
Cd/m2	Candela per square metre
DG	Diesel Generator
Hz	Hertz
ISO	International Organisation for Standardization
KVAH	Kilo Volt Ampere Hours
LC	Letter of Credit
LCD	Liquid Crystal Display
LED	Light-Emitting Diode
LOU	Letter of Undertaking
mAh	Milliampere Hour
OEM	Original Equipment Manufacturer
p	Pixel
PCB	Printed Circuit Board
QC	Quality Check
SKD	Semi Knock Down
USB	Universal Serial Bus

Conventional and General Terms/ Abbreviations

Term	Description
A/C	Account
Act	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
AGM	Annual General Meeting
Articles	Articles of Association of the Company as originally framed or as altered from time to time in pursuance of any previous company's law or of this Act
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India.
A. Y.	Assessment Year
ASBA	Applications Supported by Blocked Amount
B. A	Bachelor of Arts
B. Com	Bachelor's Degree in Commerce
B.Ed	Bachelor of Education
BIFR	Board for Industrial and Financial Reconstruction
B.Sc	Bachelors Degree in Science
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CESTAT	Customs, Excise and Service Tax Appellate Tribunal
CENVAT	Central Value Added Tax
CIN	Corporate Identification Number
Companies Act	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections) and the Companies Act, 2013
CSO	Central Statistical Organization
Depositories	NSDL and CDSL; Depositories registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time.
Depositories Act	The Depositories Act, 1996, as amended from time to time.

DIN	Director Identification Number
DP	Depository Participant
DP ID	Depository Participant's Identity
DB	Designated Branch
EBIDTA	Earnings before Interest, Depreciation, Tax, Amortization and extraordinary items.
ECS	Electronic Clearing Services
EGM	Extraordinary General Meeting
ESIC	Employee State Insurance Corporation
ESOP	Employee Stock Option Plan
EPS	Earnings per Share
FDI	Foreign Direct Investment
FCNR Account	Foreign Currency Non-Resident Account
FEMA	Foreign Exchange Management Act, as amended from time to time and the regulations framed there under.
FEMA Regulations	FEMA (Transfer or Issue of Security by Person Resident Outside India) Regulations, 2000 and amendments thereto.
FII(s)	Foreign Institutional Investors
FIs	Financial Institutions
FIPB	The Foreign Investment Promotion Board, Ministry of Finance, Government of India.
FV	Face Value
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000.
F.Y	Financial Year
FPI/Foreign Portfolio Investors	"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.
GAAP	Generally Accepted Accounting Principles

GDP	Gross Domestic Product
GST	Goods and Service Tax
GOI	Government of India.
HNI	High Net Worth Individual
HUF	Hindu Undivided Family
ICDR Regulations/ SEBI Regulations/ SEBI (ICDR) Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time.
Indian GAAP	Generally accepted accounting principles in India.
ISIN	International Securities Identification Number
ICAI	Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
IFRS	International financial reporting standards.
Ind AS	Indian Accounting Standards
IPC	Indian Penal Code
IPO	Initial Public Offering
IPR	Intellectual Property Right
ISO	The International Organization for Standardization
IT	Information Technology
IT Act	The Income-tax Act, 1961 as amended from time to time except as stated otherwise.
IT Rules	The Income-tax Rules, 1962, as amended from time to time
INR	Indian National Rupee
JV	Joint venture
KMP	The officers declared as a Key Managerial Personnel and as mentioned in the chapter titled "*Our Management*" beginning on page 131 of this Draft Prospectus.
Ltd.	Limited
MBA	Master in Business Administration

M.Com	Master Degree in Commerce
MD	Managing Director
MoU	Memorandum of Understanding
MNC	Multinational corporation
N/A or NA	Not Applicable
NAV	Net Asset Value
NECS	National Electronic Clearing Services
NEFT	National Electronic Fund Transfer
Net Worth	The aggregate of the paid-up share capital, share premium account, and reserves and surplus (excluding revaluation reserve) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance of the profit and loss account
NOC	No Objection Certificate
NPV	Net Present Value
NR	Non-Resident
NRE Account	Non-Resident External Account
NRI	Non-Resident Indian, is a person resident outside India, who is a citizen of India or a person of Indian origin and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time.
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited.
NSE	National Stock Exchange of India Limited
p.a.	per annum
PAN	Permanent Account Number
PAT	Profit After Tax
Pvt.	Private
PBT	Profit Before Tax
P/E Ratio	Price Earnings Ratio
POA	Power of Attorney

PIO	Persons of Indian Origin
QIB	Qualified Institutional Buyer
RBI	Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934, as amended from time to time
Ron	Return on Net Worth.
Rs. / INR	Indian Rupees
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SCSB	Self-Certified Syndicate Bank
SEBI	Securities and Exchange Board of India.
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time.
SEBI Depository Regulations	Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996.
SEBI Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
SEBI Insider Trading Regulations	The SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, including instructions and clarifications issued by SEBI from time to time.
SEBI Takeover Regulations /Takeover Regulations / Takeover Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time, including instructions and clarifications issued by SEBI from time to time.
Sec.	Section
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time.
SME	Small Medium Enterprise
SSI Undertaking	Small Scale Industrial Undertaking
Stock Exchange (s)	NSE

Sq.	Square
Sq. mtr	Square Meter
TAN	Tax Deduction Account Number
TRS	Transaction Registration Slip
TIN	Taxpayers Identification Number
TNW	Total Net Worth
u/s	Under Section
UIN	Unique Identification Number
US/ U.S. / USA	United States of America
USD or US$	United States Dollar
U.S. GAAP	Generally accepted accounting principles in the United States of America
UOI	Union of India
Venture Capital Fund(s)/ VCF(s)	Venture capital funds as defined and registered with SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as amended from time to time.
WDV	Written Down Value
w.e.f.	With effect from
YoY	Year over Year

Notwithstanding the following: -

(i) In the section titled *'Main Provisions of the Articles of Association'* beginning on page 246 of this Draft Prospectus, defined terms shall have the meaning given to such terms in that section;

(ii) In the section titled *'Financial Statements'* beginning on page 157 of this Draft Prospectus, defined terms shall have the meaning given to such terms in that section;

(iii) In the chapter titled *"Statement of Possible Tax Benefits"* beginning on page 90 of this Draft Prospectus, defined terms shall have the meaning given to such terms in that chapter.

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

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

FINANCIAL DATA

Unless stated otherwise, the financial data included in this Draft Prospectus are extracted from the restated financial statements of our Company, prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled 'Financial Statements as Restated' beginning on page 157 of this Draft Prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act and have been restated in accordance with the SEBI (ICDR) Regulations.

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

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

Any percentage amounts, as set forth in "Risk Factors", "Our Business", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere in this Draft Prospectus unless otherwise indicated, have been calculated on the basis of the Company's restated financial statements prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled 'Financial Statements' beginning on page 157 of this Draft Prospectus.

CURRENCY OF PRESENTATION

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

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

INDUSTRY & MARKET DATA

Unless otherwise stated, Industry & Market data used throughout this Draft Prospectus have been obtained from Ministry of Statistics and Programme Implementation (MOSPI), RBI, Press Information Bureau, Department of Industrial Policy & Promotion, India Brand Equity Foundation. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we believe that industry data used in this Draft Prospectus is reliable, it has not been independently verified. Similarly, internal Company reports, while believed by us to be reliable, have not been verified by any independent sources.

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

FORWARD-LOOKING STATEMENTS

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

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

- Increase in price of materials and components;
- Fluctuations in other operating costs;
- Higher interest outgo on our loans.
- Our ability to effectively manage our inventory.
- Our failure to keep pace with rapid changes in technology;
- Our failure to keep our license/marketing rights intact;
- Changes in environmental laws and regulations;
- Our ability to meet our capital expenditure and working capital expenditure requirements;
- Our ability to attract and retain qualified personnel;
- Conflict of Interest with affiliated companies, the promoter group and other related parties;
- Our ability to successfully implement our growth strategy and expansion plans;
- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Changes in political and social conditions in India, the monetary and interest rate policies of India and other countries;
- Changes in government policies and regulatory actions that apply to or affect our business;
- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- The performance of the financial markets in India and globally;
- The occurrence of natural disasters or calamities;
- Other factors beyond our control;
- Our ability to manage risks that arise from these factors.

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 19 and 189 respectively of this Draft Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

Future looking statements speak only as of the date of this Draft Prospectus. Neither we, our Directors, Underwriter, Merchant Banker 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 LM and our Company will ensure that investors in India are informed of material developments until the grant of listing and trading permission by the Stock Exchange.

SECTION II – RISK FACTORS

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

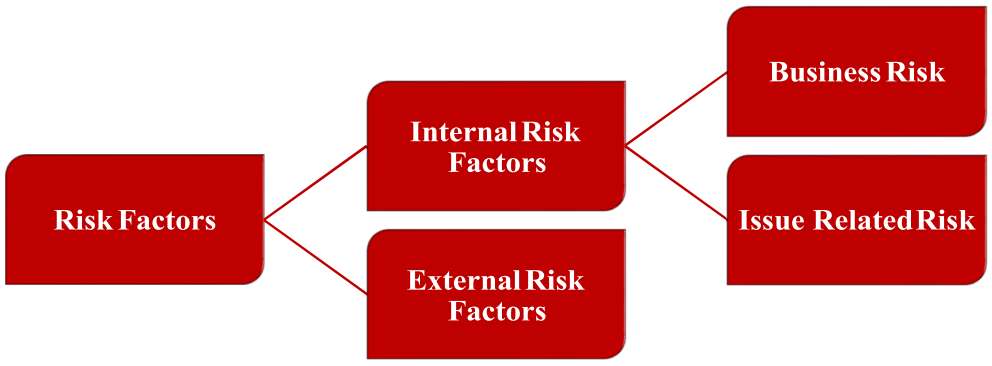
Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. To obtain a complete understanding, you should read this section in conjunction with the chapters titled "Our Business" beginning on page 101, "Our Industry" beginning on page 92 and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page 189 respectively, of this Draft Prospectus as well as other financial information contained herein.

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

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

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

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



A. INTERNAL RISK FACTORS

I. Business Risks/ Company specific Risk

1. We are a company with limited operating history, and therefore investors may not be able to assess our prospects on the basis of historical results.

We were incorporated as a Private limited company in February 26, 2015. As we do not have significant operating and financial history, it may be difficult to evaluate our current or future prospects on the basis of historical results. For Financial Year 2017-18, our Company achieved a capacity utilisation of 62.27% for LED TVs & monitors and 30.20% for Power Banks. Hence, the capacity remains unutilised and scalable operations are yet to be achieved. Our past performance should not be construed as an indication of our future performance. For details regarding to business and financial Information, please refer to Chapter titled "Our Business" and "Financial Statements" on page 101 and 157 respectively of this Draft Prospectus. However, we have been constantly increasing our production and sales and adding new customers and products. Further, our promoters have experience in the domain industry for more than 15 years. Also, we have operating experience of our group company Pioneer Computronix Private Limited, in the fold, which has been in the field of trading and assembling of consumer electronics & mobile accessories products since year 2011.

2. We sell majority of our products under the brand name of "Kodak", "Polaroid", "Powereye" and "Lappymaster", which are not owned by us, except "Powereye". Any deterioration in the reputation and market perception of these brands, may have an adverse effect on our sales, profitability and the implementation of our growth strategy.

We believe that the recognition and reputation of the brands *"Kodak", "Polaroid", "Powereye"* and "Lappymaster" among customers has contributed significantly to the growth and success of our business. However, we do not own these brands except *"Powereye"*. The ability to differentiate our products from our competitors through our branding is an important factor in attracting customers. If we fail to maintain our reputation, follow the conditions of license/marketing agreements, enhance our owned/licensed brand recognition or increase positive awareness of our products, it may be difficult to maintain and grow our customer base, which could have a material adverse effect on our business and prospects. However, we have understood that our owned/licensed brand functions as a multiplier for us. It generates desire and differentiation and motivates customers to pay more for our products than they might otherwise. So, we try and maintain brand consistency and standards, which we understand are vital formula for success.

3. Any delay or default in payment from our customers could result in the reduction of our profits and affect our cash flows.

Our operations involve extending credit, ranging typically from 60 to 90 days, to our customers in respect of our products. Consequently, we face the risk of the uncertainty regarding the receipt of these outstanding amounts. Accordingly, we had and may continue to have high levels of outstanding receivables. For the financial year ended 2017-18, 2016-17 and 2015-16, our trade receivables were Rs. 1189.09 Lakhs, Rs. 1417.71 Lakhs and Rs. 558.90 Lakhs respectively, which constituted 19.06%, 39.81% and 22.38% respectively of our gross revenues from operations for the same periods respectively as per restated financial statements. However, in the past there has been no instance of non-receipt of payment from our customers.

4. ***We may be subject to risks associated with product warranty for our products.***

We are subject to risks and costs associated with product warranties on account of supply of defective or inferior quality products within the warranty periods. Any defects in the finished products may result in invocation of such warranties and may require repair resulting in additional costs for our Company. Though these expenses have not gone beyond 0.20% of sales in the past, any increase is not ruled out. The defects in our products or any product liability claim against us could generate adverse publicity, leading to a loss of reputation, customers and/or increase our costs, thereby adversely affecting our reputation, business, results of operations, financial condition and cash flows. However, we manage our risks by adhering to stringent quality norms as prescribed by our license brands.

5. ***Increase in the cost of, or a shortfall in the availability of our materials and components could have an adverse effect on our business, results of operations and financial condition.***

The principal materials and components used by us for manufacturing are power bank casing, Nikel sheet, PCB, Cell, micro USB Cable, TV panel, TV SKD etc. The price and availability of these materials depend on several factors beyond our control, including overall economic conditions, production levels, market demand and competition for such materials, production and transportation cost, duties and taxes and trade restrictions.

Any increase in material prices may affect our procurement of materials and will result in corresponding increases in our product costs, while the increase in the selling price of the finished products may not be proportionate to the increase in material price. Such change in pricing may adversely affect our sales, cash flow and our overall profitability. If we are unable to compensate for or pass on our increased costs to end-customer, such price increases could have an adverse impact on our result of operations, financial condition and cash flows. We also face a risk that one or more of our existing suppliers may discontinue their supplies to us. Any inability on our part to procure materials from alternate suppliers in a timely fashion, or on terms acceptable us, may adversely affect our operations. However, we have been able to source material at cheaper prices as is evident from material consumed to revenue ratio of 83.37%, 89.03% and 92.58% for the Fiscal Years 2017-18, 2016-17 and 2015-16 respectively.

6. ***We are subject to risks arising from exchange rate fluctuations.***

Our Company has been importing various materials and components predominantly from China. The exchange rate between the Rupee and other currencies is variable and may continue to fluctuate in future. Any adverse fluctuations with respect to the exchange rate of any foreign currency for Indian Rupees may affect the Company's profitability. Most of our material is imported on cash basis, hence our foreign currency exposure is limited. Generally, we do not hedge our positions and closely monitor our foreign currency exposure. Our Company has made below imports during the March 31, 2017-18, 2016-17 and 2015-16:

(Rs. in Lakhs)

Sr. No.	Particulars	March 31,		
		2018	2017	2016
1.	Value of Import on CIF Basis	1,269.95	1,289.29	605.85
2.	Royalty Paid	57.89	40.56	-
3.	Tour & Travelling	2.97	0.68	-

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

Modernization and technology up gradation is essential in our product line. 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 technology employed by us. Further, the costs in upgrading our technology could be significant which could substantially affect our finances and operations. However, we keep on innovating new products with better technology.

8. ***Our top 10 customers contribute approximately 61.91%, 94.88% and 99.64% of our revenues for the financial year ended on March 31, 2018, 2017 and 2016 respectively. Any loss of business from one or more of them may adversely affect our revenues and profitability.***

Our top 10 customers contribute approximately 61.91%, 94.88% and 99.64% of our revenues for the financial year ended on March 31, 2018, 2017 and 2016 respectively. Any decline in our quality standards, growing competition and any change in the demand for our products by these customers may adversely affect our ability to retain them. 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. However, the composition and revenue generation from these customers might change as we continue to add new customers in normal course of business and expand our reach through e-commerce portals. However, we intend to retain our customers by offering solutions to address specific needs in a proactive, cost effective and time efficient manner thereby providing better value to each customer.

9. ***Our operations are significantly dependent on our ability to successfully identify customer requirement and preferences and gain customer acceptance for our products. If we fail to do so, our business may suffer.***

Our future success depends on our ability to ensure continued demand for our products in existing and proposed markets, which requires us to continuously anticipate and respond in a timely manner to customer requirements and preferences. Further, our success is dependent on our ability to gain customer acceptance for our current and future products. If we are unable to successfully anticipate customer requirements or are unable to modify our current portfolio of products or develop new products, in a timely manner, we may lose customers or become subject to greater pricing pressures. However, with continuous market survey, marketing tools, updates from the industry in which we operate, we try to maintain and reach expectations of customers to meet market trends.

10. ***There are outstanding litigations by/against our Company and any adverse outcome in any of these proceedings may adversely affect our profitability and reputation and may have an adverse effect on our results of operations and financial condition.***

There are certain outstanding legal proceedings involving our Company. These proceedings are pending at different levels of adjudication before various courts, tribunals, authorities, enquiry officers and appellate tribunals. The brief details of such outstanding litigation are as follows:

i) LITIGATION RELATING TO OUR COMPANY

Cases pending with Tax Authorities

Details of outstanding demand in respect of TDS:

A total demand of Rs. 0.44 Lakhs is outstanding in respect of TDS as on May 12, 2018 for various assessment years.

ii) LITIGATIONS RELATING TO THE PROMOTERS OF OUR COMPANY

Cases pending with Tax Authorities

Mr. Nitin Chabra

Details of outstanding demand in respect of Income Tax:

A.Y.	Section	Outstanding demand amount (Rs. in Lakhs)
2008-09	220(2)	0.03

iii) LITIGATIONS RELATING TO THE GROUP COMPANIES

Case Pending with Tax Authorities

Pioneer Computronix Private Limited Details of outstanding demand in respect of TDS

A total demand of Rs. 0.32 Lakhs is outstanding in respect of TDS as on May 12, 2018 for various assessment years.

iv) LITIGATIONS RELATING TO THE DIRECTORS OF GROUP COMPANIES

Case Pending with Tax Authorities

Amar Chand Sethia

Details of outstanding demand in respect of Income Tax:

A.Y.	Section	Outstanding demand amount (Rs. in Lakhs)
2009-10	143(1)(a)	0.03
2010-11	143(1)(a)	0.06
2011-12	143(1)(a)	0.26
2013-14	143(1)(a)	0.03

Further, there is no assurance that similar proceedings will not be initiated against the above-mentioned entities or persons in the future. For details of Litigations, please refer to chapter "Outstanding Litigations and Material Developments" beginning on page 203 of this Draft Prospectus.

11. ***Our Company has insurance claim receivable from the insurer. If we are unable to receive the claim, there may be an effect on the cash flows of the Company.***

Our operations were affected twice because of fire at our production facility in the year 2015 and 2017. The company has taken standard fire and special perils policies. Pursuant to that, our company has received part of the insurance claim and part of the claim of Rs. 78.13 Lakhs is receivable as on March 31, 2018. Any failure to receive the claim may have an effect on the cash flows of the Company. However, we shall be able to recover the insurance claim shortly. For details regarding to insurance in the name of our Company, please refer to Chapter titled "Our Business" on page 101 of this Draft Prospectus.

12. ***Our registered office and manufacturing unit are not owned by us. If we are unable to renew existing leases or relocate operations on commercially reasonable terms, there may be an effect on our business, results of operations and prospects.***

Our registered office situated at G-1, Prakash Chamber, Ground Floor, 6, Netaji Subhash Marg, Daryaganj, New Delhi- 110002 is taken on license from January 20, 2018 to December 19, 2018. Moreover, our manufacturing unit situated at Plot No. 181 (Ground Floor), Block No. A, Sector-63, Phase-3, Noida District Gautam Buddha Nagar- 201301, Uttar Pradesh is taken on lease from one of our group companies, Vacline Technologies Private Limited from February 19, 2018 to February 18, 2019. Any discontinuance of license/lease arrangements will lead us to locate to any other premises. Our inability to identify the new premises may adversely affect the operations, finances and profitability of our Company.

13. Our Trademark Powerful Technologies and POWEREYE are not registered under Trade Marks Act, 1999.

Our Powerful Technologies is not registered under the Trade Marks Act, 1999 and POWEREYE is pending for show cause hearing by the trade mark authority. Our company is in process to register the Trademarks. Also, we manufacture consumer electronics and IT products under the brand name of "Lappymaster" which is used by us through a license agreement with our associate Company. We cannot assure you that we will be able to obtain such registration, in case we determine to apply in the later course of time. As a result, we may be unable to prevent use of these names or variations thereof by any other party or ensure that we will continue to have a right to use it. We further cannot assure you that any third party will not infringe upon our trademark, logo and/or trade name in a manner that may have a material adverse effect on our business prospects, reputation and goodwill. If we are unable to protect our trademarks and trade-names, others may be able to use our trademarks and trade names to compete more effectively.

14. 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 oursuppliers.

Our industry being labour intensive is dependent on labour force for carrying out its manufacturing 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. We have not experienced any major disruptions in our business operations due to disputes or other problems with our work force in the past; however, 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 interest 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 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 termination of employees and work permits. Although our employees do not unionize, it may become difficult for us to maintain flexible labour policies and we may face 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.

15. We have not entered into long term contracts with our Distributors and Online Portals.

We sell our products through distributors and online portals. We have not entered into formal agreements with our distributors for sale and distribution of our products. If they terminate/rescind the agreement, we may not be able to find new distributor with an appropriate level of expertise and capacity in a timely manner, which may result in our operations being affected. In such event, we may miss the business opportunities at respective location thereby adversely affecting our operating margins and our results of operations and profitability.

16. ***Our Group Companies are engaged in business activities similar to our own, which may cause a potential conflict of interest with us.***

All our Group Companies are engaged in business activities that are similar to those being undertaken by our Company. It is likely that we may continue similar arrangement with our related parties in the future. Such related party transactions may potentially involve conflicts of interest. There can be no assurance that these Group Companies will comply, in part or at all, with the terms as mutually agreed. In case any dispute arises in near future with the Group Companies, it may result in a conflict of interest with us, which may have an adverse impact on our business. For further information, please refer to chapter titled "Our Group Entities" on page 150.

The following is the detail of transactions carried out with our group companies:

(Rs. in Lakhs)

Sr. No.	Particulars	March 31,		
		2018	2017	2016
1.	Purchases	2254.62	230.28	2024.18
2.	Sales	1907.70	900.57	744.87
3.	Rent Paid	1.40	1.13	1.20

Though the Companies Act, 2013 has brought into effect significant changes to the Indian company law framework including specific compliance requirements such as obtaining prior approval from the audit committee, board of directors and shareholders for certain related party transactions, we cannot assure you that such transactions, individually or in the aggregate, will not have an adverse effect on business and financial results, including because of potential conflicts of interest or otherwise. However, our Company shall follow the provisions as laid down under Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

17. ***One of our group company had negative net worth in the financial years ended on March 31, 2017, 2016 and 2015.***

One of our group company, Vacline Technologies Private Limited had negative net worth of Rs. (12.71) Lakhs, Rs. (13.37) Lakhs and Rs. (14.99) Lakhs for the financial years ended on March 31, 2017, 2016 and 2015, respectively because of previous carry forward losses. For further details regarding the performance of our group companies, please refer the chapter titled "Our Group Entities" beginning on page 150 of this Draft Prospectus.

18. ***We are susceptible to the risk of potential losses in the event fire breaks out in our factory.***

The material and components that we use for manufacturing our products and process we use for manufacture is vulnerable to fire. In the wake of any blaze or fire-breakout in our factory due to short circuit or otherwise, it may potentially cripple our operations as has happened in the past. This may lead to loss of revenue and profits. However, we have now installed adequate fire-fighting equipment and security systems available to thwart any such fire.

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

Under the provisions of Companies Act, forms are required to be filed within prescribed timelines. In the past our Company has exceeded such timeline for filing the forms and has paid additional fees. If our company fails to comply with the provisions for filing of forms under the provisions of the Companies Act, then the company and/or every officer of the company who is in default is punishable with fine.

Below are the details of forms filed late since inception:

Sr. No.	Particulars of Forms	Status
1.	Form CHG-1	Filed with Additional Fees
2.	Annual Filing for F.Y. 2015-16	Filed with Additional Fees
3.	ADT-1	Filed with Additional Fees
4.	Form CHG-1	Filed with Additional Fees
5.	Form PAS-3	Filed with Additional Fees
6.	Form CHG-1	Filed with Additional Fees
7.	Annual Filing for F.Y. 2016-17	Filed with Additional Fees
8.	Form PAS-3	Filed with Additional Fees

20. There is discrepancy noticed in some of our corporate records relating to forms filed with the Registrar of Companies.
Tranfer details pertaining to financial year 2015-2016 & 2016-17 as not reported in Annual Return. The details are as below:

1. Mr. Aditya Gupta

Date of Allotment/ Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price (Rs.)	Nature of Transactions	Pre-issue shareholding %	Post- issue shareholding %	No. of Shares Pledged	% of Shares Pledged
July 15, 2015	(50)	10	Nil	Transfer	0.00	0.00	0	0.00
September 05, 2016	(999)	10	Nil	Transfer	(0.01)	(0.01)	0	0.00

2. Mrs. Karuna Chhabra

Date of Allotment/ Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price (Rs.)	Nature of Transactions	Pre-issue shareholding %	Post- issue shareholding %	No. of Shares Pledged	% of Shares Pledged
July 15, 2015	50	10	Nil	Transfer	0.00	0.00	0	0.00
September 05, 2016	999	10	Nil	Transfer	0.01	0.01	0	0.00

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

Our Company had negative cash flows from our operating as well as investing activities in some of the

previous year(s) as per the Restated Financial Statements and the same are summarized as under:

(Rs. in Lakhs)

Particulars	As on March 31,			
	2018	2017	2016	2015
Cash Flow from/ (used in) Operating Activities	(659.21)	(48.12)	(451.79)	0.05
Cash Flow from/ (used in) Investing Activities	(23.57)	(15.39)	(25.22)	-

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 flow in future, it may adversely affect our business and financial operations.

22. ***Our Company's failure to maintain the quality standards of the products could adversely impact our business, results of operations and financial condition.***

We have put in place strict quality control procedures as required by our licensed brands but we cannot assure that our products will always be able to satisfy our customers/customer's quality standards. Any negative publicity regarding our Company, or products, including those arising from any deterioration in quality of our products from our vendors, or any other unforeseen events could adversely affect our reputation and our operations. Introduction of new products or for any other reason, any failure on our part to meet their expectation could adversely affect our business, result of operations and financial condition.

23. ***Failure to manage our inventory could have an adverse effect on our sales, profitability, cash flow and liquidity.***

The results of operations of our business are dependent on our ability to effectively manage our inventories and stocks. For the Fiscal Years ended 2017-18, 2016-17 & 2015-16, our inventories were Rs. 1,735.84 Lakhs, Rs. 835.20 Lakhs & Rs. 215.75 Lakhs, respectively, which constituted 27.83%, 23.45% & 8.64% respectively of our total revenues for the same periods respectively, as per restated financial statements. This indicates that our inventory levels have increased due to increase in operations. Hence to effectively manage our inventory, we must be able to accurately estimate customer demand and our supply requirements and manufacture/import inventory accordingly. If we misjudge expected customer demand it could adversely impact the results by causing either a shortage of products or an accumulation of excess inventory. Further, if we fail to sell the inventory we manufacture, we may be required to write-down our inventory or create additional vendor financing, which could have an adverse impact on our income and cash flows. However, we closely monitor our inventories and any product which becomes slow moving, we try to sell at discounted prices so as to liquidate inventory.

24. ***We have not made any alternate arrangements for meeting our working capital requirements for the Objects of the Issue. Further we have not identified any alternate source of financing the "Objects of the Issue". 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 working capital requirements for the Objects of the Issue. Further, we have not identified any alternate source of working capital funding and hence any failure or delay on our part to raise money from this issue or any shortfall in the issue proceeds could adversely affect our growth plans. We meet our working capital requirements through our owned funds, internal accruals and debt. Any shortfall in our net owned funds, internal accruals and our inability to raise debt would result in us being unable to meet our working capital requirements, which in turn will negatively affect our financial condition and results of operations. For further details please refer to the chapter titled "Objects of the Issue" beginning on page 83 of this Draft Prospectus.

25. ***We face competition in our business from domestic & international competitors. Such competition may***

have an adverse impact on our business and financial performance.

We face competition in our product categories and markets in which we operate. We compete with other international and national brands which own and operate well-known brands of good quality goods and may have greater financial resources and negotiation power with suppliers, vendors and other intermediaries than we do. Our Competitors may succeed in developing products that are more effective, more popular or cheaper than any we may develop, which may render our products obsolete or uncompetitive and adversely affect our business and financial results. Some of our competitors may have greater financial resources, better distribution network, technical and marketing resources and generate greater revenues, and therefore may be able to respond better to market changes than we can. Competition may result in pricing pressures, reduced profit margins or lost market share or a failure to grow our market share. 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. However, we believe that we compete primarily on the basis of our brand image, price, innovative design, product assortment and reputation for quality.

26. A shortage or non-availability of electricity may adversely affect our manufacturing operations and have an adverse effect on our business, results of operations and financial condition

Our manufacturing operations require a sustained supply of electricity which is met by Paschimanchal Vidyut Vitran Nigam Limited. In the event there is any disruption of power supply for long from them, the same could result in disruption of our manufacturing process which may adversely affect our results of operations and financial condition of the company. However there have been no such instances of long outages in the past few years and as precautionary measures we have installed generators to support our manufacturing activities in case of shortage of power supply.

27. Within the parameters as mentioned in the chapter titled 'Objects of this Issue' beginning on page 83 of this Draft Prospectus, the fund requirement and deployment mentioned in the Objects of this Issue have not been appraised by any bank or financial institution.

The fund requirement and deployment, as mentioned in the "Objects of the Issue" on page 83 of the Draft Prospectus is based on the estimates of our management and has not been appraised by any bank or financial institution or any other independent agency. These fund requirements are based on our current business plan and order position. We cannot assure that the current business plan will be implemented or order shall be executed in its entirety or at all. In view of the highly competitive and dynamic nature of our business, we may have to revise our business plan from time to time and consequently these fund requirements. The deployment of the funds as stated under chapter "Objects of the Issue" is at the discretion of our Board of Directors and is not subject to monitoring by any external independent agency.

28. Any variation in the utilization of the Net Proceeds or in the terms of any contract as disclosed in this Draft Prospectus would be subject to certain compliance requirements, including prior shareholders' approval.

We propose to utilize the Net Proceeds as stated under section titled "Objects of the Issue". For further details of the proposed objects of the Issue, please refer to section titled "Objects of the Issue" beginning on page 83 of this Draft Prospectus. At this stage, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Section 27 of the Companies Act, 2013, we cannot undertake any variation in the utilization of the Net Proceeds or in the terms of any contract as disclosed in this Draft Prospectus without obtaining the shareholders' approval, through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilization of the Net Proceeds, we may not be able to obtain the shareholders' approval in a timely manner, or at all. Any delay or in ability in obtaining such shareholders' approval may adversely affect our business or operations.

Further, our Promoters or controlling shareholders would be required to provide an exit opportunity to the shareholders who do not agree with our proposal to change the objects of the Issue or vary the terms of such contracts, at a price and manner as prescribed by SEBI. Additionally, the requirement on Promoters or controlling shareholders to provide an exit opportunity to such dissenting shareholders may deter the Promoters or controlling shareholders from agreeing to the variation of the proposed utilization of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoters or the controlling shareholders of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by SEBI.

In light of these factors, we may not be able to undertake variation of objects of the Issue to use any unutilized proceeds of the Fresh Issue, if any, or vary the terms of any contract referred to in this Draft Prospectus, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilized portion of Net Proceeds, if any, or varying the terms of contract, which may adversely affect our business and results of operations.

29. ***Orders placed by customers may be delayed, modified, cancelled or not fully paid by our customers, which may have an adverse effect on our business, financial condition and results of operations.***

We may encounter problems in executing the orders in relation to our products or executing it on a timely basis. Moreover, factors beyond our control or the control of our customers may result in the postponement of the delivery of products or cause its cancellation. Accordingly, it is difficult to predict with certainty that, when, and to what extent we may be able to deliver the orders placed. Further, we may be bound to certain terms in the contracts entered with the customers any non-adherence to the same may lead to breach of the contract, which may subject us to penalties and liquidated damages. Any failure to adhere to the conditions which may be beyond our control may subject us to liquidated damages which could have an effect on the result of operation and cash flow. However, we have always followed policy of timely delivery of goods, execution of orders and ensuring customer satisfaction.

30. ***The average cost of acquisition of Equity shares by our Promoters is lower than the issue price.***

Our promoters' average cost of acquisition of Equity shares in our Company is lower than the Issue Price of Equity Shares. For further details regarding average cost of acquisition of equity shares by our promoters in our Company, please refer to the chapter titled "Capital Structure" beginning on page 57 of this Draft Prospectus.

Average cost of acquisition of equity shares by our promoters is as follows:

Name of the Promoters	No. of shares held	Average cost of Acquisition
Mr. Aditya Gupta	29,04,172	1.72
Mrs. Karuna Chhabra	29,62,228	1.72
Mr. Nitin Chhabra	400	0.00

31. ***Continued operations of our manufacturing facilities are critical to our business and any disruption in the operation of our manufacturing facilities may have a material adverse effect on our sales, results of operations and financial condition.***

Our manufacturing facilities are subject to operating risks, such as break-down, obsolescence or failure of machinery, disruption in power supply or processes, performance below expected levels of efficiency, labour disputes, natural disasters and statutory and regulatory restrictions. Improper usage of machinery, handling of materials by labour during production process or otherwise, lifting of materials by humans etc. may result in accidents which could cause injury to our labour, employees, other persons on the site and could also damage our properties there by affecting our operations. This may lead to delay and disruption

in our production process that could have an adverse impact on our sales, results of operations and financial conditions.

32. Our operations may be adversely affected in case of industrial accidents at our production facility.

Handling of materials by labour during production process or otherwise, lifting of materials by humans, heat process, etc. may result in accidents which could cause injury to our labour, employees, other persons on the site and could also damage our properties there by affecting our operations. Occurrence of accidents could hamper our production and consequently affect our profitability.

33. 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 business risks or losses, including regulatory sanctions and serious harm to our reputation. There can be no assurance that we will be able to detect or deter such misconduct. Moreover, the precautions we take to prevent and detect such activity may not be effective in all cases. Our employees 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.

34. We have to update the name of our company in some of the statutory approvals and certificates due to the conversion of our Company.

Some of our statutory approvals and certificates are in the name of Powerful Technologies Private Limited. Since our company was converted into a public limited company pursuant to shareholder's resolution dated February 12, 2018 and fresh certificate of incorporation dated February 28, 2018 we have to update the name Powerful Technologies Limited on the statutory approvals and certificates. We cannot ensure that we will be able to update the said documents in a timely manner.

35. In case of our inability to obtain, renew or maintain the statutory and regulatory licenses, permits and approvals required to operate our business it may have a material adverse effect on our business.

We require certain statutory and regulatory permits, licenses and approvals to operate our business. Though we believe that we have obtained those permits and licenses which are adequate to run our business, there is no assurance that there are no other statutory/regulatory requirements which we are required to comply with. Some of the approvals are granted for a fixed period of time and need renewal from time to time. We are required to renew such permits, licenses and approvals. Further, certain licenses and registrations obtained by our Company contain certain terms and conditions, which are required to be complied with. Any default by our Company in complying with the same, may result in inter alia the cancellation of such licenses, consents, authorizations and/or registrations, which may adversely affect our operations. There can be no assurance that the relevant authorities will issue or renew any of such permits or approvals in time or at all. Failure to renew, maintain or obtain the required permits or approvals in time may result in the interruption of our operations and may have a material adverse effect on our business. For further details, please refer to section titled "Government and Other Statutory Approvals" beginning on page 206 of this Draft Prospectus.

36. If we are unable to raise additional capital, our business prospects could be adversely affected.

We intend to fund our development plans through our internal accruals, borrowings and capital. We will continue to incur significant expenditure in maintaining and growing our existing manufacturing infrastructure. We cannot assure you that we will have sufficient capital resources for our current operations or any future expansion plans that we may have. While we expect our internal accruals and cash flow from operations to be adequate to fund our existing commitments, our ability to incur any future borrowings is

dependent upon the success of our operations. Additionally, the inability to obtain sufficient financing could adversely affect our ability to complete expansion plans. Our ability to arrange financing and the costs of capital of such financing are dependent on numerous factors, including general economic and capital market conditions, credit availability from banks, investor confidence, the continued success of our operations and other laws that are conducive to our raising capital in this manner. If we decide to meet our capital requirements through debt financing, we may be subject to certain restrictive covenants. If we are unable to raise adequate capital in a timely manner and on favorable terms, or at all, our business, results of operations, cash flows and financial condition could be adversely affected.

37. ***Our indebtedness and the restrictive covenants imposed upon us in certain debt facilities could restrict our ability to conduct our business and grow our operations, which would adversely affect our financial condition and results of operations.***

As the date of draft prospectus, we have sanction limit fund based and non-fund-based limits of Rs. 750.00 Lakhs from Dena Bank apart from Term Loans. The agreements governing our existing indebtedness contain restrictions and limitations. There can be no assurance that our Company has, and will, at all times have, complied with all of the terms of the said financing documents. Any failure to comply with the financial or other covenants or obtain the consents necessary to take the actions may affect our business and operations. Further, any failure to service our Company's indebtedness and/or to comply with all of the terms of the said financing documents could have an adverse effect on the operations and/or profitability of our Company. However, we have always maintained financial discipline with Banks and there is no instance of not meeting financial obligations or non-compliance with the terms and condition as on the date of this Draft Prospectus. For further details on restrictive covenants, please refer to the chapter titled "Financial Indebtedness" beginning on page 200 of this Draft Prospectus.

38. ***Loans availed by our Company have been secured on personal guarantees of our Promoter and Promoter Group members. Our business, financial condition, results of operations, cash flows and prospects may be adversely affected in case of invocation of any personal guarantees or collateral securities provided by our Promoters and Promoter Group.***

Our Promoters and Promoter Group has provided personal guarantees as security to secure our existing borrowings taken from Dena Bank and may continue to provide such guarantees and other security post listing. In case of a default under our loan agreements, any of the personal guarantees provided by our Promoters/Promoter Group/ Third Party may be invoked and/ or the security may also be enforced, which could negatively impact the reputation and net worth of the Promoters. Also, we may face certain impediments in taking decisions in relation to our Company, which in turn would result in a material adverse effect on our financial condition, business, results of operations and prospects and would negatively impact our reputation. In addition, our Promoters and Promoter Group may be required to liquidate their shareholding in our Company to settle the claims of the lenders, thereby diluting their shareholding in our Company. We may also not be successful in procuring alternate guarantees/ alternate security satisfactory to the lenders, as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect our financial condition and cash flows. However, we have following policy of complying with all terms and conditions of loan agreements and we ensure timely compliance of its terms. For further details regarding loans availed by our Company, please refer "Statement of Financial Indebtedness" on page 200 of this Draft Prospectus.

39. ***The rate of interest for the loans obtained by us from the bank is variable and any increase in interest rates may adversely affect our results of operations and financial condition.***

Our Company is susceptible to changes in interest rates and the risks arising there from. Our sanction letters provide for interest at variable rates with a provision for the periodic resetting of interest rates. Further the lenders are entitled to change the applicable rate of interest, which is a combination of a base rate that depends upon the policies of the RBI and a contractually agreed spread, and in the event of an adverse change in our Company's credit risk rating. As such, any increase in interest rates may have an adverse effect on our business, results of operations, cash flows and financial condition.

40. ***Dependence on the smooth supply and transportation of our products. Supply and transportation are subject to various uncertainties and risks, and delays in delivery or non-delivery may result in rejected or discounted deliveries.***

We depend on transportation services to deliver our products. We rely on third parties to provide such services. Disruptions of transportation services because of weather related problems, strikes, lock-outs, inadequacies in road infrastructure or other events could impair our ability to supply our products to our customers. There is no assurance that such disruptions will not occur in the future. Any such disruptions could materially adversely affect our business, financial condition and results of operations.

41. ***Our Company has contingent liabilities which if materialized may adversely affect the financial position of the Company.***

As on March 31, 2018 our Company has contingent liabilities of Rs. 1479.22 Lakhs as follows:

(Rs. in Lakhs)

Particulars	Amount as on March 31, 2018
Corporate Guarantees given for associate company's banking limits	1478.78
TDS Demand	0.44
Total	**1479.22**

The said contingent liabilities if materialized may adversely affect the financial position of our Company.

42. ***In addition to normal remuneration, other benefits and reimbursement of expenses some of our Directors (including our Promoters) and Key Management Personnel are interested in our Company to the extent of their shareholding and dividend entitlement in our Company.***

Some of our Directors (including our Promoters) and Key Management Personnel are interested in our Company to the extent of their shareholding and dividend entitlement in our Company, in addition to normal remuneration or benefits and reimbursement of expenses. We cannot assure you that our Directors or our Key Management Personnel would always exercise their rights as Shareholders to the benefit and best interest of our Company. As a result, our Directors will continue to exercise significant control over our Company, including being able to control the composition of our board of directors and determine decisions requiring simple or special majority voting, and our other Shareholders may be unable to affect the outcome of such voting. Our Directors may take or block actions with respect to our business, which may conflict with our best interests or the interests of other minority Shareholders, such as actions with respect to future capital raising or acquisitions. We cannot assure you that our Directors will always act to resolve any conflicts of interest in our favour, thereby adversely affecting our business and results of operations and prospects.

43. ***Our success depends largely upon the services of our Management and other Key Managerial Personnel and our ability to retain them. Our inability to attract and retain key managerial personnel may adversely affect the operations of our Company.***

Our Company and our Promoters have built relations with suppliers, customers and other persons who are connected with our business. Further, our Key Managerial Personal also possesses the requisite domain knowledge to provide quality products and services to our customers. Accordingly, our Company's performance is dependent upon the services of our Promoters and other Key Managerial Personnel. Our future performance will, therefore, depend upon the continued services of these persons. 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.

44. Our Key Management Personnel are associated with our Company for less than one year.

Our Key Management Personnel i.e. Chief Financial Officer and Company Secretary are associated with the Company for a period of less than one year. However, our Chief Financial Officer has been associated with our Company since incorporation in different capacities. For details of Key Management Personnel and their appointment, please refer to chapter "Our Management" beginning on page 131 of this Draft Prospectus.

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

We have not independently verified data from the Industry and related data contained in this Draft Prospectus and although we believe the sources mentioned in the report to be reliable, we cannot assure you that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regards to other countries. Therefore, discussions of matters relating to India, its economy or the industries in which we operate that is included herein are subject to the caveat that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete, inaccurate or unreliable. Due to incorrect or ineffective data 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 elsewhere and should not be unduly relied upon. Further, we cannot assure you that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

46. Our insurance coverage may not be sufficient or may not adequately protect us against all material hazards, which may adversely affect our business, results of operations and financial condition.

We have taken insurance which may not be adequate enough for covering the entire future unforeseen liabilities that might occur in the normal course of business. There can be no assurance that any claim under the insurance policies maintained by us will be honored fully, in part or on time by the insurers. In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at acceptable cost or at all. To the extent that we suffer loss or damage for which we did not obtain or maintain insurance, and which is not covered by insurance, exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, cash flows and financial performance could be adversely affected. For further details on insurance arrangements, see the section titled "*Our Business*" on page 101 of this Draft Prospectus.

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

Our Company is engaged in business of manufacturing of LED TV, Computer monitors, Adaptors and Power Banks, which attracts/attracted tax liability such as Customs duty, Excise, VAT, GST, Income Tax, as per the applicable provisions of Law. We are also subject to the labour laws like depositing of contributions with Provident Fund, ESIC etc. Though, we have deposited the required returns under various applicable Acts but any demand or penalty raised by the concerned authority in future for any previous year and current year will affect the financial position of our Company.

48. Our Promoters and the members of our Promoters Group will continue to retain significant control in the Company after the Issue, which will enable them to influence the outcome of matters submitted to shareholders for approval. Our Promoters and the members of our Promoter Group may have interests that are adverse to the interests of our other shareholders and may take positions with which our other shareholders do not agree.

As the date of Draft Prospectus, our Promoters and the members of our Promoter Group hold 79.67% equity share capital of the Company. After completion of the Issue, our Promoters and the members of our Promoter Group will hold 58.53% of the equity shares capital of the Company and continue to retain a significant control of our Company. As a result, our Promoters and our Promoter Group will have the ability to control our business, including matters relating to any sale of all or substantially all of our assets, the timing and distribution of dividends and the election or termination of appointment of our officers and directors. This control could delay, defer or prevent a change in control of the Company, impede a merger, consolidation, takeover or other business combination involving the Company, or discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of the Company even if it is in the Company's best interest. In addition, for so long as our Promoters and the members of our Promoter Group continue to exercise significant control over the Company they may influence the material policies of the Company in a manner that could conflict with the interests of our other shareholders. Our Promoters and the members of our Promoter Group may have interests that are adverse to the interests of our other shareholders and may take positions with which our other shareholders do not agree.

II. Risk related to this Issue and our Equity Shares

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

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

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

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

B. EXTERNAL RISK FACTORS

50. Natural calamities and force majeure events may have an adverse impact on our business.

Natural disasters may cause significant interruption to our operations, and damage to the environment that could have a material adverse impact on us. The extent and severity of these natural disasters determines their impact on the Indian economy. Prolonged spells of deficient or abnormal rainfall and other natural calamities could have an adverse impact on the Indian economy, which could adversely affect our business and results of operations.

51. The Issue Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Issue.

The Issue Price of the Equity Shares will be determined by our Company in consultation with the LM and will be based on numerous factors. For further information, see the section titled *"Basis for Issue Price"* on page 88 of this Draft Prospectus. The Issue Price may not be indicative of the market price for the Equity Shares after the Issue. The market price of the Equity Shares could be subject to significant fluctuations after the Issue and may decline below the Issue Price. There can be no assurances that applicants who are allotted Equity Shares through the Issue will be able to resell their Equity Shares at or above the Issue Price.

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

Under current Indian tax laws, capital gains arising from the sale of equity shares within 12 months in an Indian company are classified as short term capital gains and generally taxable. Any gain realized on the sale of listed equity shares on a stock exchange that are held for more than 12 months is considered as long term capital gains and is taxable at 10%, in excess of Rs. 1,00,000. Any long term gain realized on the sale of equity shares, which are sold other than on a recognized stock exchange and on which no STT has been paid, is also subject to tax in India. Capital gains arising from the sale of equity shares are exempt from taxation in India where an exemption from taxation in India is provided under a treaty between India and the country of which the seller is 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 to pay tax in India as well as in their own jurisdiction on a gain on the sale of equity shares.

53. We have not prepared, and currently do not intend to prepare, our financial statements in accordance with the International Financial Reporting Standards ("IFRS"). Our transition to IFRS reporting could have a material adverse effect on our reported results of operations or financial condition.

Public companies in India, including us, may be required to prepare annual and interim financial statements under IFRS in accordance with the roadmap for convergence with IFRS announced by the Ministry of Corporate Affairs, Government of India through a press note dated January 22, 2010 (the "IFRS Convergence Note"). The Ministry of Corporate Affairs by a press release dated February 25, 2011 has notified that 35 Indian Accounting Standards are to be converged with IFRS. The date of -implementation of such converged Indian accounting standards has not yet been determined. Our financial condition, results of operations, cash flows or changes in shareholders' equity may appear materially different under IFRS than under Indian GAAP or our adoption of converged Indian Accounting Standards may adversely affect our reported results of operations or financial condition. This may have a material adverse effect on the amount of income recognized during that period and in the corresponding (restated) period in the comparative Fiscal/period.

54. Political instability or changes in the Government could adversely affect economic conditions in India generally and our business in particular.

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. Elimination or substantial change of policies or the introduction of policies that negatively affect the Company's business could cause its results of operations to suffer. Any significant change in India's economic policies could disrupt business and economic conditions in India generally and the Company's business in particular.

55. 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.

56. 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.

57. 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 Mumbai terrorist attacks 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.

58. Investors may be adversely affected due to retrospective tax law changes made by the GoI affecting us.

Certain recent changes to the Income Tax Act provide that income arising directly or indirectly through the sale of a capital asset of an offshore company, including shares, will be subject to tax in India, if such shares derive indirectly or directly their value substantially from assets located in India. The term "substantially" has not been defined under the Income Tax Act and therefore, the applicability and implications of these changes are largely unclear. Due to these recent changes, investors may be subject to Indian income taxes on the income arising directly or indirectly through the sale of the Equity Shares. In the past, there have been instances where changes in the Income Tax Act have been made retrospectively and to that extent, there cannot be an assurance that such retrospective changes will not happen again.

PROMINENT NOTES

a) The Public Issue of 26,56,000 Equity Shares of face value of Rs. 10/- each fully paid for cash at a price of Rs. 51/- per Equity Share aggregating Rs. 1354.56 Lakhs ("the Issue"). Issue of Equity Shares will constitute 26.50% of the fully diluted Post-Issue paid up capital of our Company. For more information, please refer to chapter titled "The Issue" on page 48 of this Draft Prospectus.

b) The net worth of our Company is Rs. 1260.27 Lakhs, Rs. 160.02 Lakhs and Rs. 114.37 Lakhs as on March 31, 2018, 2017 and March 31, 2016 respectively. The book value of each Equity Share is Rs. 17.11, Rs. 2.72 and Rs. 2.04 as on March 31, 2018, 2017 and 2016 respectively as per the audited restated financial statements of our Company. For more information, please refer to section titled "Financial Statements" beginning on page 157 of this Draft Prospectus.

c) The average cost of acquisition of per Equity Shares by our Promoters, which has been calculated by taking the average amount paid by them to acquire our Equity Shares, is as follows:

Name of the Promoters	No. of Shares held	Average cost of Acquisition (in Rs.)
Mr. Aditya Gupta	29,04,172	1.72
Mrs. Karuna Chhabra	29,62,228	1.72
Mr. Nitin Chhabra	400	0.00

d) For details of Related Party Transactions entered into by our Company, please refer to the chapter titled "Related *Party Transactions*" beginning on page 155 of this Draft Prospectus.

e) Except as disclosed in the chapter titled "*Capital Structure*", "*Our Promoters and Promoter Group*" and "*Our Management*" beginning on page 57, 145 and 131 respectively, of this Draft Prospectus, none of our Promoters, Directors or Key Management Personnel have any interest in our Company.

f) Except as disclosed in the chapter titled "*Capital Structure*" beginning on page 57 of this Draft Prospectus, we have not issued any Equity Shares for consideration other than cash.

g) Investors may contact the LM or the Compliance Officer for any clarification / complaint or information relating to the Issue, which shall be made available by the LM and our Company to the investors at large. No selective or additional information will be available for a section of investors in any manner whatsoever. For contact details of the LM and the Compliance Officer, please refer to the chapter titled "*General Information*" beginning on page 49 of this Draft Prospectus.

h) Investors are advised to refer to chapter titled "*Basis for Issue Price*" on page 88 of this Draft Prospectus.

i) Trading and Allotment in Equity Shares for all investors shall be in dematerialized form only.

j) There are no financing arrangements whereby the Promoter Group, the Directors of our Company who are the Promoters of our Company, the Independent 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 this Draft Prospectus.

k) Except as stated in the chapter titled "*Our Group Entities*" beginning on page 150 and chapter titled "Related Party Transactions" beginning on page 155 of this Draft Prospectus, our Group Entities have no business interest or other interest in our Company.

l) Investors may note that in case of over-subscription in the Issue, allotment to Retail applicants and other applicants shall be on a proportionate basis. For more information, please refer to the chapter titled "Issue Structure" beginning on page 224 of this Draft Prospectus.

SECTION III – INTRODUCTION

SUMMARY OF OUR INDUSTRY

OVERVIEW OF INDIAN ECONOMY

India's diverse economy encompasses traditional village farming, modern agriculture, handicrafts, a wide range of modern industries, and a multitude of services. Slightly less than half of the work force is in agriculture, but services are the major source of economic growth, accounting for nearly two-thirds of India's output but employing less than one-third of its labour force. India has capitalized on its large educated English-speaking population to become a major exporter of information technology services, business outsourcing services, and software workers.

Thus, the country is attracting many global majors for strategic investments owing to the presence of vast range of industries, investment avenues and a supportive government. Huge population, mostly comprising the youth, is a strong driver for demand and an ample source of manpower.

With 1.33 billion people and the world's fourth-largest economy, India's recent growth and development has been one of the most significant achievements of our times. Over the six and half decades since independence, the country has brought about a landmark agricultural revolution that has transformed the nation from chronic dependence on grain imports into a global agricultural powerhouse that is now a net exporter of food. Life expectancy has more than doubled, literacy rates have quadrupled, health conditions have improved, and a sizeable middle class has emerged. India is now home to globally recognized companies in pharmaceuticals and steel and information and space technologies, and a growing voice on the international stage that is more in keeping with its enormous size and potential.

GDP and Other Indicators

India's gross domestic product (GDP) at constant prices grew by 7.2 per cent in September-December 2017 quarter as per the Central Statistics Organisation (CSO). Corporate earnings in India are expected to grow by 15-20 per cent in FY 2018-19 supported by recovery in capital expenditure, according to JM Financial.

The tax collection figures between April 2017- February 2018 show an increase in net direct taxes by 19.5 per cent year-on-year and an increase in net indirect taxes by 22.2 per cent year-on-year.

India has retained its position as the third largest startup base in the world with over 4,750 technology startups, with about 1,400 new start-ups being founded in 2016, according to a report by NASSCOM.

India's labour force is expected to touch 160-170 million by 2020, based on rate of population growth, increased labour force participation, and higher education enrolment, among other factors, according to a study by ASSOCHAM and Thought Arbitrage Research Institute.

India's foreign exchange reserves were US$ 422.53 billion in the week up to March 23, 2018, according to data from the RBI.

(Source: https://www.ibef.org)

Source RBI

INDUSTRY OVERVIEW

Consumer Durables / Electronics

India is becoming home to a growing middle-class population. Increasing disposable income has led to increased consumer demand for electronics products especially advanced TVs, mobile phones, and computers. This surge is huge which shows a positive outlook for the industry.

Consumer durables/light electricals market in India increased at 11% CAGR between FY12-17 to reach Rs 1.4 trillion (US$ 21.70 billion).The industry is expected to grow at 13% CAGR and reach Rs 3 trillion (US$ 46.54 billion) by 2020. Urban markets account for the major share (65%) of total revenues in the consumer durables sector in India. There is a lot of scope for growth from rural markets with consumption expected to grow in these areas as penetration of brands increases. Consumer electronics exports from India reached US$ 270.08 million during April-December 2017. Also demand for durables like refrigerators as well as consumer electronic goods are likely to witness growing demand in the coming years in the rural markets as the government plans to invest significantly in rural electrification.

Growing awareness, easier access, and changing lifestyles have been the key growth drivers for the consumer market. The Government of India's policies and regulatory frameworks such as relaxation of license rules and approval of 51% foreign direct investment (FDI) in multi-brand and 100% in single-brand retail are some of the major growth drivers for the consumer market.

https://www.ibef.org/download/Consumer-Durables-February-2018.pdf

Power Bank Market

The power bank market is expected to grow at a CAGR of 21.22% between 2017 and 2022 and is likely to be valued at USD 25.16 billion by 2022. The key driving factors for the growth of the market include the increasing usage of electronic devices such as smartphones and tablets, technological advancements, and electric outage in certain countries. However, the major restraining factors for the growth of this market are improvement in the battery capacity of electronic devices and increasing adoption of wireless charging technology in consumer electronic devices.

The market for power banks with a capacity range of 12500-15499mAh is expected to grow at a high rate between 2017 and 2022. The increased battery capacity of mobile devices and laptops require high capacity power banks to recharge these devices; this is expected to drive the growth of the market.

Smartphones hold the largest size of the power bank market; the market for smartphones is expected to grow at a high rate between 2017 and 2022. The increasing penetration of smartphones, along with the extensive use of Internet services, is draining the battery power of smartphones rapidly. Hence, the demand for power banks to run smartphones for a longer duration is increasing in the market.

The market for power banks in Europe is expected to grow at a high rate between 2017 and 2022. The manufacturers in Europe are continuously seeking for new growth opportunities by focusing on new technological developments in the power bank market. In addition, the presence of a large number of techno savvy consumers with high disposable income contributes to the growth of the power bank market in Europe.

The key players operating in the power bank market include Beijing Xiaomi Technology Co., Ltd. (China), Lenovo Group Ltd. (China), Microsoft Corp. (US), Panasonic Corp. (Japan), Sony Corp. (Japan), ADATA Technology Co., Ltd. (Taiwan), AsusTek Computer Inc. (Taiwan), Ambrane India Pvt. Ltd. (India), Anker Technology Co. Ltd. (US), Intex Technologies (India), OnePlus Technology (Shenzhen) Co., Ltd. (China), and uNu Electronics Inc. (US) Ltd. (India).

Consumer Electronics (TV Segment)

India's electronics market stood at Rs 6500 billion in FY17. The consumer electronics market is estimated to be between Rs 750-800 billion. The television market forms about 25% the major component of the consumer electronics market, it is estimated that the TV market is between Rs 650-700 billion. India has the world's third largest TV industry. It has grown at 12% CAGR over FY09-16 period, it is expected that the TV industry will grow at 15% CAGR over the next 3 years and stand at Rs 1000 billion. Penetration of TVs per 1000 population in India stands at 179, this is in comparison to 856 and 772 per 1000 in USA and China. The average penetration of TV sets per 1000 in the world is 538. There is immense scope of increase in TV penetration levels in India. Technological developments in the TV industry have led to the replacement of cathode ray tube display TVs (CRT) to flat panel displays like plasma, LCD and recently LED TVs. Major TV players like LG, Samsung, Sony are introducing new technologies like curved panel display, OLEDs and 3D televisions in the market. The Indian TV market is 12 Mn units and is growing by 17%. Majority of the sales are in flat panel display category with CRTs having a negligible share. It is expected going forward that CRT display TVs will be totally replaced by flat panel display TVs. Major tilt is also seen towards LED TVs as price differential between LCD and LED TVs is narrowing. Some of the major players have stopped production of LCDs and are concentrating on LED and smart TVs. 60% of sales in the flat panel segment are in the 32+ inch category. This is the fastest growing category in the TV market. TVs in the less than 32inch category are losing market share. Major sales of TVs come from north and west India. Samsung, LG and Sony are the market leaders in the TV market with combined market share of 70%. Samsung is the leader with 27% followed by LG and Sony which have market shares of 25% and 18% respectively. Global giants are facing competition from home grown Indian companies like VU technologies, Intex and Micromax. These companies target tier 2 & 3 towns, sell their products at 30-35% discount to international brands, and have tie ups with e-commerce players to sell their products. The three players combined have a market share of 20% of the flat panel display market.

SUMMARY OF OUR BUSINESS

BACKGROUND

Our Company was incorporated in February 2015 by Mrs. Karuna Chhabra and Mr. Aditya Gupta as our initial subscribers and promoters. Our Company was promoted as an independent manufacturing unit after the initial success of our promoter's business enterprise Pioneer Computronix Private Limited in 2011, predominantly a trading company, dealing IT products and computer peripherals like key boards, mouse, power supply, mother boards, batteries etc. For further details please refer to the chapter titled "Our Group Entities" beginning on page 150 of this Draft Prospectus. Our Company manufactures/assembles LED TVs, LED monitors and Power Banks under "Made in India" concept with an aim to turn the country into a global manufacturing hub with world class technology, nominal cost and excellence service. With this venture, our promoters moved from virtual manufacturing in their earlier company to actual manufacturing currently.

Our Promoters Mr. Aditya Gupta, Mrs. Karuna Chhabra and Mr. Nitin Chhabra have an experience of about 15 years each in IT and Electronics industry. They have been the guiding force to take timely decisions and have served as an invaluable mentor for strategy formulation for our Company. For the detailed information regarding experience of our promoters, refer to "Our Promoters" beginning on page 145 of this Draft Prospectus.

OVERVIEW

Our company was formed to focus exclusively on consumer electronics products like LED TVs & mobile power banks and IT hardware products like LED monitors. Our Company is into manufacturing of LED TV, LED monitors and mobile power banks. Our first shipment for mobile adapter has recently been delivered to our distributors under "Powereye" brand. Our manufacturing unit was set up in Noida, which has been a hub for IT and consumer electronics products.

Initially, we started selling our products under brand names "Powereye" and "Lappy Master" and also used to make power banks for other brands. After getting approval from American brands Kodak and Polaroid in year 2016-17 to manufacturer mobile power banks and LED TVs respectively, our company scaled up its volumes over last one year from these brands. The company is authorized licensee for Polariod LED TVs and LED Monitors and Kodak Power banks in India. Our Company is also trading in mobile power banks and LED TVs as and when demand is more than supply.

We believe that our Company follows Good manufacturing practices required to conform to the guidelines recommended by our licensing brands that control the authorization and licensing of the products which we manufacture and sell in their brand name. We try to assure that our products are consistently high in quality and durability for their intended use. We believe that we have advanced manufacturing facility, which enables us to maintain the quality of the products which, we abide by the norms and guidelines of international quality. It is the diligent efforts of our personnel, that we have been able to streamline our business operations. Furthermore, we pay extreme attention to the warehousing and packaging of our products. Owing to our earnest efforts, we have been able to garner a niche clientele across the domestic market.

Our Company is fully committed towards delivering products that will not only meet the expectations of the customers but exceed them as well to add a smile on their faces to maintain the winning edge over its competitors.

We believe that over a period of time, we have emerged as a significant constituent of the Indian IT and Communications Industry, selling a wide range of products. Moreover, we offer customization to our customers at market leading prices. We have been successfully in creating very handy and affordable products range by deep research & development. We believe that we maintain a broad distribution network throughout the nation providing unmatched products with advanced quality at the lowest possible price. Further, the focus of our company has been to sell our products online. With the recent tie-up of our company with Appraio Retail Pvt. Ltd, a JV of Amazon Asia and Patni group as also with Flipkart India Pvt. Ltd, the scope of expansion into this area will be much faster and much easier.

We believe that our Company is equipped with a good infrastructure facility, constituted with advance technologies and skilled professionals to manufacture the latest line of LED TVs and mobile power banks for our valued customers. For the purpose of better management and operations, the facility is parted into a number of highly functional units like Production, Quality Analyst, Warehouse and Administration. The installed machines, hardware and software are upgraded in an appropriate manner in accordance with latest market trends. We also invest in the areas of technical improvement and employee training programs. Our company is certified as ISO 9001:2008 (Quality Management) and SA 8000:2008 (Social Accountability) for & LED TVs and mobile power banks.

Our Strengths:

- We deliver the good quality branded products at the affordable prices.
- Our products are available both online and in-store.
- Wide distribution network across India.
- Sufficient manufacturing capacity.
- First class customer service is at our core both pre-sales and after sales care.

We earn the majority of its revenue and profit through the sale of our products to Indian consumers. Our offering comprises products released under Powerful in-house brand, such as “Powereye” and “Lappymaster” and - products produced under third party brands, such as “Kodak” and “Polaroid”. We aims to deliver price leadership across both of these business segments, through technology-driven efficiency.

Our strategy is to harness technology-driven efficiencies to deliver price leadership across products and services with established high consumer demand. Over time, Powerful believes that the scalability of its business model, together with the successful execution of its revenue growth strategies, will position the business to deliver significant operating leverage.

The growth and success of the business is testament to the amazing commitment of our team who work relentlessly to ensure that the expectations of our customers are not just met but exceeded every day. We believe that we have assembled the talented team of thought-leaders in the local market. Our entire team is expert in analysing data to improve the efficiency of our business and drive a better customer experience. We make our decisions based on facts.

Some of our competitive advantages include our brands, proprietary technology infrastructure, and operations systems, which we believe to be world class. We believe that we haven’t just built a robust distribution network, but also become well known online retailers. Our Brands have enabled strong association and helped us expansion into new verticals.

Our company has entered into a MOU dated April 15, 2018 with Advantage Computers India Pvt. Ltd(ACPL), a 22 year old company into the business of manufacturing and distribution of IT products & mobile phones (in the brand name “ADCOM”) to jointly cater mobile phones and their accessories market across Delhi/NCR. Under the MOU, a Sales team has been formed on jointly basis to cater various small and medium size retailers across Delhi/NCR, wherein both situations our companies will bill their products directly. Our company has planned to cater many more such retailers across Delhi/NCR in first half year.

This DTR (Direct to Retailer) project will create big offline direct sales channel for our existing products by avoiding unhealthy competition, giving more margins to retailers by eliminating the in between chains thereby creating more interest of the retailers to sell our products. Once this channel is created, we may introduce new products in future through this channel.

ACPL already has their dealers/retailers network in place for their products, which can be further strengthened with our products being attached, as retailers will be getting a complete basket of feature phones, smart phones,

power banks, chargers, Bluetooth speakers etc. under single umbrella and directly from the company. Also total project cost will be divided among the companies which will leave more margins for our company.

OUR COMPETITIVE STRENGTHS

We believe the following competitive strengths contribute to our success and position us well for future growth:

a) Licensee rights with reputed and well-known brands

Our Company holds Licensee rights for most reputed international brands like Polaroid in different territories such as India, Nepal and Bangladesh and Kodak in India. The benefits of using an already established brand name that has been nurtured successfully over the years, allowed us to create immediate consumer recognition for our products, thereby generating revenues, expanding consumer awareness and reinforcing the brand's image. Our company is brand owner of "Powereye" and is having a basket of consumer Electronics and IT products under this brand. Our company manufactures consumer electronics and IT products under the brand name of "Lappymaster" also.

b) Experienced promoters and Management Expertise

Our Company is promoted by Mr. Aditya Gupta, Mrs. Karuna Chhabra and Mr. Nitin Chhabra who individually have over 15 years of experience in the domain industry. They have played a key role in developing our business and we are benefited from their industry expertise, vision and leadership. Further, our Board of Directors are supported by a team of well experienced and qualified personnel.

c) Quality Assurance

Our Company is dedicated towards quality of our products which has helped us to maintain long term relations with our customers and has also facilitated us to entrench with new customers. Our Quality Assurance department ensures electronic products comply with safety and quality standards. They perform tests and inspections on finished products and then supply them to the distributors. Each consignment from our company is passed through tests and inspections as a part of our commitment to quality.

d) Strong Distributor Base

We believe that our Company has strong Distributor base across India including our established relationships with customers leading to stability of demand. We have several reputed domestic customers. We constantly try to address our customer's needs and ventured on online portals also. This has helped us to maintain a long term working relationship with our customers and improve our client retention strategy.

e) Extensive array of products

We are mainly engaged in Consumer Electronics business, dealing in Manufacturing of LED TV, Mobile Power Banks and Adaptors. We have launched variety of LED TVs, Mobile Power Banks and Adaptors which gives choice to our customers to select.

SUMMARY OF FINANCIAL STATEMENTS

ANNEXURE – I : RESTATED STANDALONE STATEMENT OF ASSETS AND LIABILITIES

(Rs. in Lakhs)

Sr. No.	Particulars	Note No.	As at 31st March			
			2018	2017	2016	2015
A.	**Equity and Liabilities**					
1	**Shareholders' Funds**					
	Share Capital	**I.1**	184.14	21.00	20.00	1.00
	Reserves & Surplus	**I.2**	1,076.13	139.02	94.37	(0.11)
	Share application money pending allotment					
2	**Non-Current Liabilities**					
	Long-term Borrowings	**I.3**	5.81	56.77	20.00	-
	Deferred Tax Liabilities (Net)	**I.4**	-	0.13	0.32	-
3	**Current Liabilities**					
	Short Term Borrowings	**I.5**	670.18	550.35	416.86	-
	Trade Payables	**I.6**	768.20	1,628.82	336.71	-
	Other Current Liabilities	**I.7**	227.53	65.41	102.61	0.17
	Short Term Provisions	**I.8**	169.85	20.31	8.22	-
	Total		**3,101.84**	**2,481.81**	**999.07**	**1.06**
B.	**Assets**					
1	**Non-Current Assets**					
	Fixed Assets					
	Tangible Assets	**I.9**	60.87	32.57	24.87	-
	Intangible Assets		-	-	-	-
	Deferred Tax Asset (Net)	**I.4**	0.13	-	-	0.01
	Other Non-Current assets	**I.10**	0.32	0.29	0.27	-
2	**Current Assets**					
	Inventories	**I.11**	1,735.84	835.20	215.75	-
	Trade Receivables	**I.12**	1,189.09	1,417.71	558.90	-
	Cash and Cash Equivalents	**I.13**	2.44	0.92	0.81	1.05
	Short-term loans and advances	**I.14**	35.03	20.13	23.48	-
	Other Current Assets	**I.15**	78.13	174.99	174.99	-
	Total		**3,101.84**	**2,481.81**	**999.07**	**1.06**

ANNEXURE – II : RESTATED STANDALONE STATEMENT OF PROFIT AND LOSS

(Rs. in Lakhs)

Sr. No	Particulars	Note No.	For The Year Ended March 31,			
			2018	2017	2016	2015
A.	**Revenue:**					
	Revenue from Operations	**II.1**	6,237.85	3,561.23	2,497.23	-
	Other income	**II.2**	24.27	0.03	0.02	-
	Total revenue		**6,262.12**	**3,561.26**	**2,497.25**	**-**
B.	**Expenses:**					
	Cost of Material Consumed	**II.3**	4,513.07	2,675.85	1,454.26	-
	Purchases of Stock-in-Trade		1,016.52	1,030.96	972.52	
	Increase / Decrease in the Inventories	**II.4**	(309.14)	(536.09)	(114.95)	-
	Employee benefit expenses	**II.5**	41.83	33.58	34.43	-
	Finance costs	**II.6**	85.54	74.88	35.10	-
	Depreciation and Amortization	**I.9**	19.53	7.72	0.37	-
	Other expenses	**II.7**	272.62	213.29	80.20	0.12
	Total Expenses		**5,639.98**	**3,500.19**	**2,461.94**	**0.12**
	Profit/(Loss) before exceptional items and tax		**622.14**	**61.08**	**35.31**	**(0.12)**
	Exceptional items	**II.8**	**-**	**-**	**(8.08)**	**-**
	Profit/(Loss) After exceptional items and tax		**622.14**	**61.08**	**27.23**	**(0.12)**
	Tax expense:					
	Current tax		172.15	18.87	8.42	-
	Prior Period Taxes		-	1.74	-	-
	Deferred Tax		(0.26)	(0.18)	0.33	(0.01)
	Profit/(Loss) for the period/ year		**450.25**	**40.65**	**18.48**	**(0.11)**
	Earning per equity share in Rs.:					
	(1) Basic		7.32	0.73	1.14	(0.42)
	(2) Diluted		7.32	0.73	1.14	(0.42)

ANNEXURE – III : RESTATED STANDALONE STATEMENT OF CASH FLOWS

(Rs. in Lakhs)

Particulars	For The Year Ended March 31,			
	2018	2017	2016	2015
A. CASH FLOW FROM OPERATING ACTIVITIES				
Profit/ (Loss) before tax	**622.14**	**61.08**	**27.23**	**(0.12)**
Adjustments for:				
Depreciation	19.53	7.72	0.37	-
Interest Expense	85.54	74.88	35.10	-
(Profit) / Loss on Sale of Fixed Assets	-	-	-	-
Interest/ Other Income Received	(24.27)	(0.03)	(0.02)	-
Operating profit before working capital changes	**702.94**	**143.64**	**62.67**	**(0.12)**
Movements in working capital:				
(Increase)/ Decrease in Inventories	(900.64)	(619.45)	(215.75)	-
(Increase)/Decrease in Trade Receivables	228.63	(858.81)	(558.90)	-
(Increase)/Decrease in Other Current Assets/ Non-Current Assets	96.84	(0.02)	(175.26)	-
(Increase)/Decrease in Loans & Advances	(14.90)	3.34	(23.48)	-
Increase/(Decrease) in Trade Payables	(860.62)	1,292.12	336.71	-
Increase/(Decrease) in Other Long Current Liabilities	-	-	-	-
Increase/(Decrease) in Provisions and Other Current Liabilities	111.15	(0.42)	122.43	0.17
Cash generated from operations	**(636.59)**	**(39.61)**	**(451.59)**	**0.05**
Income tax paid during the year	22.61	8.52	0.20	-
Net cash from operating activities (A)	**(659.21)**	**(48.12)**	**(451.79)**	**0.05**
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets	(47.83)	(15.42)	(25.24)	-
Purchase/ Sale of Long Term Investments	-	-	-	-
Sale of Fixed Assets	-	-	-	-
Interest Received / Other Income	24.27	0.03	0.02	-
Net cash from investing activities (B)	**(23.57)**	**(15.39)**	**(25.22)**	**-**
Increase in Share Capital	37.14	1.00	19.00	1.00
Securities Premium Reserve	612.86	4.00	76.00	-
Interest paid on borrowings	(85.54)	(74.88)	(35.10)	-
Proceeds/(Repayment) of Borrowings	119.83	133.50	416.86	-
Net cash from financing activities (C)	**684.29**	**63.62**	**476.76**	**1.00**
Net increase in cash and cash equivalents (A+B+C)	**1.52**	**0.11**	**(0.24)**	**1.05**
Cash and cash equivalents at the beginning of the year	0.92	0.81	1.05	-
Cash and cash equivalents at the end of the year	**2.43**	**0.92**	**0.81**	**1.05**

THE ISSUE

Particulars	Number of Equity Shares
Equity Shares Offered	26,56,000 Equity Shares of face value of Rs. 10/- each fully paid-up of the Company for cash at issue price of Rs. 51/- per Equity Share aggregating Rs. 1354.56 Lakhs.
Fresh Issue Consisting of	
Issue Reserved for Market Makers	1,34,000Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 51/- per Equity Share aggregating Rs. 68.34
Net Issue to the Public	25,22,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 51/- per Equity Share aggregating Rs. 1286.22 Lakhs.
	of which:
	12,62,000Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 51/- per Equity Share will be available for allocation to investors up to Rs. 2.00 Lakhs
	12,60,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 51/- per Equity Share will be available for allocation to investors above Rs. 2.00 Lakhs
Equity Shares outstanding prior to the Issue	73,65,716 Equity Shares
Equity Shares outstanding after the Issue	1,00,21,716 Equity Shares
Objects of the Issue	See the chapter titled "Objects of the Issue" on page 83 of this Draft Prospectus

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

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

(b) remaining to:

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

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

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

For the purpose of Regulation 43(4), if the retail individual investor category is entitled to more than fifty percent, on proportionate basis, the retail individual investors shall be allocated that higher percentage.

For further details please refer to chapter titled "Issue Structure" beginning on page 224 of this Draft Prospectus.

GENERAL INFORMATION

Our Company was incorporated as Powerful Technologies Private Limited under the provisions of the Companies Act, 2013 vide certificate of incorporation dated February 26, 2015, issued by Registrar of Companies, NCT of Delhi & Haryana. Subsequently, the name of our Company was changed to Powerful Technologies Limited pursuant to conversion into a public company vide shareholder's approval on February 12, 2018 and fresh certificate of incorporation dated February 28, 2018, issued by Registrar of Companies, NCT of Delhi & Haryana.

For further details please refer to chapter titled 'Our History and Certain Other Corporate Matters' beginning on Page 127 of this Draft Prospectus.

REGISTERED OFFICE OF OUR COMPANY

POWERFUL TECHNOLOGIES LIMITED

G1 Prakash Chamber, Ground Floor

6 Netaji Subash Marg, Darya Ganj,

New Delhi – 110002

Tel: +91 120 2427181/ +91 11 40071894

E-mail: nitin@pcpl.in

Website: www.powerfultech.in

Registration Number: 277265

Corporate Identification Number: U26900DL2015PLC277265

MANUFACTURING UNIT & CORPORATE OFFICE

POWERFUL TECHNOLOGIES LIMITED

A-181, Sector 63,

Gautam Buddha Nagar, Noida,

Uttar Pradesh- 201301

Tel: +91 120 2427181

E-mail: nitin@pcpl.in

REGISTRAR OF COMPANIES

REGISTRAR OF COMPANIES, NCT OF DELHI & HARYANA

4th Floor, IFCI Tower,

61, Nehru Place, New Delhi-110019

Website-www.mca.gov.in

DESIGNATED STOCK EXCHANGE

NATIONAL STOCK EXCHANGE OF INDIA LIMITED (EMERGE PLATFORM)

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

Bandra - Kurla Complex, Bandra (E),

Mumbai-400051, Maharashtra, India

For details in relation to the changes in the name of our Company, please refer to the chapter titled, *"Our History and Certain Other Corporate Matters"* beginning on page 127 of this Draft Prospectus.

BOARD OF DIRECTORS OF OUR COMPANY

Sr. No.	Name	Age	DIN	Address	Designation
1.	Mr.Aditya Gupta	35	03500941	F-301, BhagyawanApptts. Mayur Vihar Phase-1 Delhi 110091, India	Managing Director
2.	Mrs.Karuna Chhabra	37	03499870	Sector 2C, House No 529 Vasundhara Ghaziabad 201012, Uttar Pradesh, India	Non-Executive Director
3.	Mr.Nitin Chhabra	40	02921204	House No 529 Sector-2C Vasundhra Ghaziabad 201001, Uttar Pradesh, India	Executive Director
4.	Mr.Ankit Jain	28	08074676	5628, Basti Harfool Singh Sadar Thana Road, G.P.O Delhi 110006, India	Independent Director
5.	Mr.Gaurav Dixit	38	08071927	Flat No. 5, Plot No.- 110, Nilgiri Lane, Nilgiri Mansion, Near I.G.N.O.U. Neb Sarai, New DelhI 110068, India	Independent Director

For further details of our Directors, please refer to the chapter titled "Our Management" beginning on page 131 of this Draft Prospectus.

COMPANY SECRETARY AND COMPLIANCE OFFICER

Mr.Aagat Singh

Powerful Technologies Limited

G1 Prakash Chamber Ground Floor,

6 Netaji Subash Marg, Darya Ganj,

New Delhi – 110002, India

Tel: +91 120 2427181

Email: cs@pcpl.in

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

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

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

CHIEF FINANCIAL OFFICER

PALLAVI SHARMA

POWERFUL TECHNOLOGIES LIMITED

G1 Prakash Chamber Ground Floor,

6 Netaji Subash Marg, Darya Ganj,

New Delhi – 110002, India

Tel: +91 120 2427181

Email: pallavi@pcpl.in

STATUTORY AND PEER REVIEW AUDITORS

RPMD & ASSOCIATES

Chartered Accountants

AB-17, 1st Floor, Shalimar Bagh,

New Delhi – 110088, India

Tel: +91 11 27472042

Mobile: +91 9811613999

E-mail: info@rmpd.in

Contact Person: Mr. Rahul Jain

Firm Registration No.: 005961C

Membership No.: 518352

Peer Review Certificate No.: 005845

LEAD MANAGER TO THE ISSUE

FINSHORE MANAGEMENT SERVICES LIMITED

Anandlok, Block-A, 2nd Floor, Room No. 207,

227 A.J.C. Bose Road,

Kolkata-700020

Tel: +91-33-22895101

Fax: +91-33-22895101

Contact Person: Mr. S Ramakrishna Iyengar

Email: ramakrishna@finshoregroup.com

SEBI Registration No.: INM000012185

REGISTRAR TO THE ISSUE

BIGSHARE SERVICES PRIVATE LIMITED

1st Floor, Bharat Tin Works Building,

Opp. Vasant Oasis, Makwana Road,

Marol, Andheri East, Mumbai-400059

Tel: +91 22 62638200

Fax: +91 22 62638299

E-mail: ipo@bigshareonline.com

Website: www.bigshareonline.com

Contact Person: Mr. Ashok Shetty

SEBI Registration No.: INR000001385

LEGAL ADVISOR TO THE ISSUE

J MUKHERJEE & ASSOCIATES

Address: 20/33, Grahams Land, NSC

Bose Road, Kolkata-700040

Tel: +91 9830640366

E-mail: jmalegal@outlook.com

Contact Person: Mr. Jayabrata Mukherjee

ADVISOR TO OUR COMPANY

APPARENT ADVISORS LLP
G-36, 1ST Floor, Outer Circle,
Connaught Place, New Delhi-110001
Tel: +91 9560054705

Email Id: info@apparentadvisors.com

Contact Person: Mr.Abhishek Jain

BANKER TO THE COMPANY

DENA BANK

Address: 17B, Dena Bank Building, Horniman Circle Fort,

Mumbai- 400023, Maharashtra

Branch Address: H-1A, Plot No. 27, Sector – 63,

Noida – 201301, Uttar Pradesh

Tel: +91 2222661206

Email: cmb@denabank.co.in

Contact Person: Mr. Sumanta Kumar Majhi

BANKER TO THE ISSUE/ PUBLIC ISSUE BANK

DENA BANK

Address: 17B, Dena Bank Building, Horniman Circle Fort,

Mumbai- 400023, Maharashtra

Branch Address: H-1A, Plot No. 27, Sector – 63,

Noida – 201301, Uttar Pradesh

Tel: +91 2222661206

Email: cmb@denabank.co.in

Contact Person: Mr. Sumanta Kumar Majhi

SEBI Registration No.: INBI00000046

REFUND BANKER

DENA BANK

Address: 17B, Dena Bank Building, Horniman Circle Fort,

Mumbai- 400023, Maharashtra

Branch Address: H-1A, Plot No. 27, Sector – 63,

Noida – 201301, Uttar Pradesh

Tel: +91 2222661206

Email: cmb@denabank.co.in

Contact Person: Mr. Sumanta Kumar Majhi

SEBI Registration No.: INBI00000046

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/other/OtherAction.do?doRecognisedFpi=yes&intmId=34. For details on Designated Branches of SCSBs collecting the ASBA Application Form, please refer to the above-mentioned SEBI link.

CREDIT RATING

This being an issue of Equity shares, credit rating is not required. However, our Company has been assigned BWR Credit and performance rating of SME-3 indicating adequate degree of Credit Worthiness by Brickwork Ratings India Private Limited.

IPO GRADING

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

APPRAISAL AND MONITORINGAGENCY

As per Regulation 16(1) of the SEBI (ICDR) Regulations, the requirement of Monitoring Agency is not mandatory if the Issue size is below Rs. 10,000 Lakhs. Since the Issue size is only of Rs. 1354.56 Lakhs, our Company has not appointed any monitoring agency for this Issue. However, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

INTER-SE ALLOCATION OF RESPONSIBILITIES

Since Finshore Management Services Limited is the sole Lead Manager to this Issue, a statement of inter se allocation of responsibilities among Lead Managers is not applicable.

EXPERT OPINION

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

DEBENTURE TRUSTEE

Since this is not a debenture issue, appointment of debenture trustee is not required.

UNDERWRITER

Our Company and LM to the issue hereby confirm that the Issue is 100% Underwritten. The Underwriting Agreement is dated [●], pursuant to the terms of the underwriting agreement; the obligations of the underwriter are subject to certain conditions specified therein. The underwriter has indicated its intention to underwrite the following number of specified securities being offered through this Issue.

Name and Address of the Underwriter	Indicative Number of Equity shares to be Underwritten	Amount Underwritten (Rupees in Lakhs)	% of the Total Issue Size Underwritten
Finshore Management Services Limited Anandlok, Block-A, 2nd Floor, Room No. 207, 227 A.J.C. Bose Road,, –Kolkata-700040 **Tel:** +91-33-22895101 **Fax:** +91-33-22895101 Email: ramakrishna@finshoregroup.com **Contact Person:** Mr. S Ramakrishna Iyengar **SEBI Registration No.:** INM000012185	25,22,000	1286.22	94.95
[●] (Market Maker)	**1,34,000**	**68.34**	**5.05**
Total	**26,56,000**	**1354.56**	**100.00**

In the opinion of the Board of Directors of the Company, the resources of the above-mentioned underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. Further, the underwriter shall not be paid any commission.

DETAILS OF THE MARKET MAKING ARRANGEMENT

Our Company and the Lead Manager have entered into a tripartite agreement dated [●] with the following Market Maker, duly registered with National Stock Exchange of India Limited to fulfil the obligations of Market Making:

[●]

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

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

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

1. The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker(s) shall inform the Exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
2. The minimum depth of the quote shall be Rs. 1,00,000/-. However, the investors with holdings of value less than Rs. 1,00,000/- shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
3. After a period of three 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 Issue Size (Including the 1,34,000 Equity Shares out to be allotted under this Issue.) Any Equity Shares allotted to Market Maker under this Issue over and above 1,34,000 Equity Shares would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of Market Maker in our Company reduce to 24% of Issue Size, the market maker will resume providing 2-way quotes.
4. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, the concerned stock exchange may intimate the same to SEBI after due verification.
5. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
6. There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors. At this stage, [●] is acting as the sole Market Maker.
7. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.
8. The Marker Maker may also be present in the opening call auction, but there is no obligation on him to do so.
9. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
10. The Market Maker(s) shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker(s).

    In case of termination of the above-mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead 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, 2009. Further the Company and the Lead Manager reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that particulars point of time. The Market Making Agreement is available for inspection at our registered office, India from 11.00 a.m. to 5.00 p.m. on working days.

11. Emerge Platform of NSE will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
12. Emerge Platform of NSE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker(s) in case he is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

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

13. Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market maker(s) during market making process has been made applicable, based on the issue size and as follows:

Offer Size	Buy quote exemption threshold (including mandatory initial inventory of 5% of the Issue Size)	Re-Entry threshold for buy quote (including mandatory initial inventory of 5% of the Issue Size)
Up to Rs. 20 Crores	25%	24%
Rs. 20 to Rs. 50 Crores	20%	19%
Rs. 50 to Rs. 80 Crores	15%	14%
Above Rs. 80 Crores	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/NSE from time to time.

14. 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.

15. The price band shall be 20% and the Market Maker Spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.

CAPITAL STRUCTURE

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

(Rs. In Lakhs except share data)

Sr. No.	Particulars	Aggregate Value	
		Face Value	Issue Price
A	**AUTHORISED SHARE CAPITAL**		
	1,02,00,000 Equity Shares of face value of Rs. 10/- each	1020.00	
B	**ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL**		
	73,65,716 fully paid up Equity Shares of face value of Rs. 10/- each	736.57	
C	**PRESENT ISSUE IN TERMS OF DRAFT PROSPECTUS***		
	26,56,000 Equity Shares of face value of Rs. 10/- each at a premium of Rs. 41/- per Equity Share.	265.60	1354.56
	Which comprises of		
	1,34,000 Equity Shares of face value of Rs.10/- each at a premium of Rs. 41/- per Equity Share reserved as Market Maker Portion	13.40	68.34
	Net Issue to Public of 25,22,000 Equity Shares of face value of Rs. 10/- each at a premium of Rs. 41/- per Equity Share to the Public	252.20	1286.22
	Of which		
	12,62,000 Equity Shares of face value of Rs. 10/- each at a premium of Rs. 41/- per Equity Share will be available for allocation to Investors up to Rs. 2.00 Lakhs	126.20	643.62
	12,60,000 Equity Shares of face value of Rs. 10/- each at a premium of Rs. 41/- per Equity Share will be available for allocation to Investors above Rs. 2.00 Lakhs	126.00	642.60
D	**ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL AFTER THE ISSUE**		
	1,00,21,716 Equity Shares of face value of Rs. 10/- each	1002.17	

E	**SECURITIES PREMIUM ACCOUNT**	
	Before the Issue	60.44
	After the Issue	1149.40

**The Issue has been authorized pursuant to a resolution of our Board dated February 28, 2018 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra Ordinary General Meeting of our shareholders held on March 01, 2018.*

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

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

NOTES TO THE CAPITAL STRUCTURE:

History of change in authorized Share capital of Our Company:

a) The Initial Authorized Share Capital of Rs. 1,00,000 (Rupees One Lakh only) consisting of 10,000 Equity shares of face value of Rs. 10/- each was increased to Rs. 12,00,000 (Rupees Twelve Lakhs only) consisting of 1,20,000 Equity Shares of face value of Rs.10/- each pursuant to a resolution of the shareholders dated September 11, 2015.

b) The authorized Share Capital of Rs. 12,00,000 (Rupees Twelve Lakhs only) consisting of 1,20,000 Equity shares of face value of Rs. 10/- each was increased to Rs. 20,00,000 (Rupees Twenty Lakhs only) consisting of 2,00,000 Equity Shares of face value of Rs.10/- each pursuant to a resolution of the shareholders dated February 25, 2016.

c) The authorized Share Capital of Rs. 20,00,000 (Rupees Twenty Lakhs only) consisting of 2,00,000 Equity shares of face value of Rs. 10/- each was increased to Rs. 25,00,000 (Rupees Twenty-Five Lakhs only) consisting of 2,50,000 Equity Shares of face value of Rs.10/- each pursuant to a resolution of the shareholders dated February 27, 2017.

d) The authorized share capital of Rs. 25,00,000 (Rupees Twenty-Five Lakhs only) consisting of 2,50,000 Equity Shares of face value of Rs. 10/- each was increased to Rs. 7,00,00,000 (Rupees Seven Crore only) consisting of 5,00,000 Equity Shares of face value of Rs.10/- each and 65,00,000 Preference Shares of face value of Rs.10/- each pursuant to a resolution of the shareholders dated October 03, 2017.

e) The Authorized Share Capital of Rs. 7,00,00,000 (Rupees Seven Crore only) consisting of 5,00,000 Equity shares of face value of Rs. 10/- each and 65,00,000 Preference Shares of face value of Rs.10/- each was re-classified to Rs. 7,00,00,000 (Rupees Seven Crore only) consisting of 70,00,000 Equity Shares of face value of Rs. 10/- each pursuant to a resolution of the shareholders dated January 15, 2018.

f) The authorized Share Capital of Rs. 7,00,00,000 (Rupees Seven Crore only) consisting of 70,00,000 Equity shares of face value of Rs. 10/- each was increased to Rs. 10,20,00,000 (Rupees Ten Crore Twenty Lakhs only) consisting of 1,02,00,000 Equity Shares of face value of Rs.10/- each pursuant to a resolution of the shareholders dated May 23, 2018.

3. Equity Share Capital History:

Date of Allotment of the Equity shares	No. of Equity Shares Allotted	Face Value	Issue Price	Nature of Allotment	Nature of Consideration	Cumulative No. of Shares	Cumulative Paid up Capital
Since Incorporation	10,000	10	10	Subscription to MOA(1)	Cash	10,000	1,00,000
October 17, 2015	1,03,100	10	50	Further Allotment(2)	Cash	1,13,100	11,31,000
March 28, 2016	86,900	10	50	Further Allotment(3)	Cash	2,00,000	20,00,000
March 27, 2017	10,000	10	50	Further Allotment(4)	Cash	2,10,000	21,00,000
January 25, 2018	12,60,000	10	Nil	Bonus Issue in ratio 6:1(5)	Consideration other than Cash	14,70,000	1,47,00,000
January 25, 2018	3,71,429	10	175	Allotment pursuant to Conversion of Compulsory Convertible Preference Shares (6)	Cash*	18,41,429	1,84,14,290
May 23, 2018	55,24,287	10	Nil	Bonus Issue in ratio 3:1(7)	Consideration other than Cash	73,65,716	7,36,57,160

**Cash received at the time of allotment of Compulsorily Convertible Preference Shares.*

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

Sr. No.	Name of Person	No. of Shares Allotted
1.	Aditya Gupta	5,000
2.	Karuna Chhabra	5,000

(2) The Company allotted 1,03,100 Equity Shares of face value of Rs. 10/- each at a premium of Rs. 40/- each as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Aditya Gupta	51,034
2.	Karuna Chhabra	52,066
	Total	**1,03,100**

(3) The Company allotted 86,900 Equity Shares of face value of Rs. 10/- each at a premium of Rs. 40/- each as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Aditya Gupta	43,015
2.	Karuna Chhabra	43,885
	Total	**86,900**

(4) The Company allotted 10,000 Equity Shares of face value of Rs. 10/- each at a premium of Rs. 40/- each as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Aditya Gupta	4,900
2.	Karuna Chhabra	5,100
	Total	**10,000**

(5) The Company allotted 12,60,000 Equity Shares as bonus issue of face value of Rs. 10/- each in the ratio of 6 equity shares for every 1 equity share as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Aditya Gupta	6,23,694
2.	Karuna Chhabra	6,36,306
	Total	**12,60,000**

(6) The Company allotted 3,71,429 Equity Shares of face value of Rs. 10/- each at premium of Rs. 165/- pursuant to conversion of 65,00,000 Compulsory Convertible Preference Shares of face value of Rs. 10/- each as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Vinod Kumar Baldev Mohindra & Sushila Vinod Kumar Mohindra	3,71,429
	Total	**3,71,429**

(7) The Company allotted 55,24,287 Equity Shares as bonus issue of face value of Rs. 10/- each in the ratio of 3 equity shares for every 1 equity share as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Aditya Gupta	21,78,129
2.	Karuna Chhabra	22,21,671

Sr. No.	Name of Person	No. of Shares Allotted
3.	Vinod Kumar Baldev Mohindra	11,14,287
4.	Pallavi Sharma	9,000
5.	Nitin Chhabra	300
6.	Ramesh Chander Chhabra	300
7.	Krishna Chhabra	300
8.	Lalit Kumar Gupta	300
	Total	**55,24,287**

4. Compulsorily Convertible Preference Share Capital History

Date of Allotment of	No. of Shares Allotted	Face Value	Issue Price	Nature of Allotment	Nature of Consideration	Cumulative No. of Shares	Cumulative Paid up Capital
October 03, 2017	39,00,000	10	10	Allotment of Compulsorily Convertible Preference Shares[(1)]	Cash	39,00,000	3,90,00,000
November 20, 2017	26,00,000	10	10	Allotment of Compulsorily Convertible Preference Shares[(2)]	Cash	65,00,000	6,50,00,000

[(1)] The Company allotted 39,00,000 Compulsorily Convertible Preference Shares of face value of Rs. 10/- each at par as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Vinod Kumar Baldev Mohindra & Sushila Vinod Kumar Mohindra	39,00,000
	Total	**39,00,000**

[(2)] The Company allotted 26,00,000 Compulsorily Convertible Preference Shares of face value of Rs. 10/- each at par as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Vinod Kumar Baldev Mohindra & Sushila Vinod Kumar Mohindra	26,00,000
	Total	**26,00,000**

5. Issue of Equity Shares for consideration other than cash.

Date of shareholder's approval	Number of Equity Shares	Face value (Rs.)	Issue Price (Rs.)	Nature of Consideration	Reasons for allotment	Allottees	No. of Shares Allotted
January 25, 2018	12,60,000	10	Nil	Other than cash	Bonus issue of Equity Shares in the Ratio of 6:1	Aditya Gupta	6,23,694
						Karuna Chhabra	6,36,306
						Total	**12,60,000**
May 23, 2018	55,24,287	10	Nil	Other than cash	Bonus issue of Equity Shares in the Ratio of 3:1	Aditya Gupta	21,78,129
						Karuna Chhabra	22,21,671
						Vinod Kumar Baldev Mohindra	11,14,287
						Pallavi Sharma	9,000
						Nitin Chhabra	300
						Ramesh Chander Chhabra	300
						Krishna Chhabra	300
						Lalit Kumar Gupta	300
						Total	**55,24,287**

6. We have not issued any Equity Shares out of revaluation reserves or in terms of any scheme approved under Sections 391- 394 of the Companies Act or under section 230-234 of the Companies Act, 2013.

7. We have not issued any equity shares in last one year at price below the Issue Price.

8. Details of shareholding of promoters:

1. Mr. Aditya Gupta

Date of Allotment/ Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price (Rs.)	Nature of Transactions	Pre-issue shareholding %	Post- issue shareholding %	No. of Shares Pledged	% of Shares Pledged
On Incorporation	5,000	10	10	Subscriber to MOA	0.07	0.05	0	0.00
July 15, 2015	(50)	10	Nil	Transfer	0.00	0.00	0	0.00
October 17, 2015	51,034	10	50	Further Allotment	0.69	0.51	0	0.00
March 28, 2016	43,015	10	50	Further Allotment	0.58	0.43	0	0.00
September 05, 2016	(999)	10	Nil	Transfer	(0.01)	(0.01)	0	0.00
March 27, 2017	4,900	10	50	Further Allotment	0.07	0.05	0	0.00
November 27, 2017	1,049	10	Nil	Transfer	0.01	0.01	0	0.00
January 20, 2018	(1,600)	10	Nil	Transfer	(0.02)	(0.02)	0	0.00
January 25, 2018	6,23,694	10	Nil	Bonus Issue	8.47	6.22	0	0.00
May 23, 2018	21,78,129	10	Nil	Bonus Issue	29.57	21.74	0	0.00
Total	**29,04,172**							

2. Mrs. Karuna Chhabra

Date of Allotment/ Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price (Rs.)	Nature of Transactions	Pre-issue shareholding %	Post- issue shareholding %	No. of Shares Pledged	% of Shares Pledged
On Incorporation	5,000	10	10	Subscriber to MOA	0.07	0.05	0	0.00

July 15, 2015	50	10	Nil	Transfer	0.00	0.00	0	0.00
October 17, 2015	52,066	10	50	Further Allotment	0.71	0.52	0	0.00
March 28, 2016	43,885	10	50	Further Allotment	0.60	0.44	0	0.00
September 05, 2016	999	10	Nil	Transfer	0.01	0.01	0	0.00
March 27, 2017	5,100	10	50	Further Allotment	0.07	0.05	0	0.00
November 27, 2017	(1,049)	10	Nil	Transfer	(0.01)	(0.01)	0	0.00
January 20, 2018	(1,800)	10	Nil	Transfer	(0.02)	(0.02)	0	0.00
January 25, 2018	6,36,306	10	Nil	Bonus Issue	8.64	6.35	0	0.00
May 23, 2018	22,21,671	10	Nil	Bonus Issue	30.16	22.17	0	0.00
Total	**29,62,228**							

3. Mr. Nitin Chhabra

Date of Allotment/ Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price (Rs.)	Nature of Transactions	Pre-issue shareholding %	Post- issue shareholding %	No. of Shares Pledged	% of Shares Pledged
January 20, 2018	100	10	Nil	Transfer	Negligible	Negligible	0	0.00
May 23, 2018	300	10	Nil	Bonus Issue	Negligible	Negligible	0	0.00
Total	**400**							

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

Sr. No.	Name of Transferor	Name of Transferee	Date of Transfer	Transfer Price	No. of Shares
1.	Karuna Chhabra	Aditya Gupta	November 27, 2017	Nil	1,049

2.	Karuna Chhabra	Pallavi Sharma	January 20, 2018	Nil	1,500
3.	Karuna Chhabra	Nitin Chhabra	January 20, 2018	Nil	100*
4.	Karuna Chhabra	Ramesh Chander Chhabra	January 20, 2018	Nil	100*
5.	Karuna Chhabra	Krishna Chhabra	January 20, 2018	Nil	100*
6.	Aditya Gupta	Pallavi Sharma	January 20, 2018	Nil	1,500
7.	Aditya Gupta	Lalit Kumar Gupta	January 20, 2018	Nil	100*

** The above shares were transferred to meet the criteria of seven shareholders for limited company under Companies Act.*

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

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 the issuer other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of filing of this Draft Prospectus with the Stock Exchange.

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

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

    Our Promoters have granted their consents to include such number of Equity Shares held by them as may constitute 20.54% of the post-issue Equity Share Capital of our Company as Promoter's Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoter's Contribution from the date of filing of this Draft Prospectus until the completion of the lock-in period specified above.

Date of allotment	Date when made fully paid up	No. of Shares	Face Value	Issue Price	Nature of Allotment	% of Post Issue Capital
Mr. Aditya Gupta						
May 23, 2018		10,29,000	10	Nil	Bonus Issue	10.27
Total (A)		**10,29,000**				**10.27**
Mrs. Karuna Chhabra						
May 23, 2018		10,29,000	10	Nil	Bonus Issue	10.27
Total (B)		**10,29,000**				**10.27**
Grand Total (A+B)		**20,58,000**				**20.54**

We further confirm that as per Regulation 33 of SEBI (ICDR) Regulations, the aforesaid minimum Promoter's Contribution of 20% which is subject to lock-in for three years does not consist of:

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

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

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

13. Details of share capital locked in for one year

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

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

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

I. Summary of Shareholding Pattern

Category Code	Category of shareholder	No. Of shareholders	No. of fully paid up equity shares held	No. of Partly paid up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share Capital) As a % of (A+B+C2)	Number of locked in Shares**		Number of Shares pledged or otherwise encumbered		Number of shares held in dematerialized form
								No. of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total shares held (B)	No. (a)	As a % of total shares held (B)	
								Class X	Class Y	Total								
I	II	III	IV	V	VI	VII= IV+V+VI	VIII	IX				X	XI=VII+X	XII		XIII		XIV
(A)	Promoters and Promoter Group	6	5868000	-	-	5868000	79.67	5868000	-	5868000	79.67	-	79.67	5868000	79.67	-	-	1467000

(B)	Public	2	1497716	-	-	1497716	20.33	1497716	-	1497716	20.33	-	20.33	1497716	20.33	-	-	374429
(C)	Non Promoter- Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	**8**	**7365716**	**-**	**-**	**7365716**	**100.00**	**7365716**	**-**	**7365716**	**100.00**	**-**	**100.00**	**7365716**	**100.00**	**-**	**-**	**1841429*** **

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

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

****Corporate Action form has been filed for the Bonus Shares, pending for credit to the respective shareholders.*

II. Shareholding Pattern of promoters and Promoter Group

	Category & name of shareholder (I)	PAN (II)	No. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share Capital) As a % of (A+B+C2)	Number of locked in Shares**		Number of Shares pledged or otherwise encumbered		Number of shares held in dematerialized form
									No. of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total shares held (B)	No. (a)	As a % of total shares held (B)	
									Class : X	Class : Y	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)= (IV)+(V) +(VI)	(VIII)	(IX)				(X)	(XI)=(VII)+(X)	(XII)		(XIII)		(XIV)
(1)	Indian																		
(a)	Individual/ Hindu		6	5868000	-	-	5868000	79.67	5868000	-	5868000	79.67	-	79.67	5868000	79.67	-	-	1467000

	Undivided Family																		
	Aditya Gupta	AIIPG4720H	1	2904172	-	-	2904172	39.43	2904172	-	2904172	39.43	-	39.43	2904172	39.43	-	-	726043
	Karuna Chhabra	AHEPC3173D	1	2962228	-	-	2962228	40.22	2962228	-	2962228	40.22	-	40.22	2962228	40.22	-	-	740557
	Nitin Chhabra	ACTPC5625Q	1	400	-	-	400	0.01	400	-	400	0.01	-	0.01	400	0.01	-	-	100
	Ramesh Chander Chhabra	ABJPC8298A	1	400	-	-	400	0.01	400	-	400	0.01	-	0.01	400	0.01	-	-	100
	Krishna Chhabra	AMVPC4424F	1	400	-	-	400	0.01	400	-	400	0.01	-	0.01	400	0.01	-	-	100
	Lalit Kumar Gupta	AIIPG4722F	1	400	-	-	400	0.01	400	-	400	0.01	-	0.01	400	0.01	-	-	100
(b)	Central Government/State Government(s)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Financial Institutions /Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Any other (Body Corporate)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (A) (1)	**-**	**6**	**5868000**	**-**	**-**	**5868000**	**79.67**	**5868000**	**-**	**5868000**	**79.67**	**-**	**79.67**	**5868000**	**79.67**	**-**	**-**	**1467000**
(2)	**Foreign**																		

(a)	Individual (Non-Resident Individual/ Foreign Individual)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Government	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (A) (2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	**-**	**6**	**5868000**	**-**	**-**	**5868000**	**79.67**	**5868000**	**-**	**5868000**	**79.67**	**-**	**79.67**	**5868000**	**79.67**	**-**	**-**	**1467000*****

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

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

**** Corporate Action form has been filed for the Bonus Shares, pending for credit to the respective shareholders.*

III. Shareholding Pattern of the Public shareholder.

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

(b)	Venture Capital Fund	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Alternate Investment Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(g)	Insurance Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(h)	Provident Funds/ Pension Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(i)	Any other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(1)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

(2)	Central Government/ State Government (s)/ President of India	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(3)	Non-Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Individuals-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(a)	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	-	1	12000	-	-	12000	0.16	12000	-	12000	0.16	-	0.16	12000	0.16	-	-	3000
	Pallavi Sharma	DOMPS2360A	1	12000	-	-	12000	0.16	12000	-	12000	0.16	-	0.16	12000	0.16	-	-	3000
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	-	1	1485716	-	-	1485716	20.17	1485716	-	1485716	20.17	-	20.17	1485716	20.17	-	-	371429
	Vinod Kumar Baldev Mohindra#	ENNPM2900M	1	1485716	-	-	1485716	20.17	1485716	-	1485716	20.17	-	20.17	1485716	20.17	-	-	371429

(b)	NBFCs registered with RBI	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)	Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(3)	**-**	**2**	**1497716**	**-**	**-**	**1497716**	**20.33**	**1497716**	**-**	**1497716**	**20.33**	**-**	**20.33**	**1497716**	**20.33**	**-**	**-**	**374429**
	Total Public Shareholding (B)-(B)(1)+(B)(2)+(B)(3)	**-**	**2**	**1497716**	**-**	**-**	**1497716**	**20.33**	**1497716**	**-**	**1497716**	**20.33**	**-**	**20.33**	**1497716**	**20.33**	**-**	**-**	**374429##**

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

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

Foreign National.

Corporate Action form has been filed for the Bonus Shares, pending for credit to the respective shareholders.

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

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

(a)	Name of DR Holder (if applicable)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	Employee Benefit Trust (Under SEBI (Share based Employee Benefit) Regulations, 2014)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total Non-Promoter-Non Public Shareholding (C)=(C)(1)+(C)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

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

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

A. Shareholding of our Promoters and Promoter Group

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

Sr. No.	Name of the Shareholder	Pre – Issue		Post – Issue	
		No. of Equity Shares	% of Pre-Issue Capital	No. of Equity Shares	% of Post-Issue Capital
(I)	(II)	(III)	(IV)	(V)	(VI)
	Promoters				
1.	Aditya Gupta	29,04,172	39.43	29,04,172	28.97
2.	Karuna Chhabra	29,62,228	40.22	29,62,228	29.56
3.	Nitin Chhabra	400	0.01	400	Negligible
	Promoter Group				
4.	Ramesh Chander Chhabra	400	0.01	400	Negligible
5.	Krishna Chhabra	400	0.01	400	Negligible
6.	Lalit Kumar Gupta	400	0.01	400	Negligible
	Total	**58,68,000**	**79.67**	**58,68,000**	**58.53**

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

Name of the Promoters	No. of Shares held	Average cost of Acquisition (in Rs.)
Aditya Gupta	29,04,172	1.72
Karuna Chhabra	29,62,228	1.72
Nitin Chhabra	400	0.00

Equity Shares held by top Ten shareholders

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

Sr. No.	Name of shareholder	No. of Shares	% age of pre-Issue capital
1.	Aditya Gupta	29,04,172	39.43
2.	Karuna Chhabra	29,62,228	40.22
3.	Vinod Kumar Baldev Mohindra	14,85,716	20.17
4.	Pallavi Sharma	12,000	0.16
5.	Nitin Chhabra	400	0.01
6.	Ramesh Chander Chhabra	400	0.01
7.	Krishna Chhabra	400	0.01
8.	Lalit Kumar Gupta	400	0.01
	Total	**73,65,716**	**100.00**

**Our Company had only Eight Shareholders as on date of this Draft Prospectus*.

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

Sr. No.	Name of shareholder	No. of Shares	% age of pre-Issue capital
1.	Aditya Gupta	29,04,172	39.43
2.	Karuna Chhabra	29,62,228	40.22
3.	Vinod Kumar Baldev Mohindra	14,85,716	20.17
4.	Pallavi Sharma	12,000	0.16
5.	Nitin Chhabra	400	0.01
6.	Ramesh Chander Chhabra	400	0.01
7.	Krishna Chhabra	400	0.01
8.	Lalit Kumar Gupta	400	0.01
	Total	**73,65,716**	**100.00**

**Our Company had only Eight Shareholders ten days prior to the date of this Draft Prospectus.*

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

Sr. No.	Name of shareholder	No. of Shares	% age of then existing capital
1.	Aditya Gupta	98,999	49.50
2.	Karuna Chhabra	1,01,001	50.50
	Total	**2,00,000**	**100.00**

**Our Company had only Two Shareholders two years prior to the date of this Draft Prospectus.*

14. There is no "Buyback", "Standby", or similar arrangement for the purchase of Equity Shares by our Company/Promoters/Directors/Lead Manager for purchase of Equity Shares offered through this Draft Prospectus.
15. There are no safety net arrangements for this public issue.
16. The Equity Shares, which are subject to lock-in, shall carry the inscription “non-transferable” and the non-transferability details shall be informed to the depository. The details of lock-in shall also be provided to the Stock Exchange before the listing of the Equity Shares.
17. As on the date of this Draft Prospectus, none of the shares held by our Promoters/ Promoter Group are pledged with any financial institutions or banks or any third party as security for repayment of loans.
18. Except, as otherwise disclosed in the chapter titled “Objects of the Issue” beginning on page 83 of this Draft Prospectus, we have not raised any bridge loans against the proceeds of the Issue.
19. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed in heading on "Basis of Allotment" beginning on page 236 of this Draft Prospectus.
20. The Equity Shares Issued pursuant to this Issue shall be fully paid-up at the time of Allotment, failing which no allotment shall be made.
21. Our Company has not issued any Equity Shares at a price less than the Issue Price in the last one year preceding the date of filing of this Draft Prospectus.
22. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 43 (4) of SEBI (ICDR) Regulations, as amended from time to time.
23. Under subscription, if any, in any category, shall be met with spill-over from any other category or combination of categories at the discretion of our Company, in consultation with the Lead Manager and National Stock Exchange of India Limited.
24. An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off while finalizing the basis of allotment to the nearest integer during finalizing the allotment, subject to minimum allotment lot. Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock-in shall be suitably increased to ensure that 20% of the post issue paid-up capital is locked-in.
25. The Issue is being made through Fixed Price Method.

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

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

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

29. Lead Manager to the Issue viz. Finshore Management Services Limited and its associates do not hold any Equity Shares of our Company.

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

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

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

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

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

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

36. Our Company does not have any ESOS/ESPS scheme for our employees and we do not intend to allot any shares to our employees under ESOS/ESPS scheme from the proposed Issue. As and when, options are granted to our employees under the ESOP scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.

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

38. As per RBI regulations, OCBs are not allowed to participate in this Issue.

39. Our Promoters and the members of our Promoter Group will not participate in this Public Issue.

40. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of filing the Draft Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.

41. For the details of transactions by our Company with our Promoter Group, Group Companies during financial years ended March 31 2018, 2017 and 2016, please refer to Annexure VIII of restated financial statement under the section titled, 'Financial Statements' beginning on page 181 of this Draft Prospectus.

42. None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as stated above in this chapter and also in the chapter titled "Our Management" beginning on page 131 of this Draft Prospectus.

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

44. Our Company has Eight (8) shareholders as on the date of filing of this Draft Prospectus.

SECTION IV : PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

Our Company proposes to utilize the funds which are being raised towards funding the following objects and achieve the benefits of listing on the NSE Emerge Platform.

The objects of the Issue are:

1. To meet the working capital requirements of the Company;
2. Issue Expenses.

Our Company believes that listing will enhance our Company's corporate image, brand name and create a public market for its Equity Shares in India. It will also make future financing easier and affordable in case of expansion or diversification of the business. Further, listing attracts interest of institutional investors as well as foreign institutional investors.

The main objects clause of our Memorandum enables our Company to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the objects clause of our Memorandum. The fund requirement and deployment are based on internal management estimates and has not been appraised by any bank or financial institution.

FUND REQUIREMENTS:

Our funding requirements are dependent on a number of factors which may not be in the control of our management, changes in our financial condition and current commercial conditions. Such factors may entail rescheduling and / or revising the planned expenditure and funding requirement and increasing or decreasing the expenditure/repayment for a particular purpose from the planned expenditure/repayment.

We intend to utilize the proceeds of the Fresh Issue, in the manner set forth below:

(Rs. In lakhs)

Sr. No.	Particulars	Amount
1.	Working Capital Requirements	1204.56
2.	*Issue Expenses	150.00
	Total	**1354.56**

** As on May 25, 2018, our Company has incurred a sum of Rs. 6,43,320/- (Rupees Six Lakh Forty-Three Thousand Three Hundred Twenty Only) towards issue expenses.*

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

The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in light of changes in external circumstances or costs, other financial conditions, business or strategy, as discussed further below.

In case of variations in the actual utilization of funds allocated for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue. If surplus funds are unavailable, the required financing will be through our internal accruals and/or debt.

We may have to revise our fund requirements and deployment as a result of changes in commercial and other external factors, which may not be within the control of our management. This may entail re-scheduling, revising or cancelling the fund requirements and increasing or decreasing the fund requirements for a particular purpose from its fund requirements mentioned below, at the discretion of our management. In case of any shortfall or cost overruns, we intend to meet our estimated expenditure from internal accruals and/or debt. In case of any such re-scheduling, it shall be made by compliance of the relevant provisions of the Companies Act, 2013 / Companies Act, 1956.

DETAILS OF UTILIZATION OF ISSUE PROCEEDS

➢ **Working Capital Requirements**

(Rs. in Lakhs)

Particulars	2015-16*	2016-17*	2017-18*	2018-19#
Current Assets				
Cash & Cash Equivalents	0.81	0.92	2.44	9.06
Trade Receivables	558.90	1,417.71	1,189.09	1,900.00
Inventories	215.74	835.20	1,735.84	2,973.49
Other Current Assets	198.47	195.13	113.16	736.85
Total (A)	**973.92**	**2,448.96**	**3,040.53**	**5,619.39**
Current Liabilities				
Trade Payables	336.71	1,628.82	768.20	500.00
Other Current Liabilities	110.81	85.73	397.38	715.18
Total (B)	**447.52**	**1,714.55**	**1,165.58**	**1,215.18**
Net Working Capital (A)-(B)	**526.40**	**734.41**	**1,874.95**	**4,404.21**
Sources of Working Capital				
Fund Based Borrowings	416.86	550.35	670.18	750.00
IPO Proceeds	-	-	-	1204.56
Internal Sources / Share Capital /Borrowings	109.54	184.06	1,204.77	2,449.65

**Based on Restated Financial of respective years.*
#Estimated

The Company's business is working capital intensive and they avail their working capital in the ordinary course of business from Banks. As on March 31, 2017 and March 31, 2018 the Company's net working capital consisted of Rs. 734.41 and Rs. 1,874.95 Lakhs respectively.

The total working capital requirement for the 2018-19 is estimated to be Rs. 4,404.21 Lakhs. The incremental working capital requirement for the year ended 2018-19 will be met through the Net Proceeds to the extent of Rs. 1204.56 Lakhs and the balance portion will be met through borrowings and Internal Sources.

BASIS OF ESTIMATION

The incremental working capital requirements are based on historical Company data and estimation of the future requirements in FY 2018-19 considering the growth in activities of our Company and in line with norms generally accepted by banker(s).

We have estimated future working capital requirements based on the following:

(No. of Days)

Particulars	Basis	2015-16	2016-17	2017-18	2018-19
Receivables	Collection Period	82	145	70	58
Inventory	Raw Material	15	18	51	28
	Stock in Process	13	34	22	31
	Finished Goods (Including Stock-in-Trade)	5	36	43	50
Payables	Credit Period	51	160	51	17

We have been enjoying credit period from vendors for about 30-60 days. We have estimated our creditors to be in the range of 15-20 days for FY 2018-19. We expect with more funds available to our company, we will be able to secure cash discounts from our vendors which will enhance our profitability as well as creditability.

ISSUE RELATED EXPENSES

The expenses for this Issue include issue management fees, underwriting fees, registrar fees, legal advisor fees, printing and distribution expenses, advertisement expenses, depository charges and listing fees to the Stock Exchange, among others. The total expenses for this Issue are estimated not to exceed Rs. 150.00 Lakhs.

(Rs. in Lakhs)

Expenses	Expenses (Rs. in Lakhs)	Expenses (% of total Issue expenses)	Expenses (% of Issue size)
Payment to Merchant Banker including expenses towards printing, advertising, and payment to other intermediaries such as Registrars, Market Makers, Bankers and Regulatory Fees & Other Expenses etc.	30.00	20.00	2.21
Marketing expenses, Selling Commission and other expenses	120.00	80.00	8.86
Total estimated Issue expenses	**150.00**	**100.00**	**11.07**

DEPLOYMENT OF FUNDS

As estimated by our management, the entire proceeds from the Issue shall be utilized as follows:

(Rs. In Lakhs)

Particulars	Total Funds	Amount incurred till Jun 25, 2018	Balance deployment during FY 2018-19
Working Capital Requirements	1204.56	-	1204.56
*Issue Expenses	150.00	6.43	143.57
Total	**1354.56**	**6.43**	**1348.13**

** As on May 25, 2018, our Company has incurred a sum of Rs. 6,43,320/- (Rupees Six Lakh Forty-Three Thousand Three Hundred Twenty Only) towards issue expenses.*

RPMD & Associates, Chartered Accountants, Statutory Auditor has vide certificate dated May 28, 2018 confirmed that as on May 25, 2018 following funds were deployed for the proposed Objects of the Issue:

(*Rs. in Lakhs*)

Source	Amount Incurred
Internal Accruals	6.43
Total	6.43

MEANS OF FINANCE

(*Rs. in Lakhs*)

Particulars	Estimated Amount
Issue Proceeds	1354.56
Internal Accruals	Nil
Total	**1354.56**

APPRAISAL BY APPRAISING AGENCY

None of the Objects have been appraised by any bank or financial institution or any other independent third-party organization. The funding requirements of our Company and the deployment of the proceeds of the Issue are currently based on available management estimates. The funding requirements of our Company are dependent on a number of factors which may not be in the control of our management, including variations in interest rate structures, changes in our financial condition and current commercial conditions and are subject to change in light of changes in external circumstances or in our financial condition, business or strategy.

INTERIM USE OF FUNDS

Pending utilization for the purposes described above, our Company intends to invest the funds in with scheduled commercial banks included in the second schedule of Reserve Bank of India Act, 1934. Our management, in accordance with the policies established by our Board of Directors from time to time, will deploy the Net Proceeds. Further, our Board of Directors hereby undertake that full recovery of the said interim investments shall be made without any sort of delay as and when need arises for utilization of process for the objects of the issue.

MONITORING UTILIZATION OF FUNDS

As the Net Proceeds of the Issue will be less than Rs. 10,000 Lakhs, under the SEBI (ICDR) Regulations it is not mandatory for us to appoint a monitoring agency.

Our Board and the management will monitor the utilization of the Net Proceeds through its audit committee. Pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half-yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Draft Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. The statement will be certified by the Statutory Auditors of our Company.

No part of the Issue Proceeds will be paid by our Company as consideration to our Promoters, our Directors, Key Management Personnel or companies promoted by the Promoters, except as may be required in the usual course of business and for working capital requirements.

BRIDGE FINANCING FACILITIES

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Draft Prospectus, which are proposed to be repaid from the Net Proceeds. However, depending on business exigencies, our Company may consider raising bridge financing for the Net Proceeds for Object of the Issue.

VARIATION IN OBJECTS

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Initial Public Issue without our Company being authorized to do so by the Shareholders by way of a special resolution through a postal ballot. Further, pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half-yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution ("Postal Ballot Notice") shall specify the prescribed details as required under the Companies Act. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in Hindi, the vernacular language of the jurisdiction where our Registered Office is situated. Our Promoters will be required to provide an exit opportunity to such shareholders who do not agree to the above stated proposal, at a price as may be prescribed by SEBI, in this regard.

OTHER CONFIRMATIONS

There are no material existing or anticipated transactions with our Promoter, our Directors, our Company's key Managerial personnel and Group Companies, in relation to the utilization of the Net Proceeds. No part of the Issue Proceeds will be paid by our Company as consideration to our Promoters, our Directors, Key Management Personnel or companies promoted by the Promoters, except as may be required in the usual course of business.

BASIS FOR ISSUE PRICE

The Issue Price of Rs. 51/- per Equity Share has been determined by our Company, in consultation with the LM on the basis of an assessment of market demand for the Equity Shares through the Fixed Price Process and on the basis of the following qualitative and quantitative factors. The face value of the Equity Share of our Company is Rs. 10/- and Issue Price is 5.10 times the face value.

QUALITATIVE FACTORS

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

- Well known licensed Brands in our segments;
- Established and proven track record;
- Leveraging the experience of our Promoters;
- Experienced management team and a motivated and efficient work force;
- Cordial relations with our customers
- Quality Assurance & Control

For further details, refer to heading '***Our Strengths***' under chapter titled '***Our Business'*** beginning on page 101 of this Draft Prospectus.

QUANTITATIVE FACTORS

The information presented below relating to the Company is based on the standalone restated financial statements of the Company for Financial Year 2015-16, 2016-17 and 2017-18 prepared in accordance with Indian GAAP. Some of the quantitative factors, which form the basis for computing the price, are as follows:

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

Year ended	EPS (Rs.)	Weight
March 31, 2016	1.14	1
March 31, 2017	0.73	2
March 31, 2018	7.32	3
Weighted Average	**4.09**	

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

2. Price to Earnings (P/E) ratio in relation to Issue Price of Rs. 51/- per Equity Share of face value of Rs. 10/- each.

Particulars	P/E Ratio
P/E ratio based on Basic EPS for FY 2017-18	6.97
P/E ratio based on Weighted Average EPS	12.47

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

Year ended	Ron (%)	Weight
March 31, 2016	16.16	1
March 31, 2017	25.40	2
March 31, 2018	35.73	3
Weighted Average	**29.03**	

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

4. Minimum Return on Total Net Worth after Issue needed to maintain Pre-Issue EPS for the year ended March 31, 2018 – 28.05%

5. Net Asset Value (NAV)

(Amount in Rs.)

Particulars	Amount (Rs.)
Net Asset Value per Equity Share as of March 31, 2018	17.11
Net Asset Value per Equity Share after the Issue	26.09
Issue Price per equity share	51.00

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

6. Comparison with other listed companies/Industry peers

Our Company is into manufacturing of LED TV, LED monitors and mobile power banks. We believe that there are no listed companies in India which are solely engaged in same type of business like ours. Hence, a strict comparison is not possible.

The Company in consultation with the Lead Manager and after considering various valuation fundamentals including Book Value and other relevant factors believes that the issue price of Rs. 51/- per share for the Public Issue is justified in view of the above parameters. The investors may also want to pursue the Risk Factors beginning on page 19 of this Draft Prospectus and Financials of the company as set out in the Financial Statements beginning on page 157 of this Draft Prospectus to have more informed view about the investment proposition. The Face Value of the Equity Shares is Rs. 10/- per share and the Issue Price is 5.10 times of the face value i.e. Rs. 51/- per share.

STATEMENT OF TAX BENEFITS

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

To
The Board of Directors,
Powerful Technologies Limited
(Formerly known as Powerful Technologies Private Limited)
G1 Prakash Chamber Ground Floor 6,
Netaji Subash Marg, Darya Ganj,
New Delhi-110 002, India.

We refer to proposed issue of the shares of **Powerful Technologies Limited** ('the Company'). We enclose herewith the statement showing the possible tax benefits available to the Company and the shareholders of the Company under the Income Tax Act, 1961 ('Act' as applicable to the assessment year 2019-20 relevant to the financial year 2018-19 for inclusion in the Draft Prospectus as well as Prospectus ("Offer Documents") for the proposed issue of shares.

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

The benefits discussed in the enclosed statement are neither exhaustive nor conclusive. The contents stated in the Annexure are based on the information and explanations obtained from the Company. This statement is only intended to provide general information to guide the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to specific tax implications arising out of participation in the issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

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

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

For RPMD & Associates
Chartered Accountants
F.R.N. 005961C

Rahul Jain
Partner
M. No. 518352

Place: Delhi
Date: May 28, 2018

ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO POWERFUL TECHNOLOGIES LIMITED ("THE COMPANY") AND IT'S SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

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

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

   There are no Special tax benefits available to the Company.

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

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

Notes:

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.

2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

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

You should consult your own Tax Advisors concerning the Indian Tax implications and consequences of purchasing, owning and disposing of equity shares in your particular situation.

For RPMD & Associates
Chartered Accountants
F.R.N. 005961C

Rahul Jain
Partner
M. No. 518352

Place: Delhi
Date: May 28, 2018

SECTION V – ABOUT THE COMPANY AND THE INDUSTRY

OVERVIEW OF INDIAN ECONOMY

India's diverse economy encompasses traditional village farming, modern agriculture, handicrafts, a wide range of modern industries, and a multitude of services. Slightly less than half of the work force is in agriculture, but services are the major source of economic growth, accounting for nearly two-thirds of India's output but employing less than one-third of its labour force. India has capitalized on its large educated English-speaking population to become a major exporter of information technology services, business outsourcing services, and software workers.

Thus, the country is attracting many global majors for strategic investments owing to the presence of vast range of industries, investment avenues and a supportive government. Huge population, mostly comprising the youth, is a strong driver for demand and an ample source of manpower.

With 1.33 billion people and the world's fourth-largest economy, India's recent growth and development has been one of the most significant achievements of our times. Over the six and half decades since independence, the country has brought about a landmark agricultural revolution that has transformed the nation from chronic dependence on grain imports into a global agricultural powerhouse that is now a net exporter of food. Life expectancy has more than doubled, literacy rates have quadrupled, health conditions have improved, and a sizeable middle class has emerged. India is now home to globally recognized companies in pharmaceuticals and steel and information and space technologies, and a growing voice on the international stage that is more in keeping with its enormous size and potential.

GDP and Other Indicators

India's gross domestic product (GDP) at constant prices grew by 7.2 per cent in September-December 2017 quarter as per the Central Statistics Organisation (CSO). Corporate earnings in India are expected to grow by 15-20 per cent in FY 2018-19 supported by recovery in capital expenditure, according to JM Financial.

The tax collection figures between April 2017- February 2018 show an increase in net direct taxes by 19.5 per cent year-on-year and an increase in net indirect taxes by 22.2 per cent year-on-year.

India has retained its position as the third largest startup base in the world with over 4,750 technology startups, with about 1,400 new start-ups being founded in 2016, according to a report by NASSCOM.

India's labour force is expected to touch 160-170 million by 2020, based on rate of population growth, increased labour force participation, and higher education enrolment, among other factors, according to a study by ASSOCHAM and Thought Arbitrage Research Institute.

India's foreign exchange reserves were US$ 422.53 billion in the week up to March 23, 2018, according to data from the RBI.

(Source: https://www.ibef.org)

Source RBI

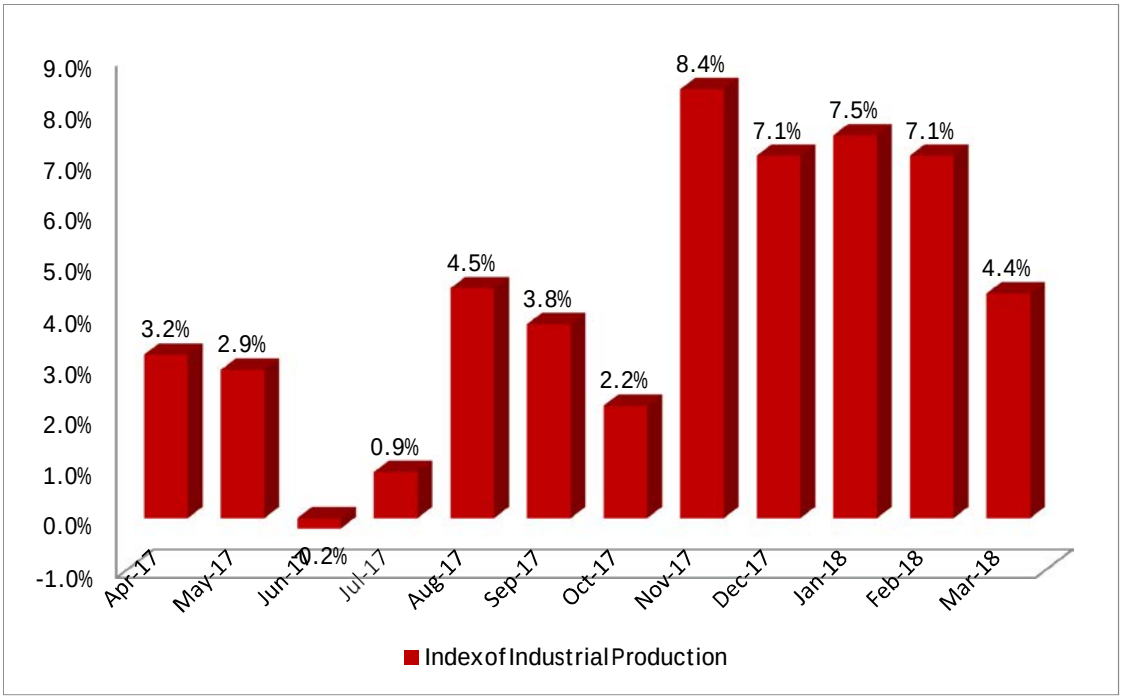
Index of Industrial Production

The General Index for the month of March 2018 stands at 139.0, which is 4.4 percent higher as compared to the level in the month omf March 2017. The cumulative growth for the period April-March 2017-18 over the corresponding period of the previous year stands at 4.3 percent.

The Indices of Industrial Production for the Mining, Manufacturing and Electricity sectors for the month of March 2018 stand at 131.3, 138.6 and 156.7 respectively, with the corresponding growth rates of 2.8 percent, 4.4 percent and 5.9 percent as compared to March 2017. The cumulative growth in these three sectors during April-March 2017-18 over the corresponding period of 2016-17 has been 2.3 percent, 4.5 percent and 5.4 percent respectively.

In terms of industries, eleven out of the twenty three industry groups (as per 2-digit NIC-2008) in the manufacturing sector have shown positive growth during the month of March 2018 as compared to the corresponding month of the previous year. The industry group 'Manufacture of furniture' has shown the highest positive growth of 41.5 percent followed by 20.6 percent in 'Manufacture of food products' and 17.2 percent in 'Manufacture of motor vehicles, trailers and semi-trailers'. On the other hand, the industry group 'Other manufacturing' has shown the highest negative growth of (-) 30.7 percent followed by (-) 20.6 percent in 'Manufacture of tobacco products' and (-) 18.6 percent in 'Manufacture of wearing apparel'.

As per Use-based classification, the growth rates in March 2018 over March 2017 are 2.9 percent in Primary goods, (-) 1.8 percent in Capital goods, 2.1 percent in Intermediate goods and 8.8 percent in Infrastructure/ Construction Goods. The Consumer durables and Consumer non-durables have recorded growth of 2.9 percent and 10.9 percent respectively.



Source: RBI & MOSPI

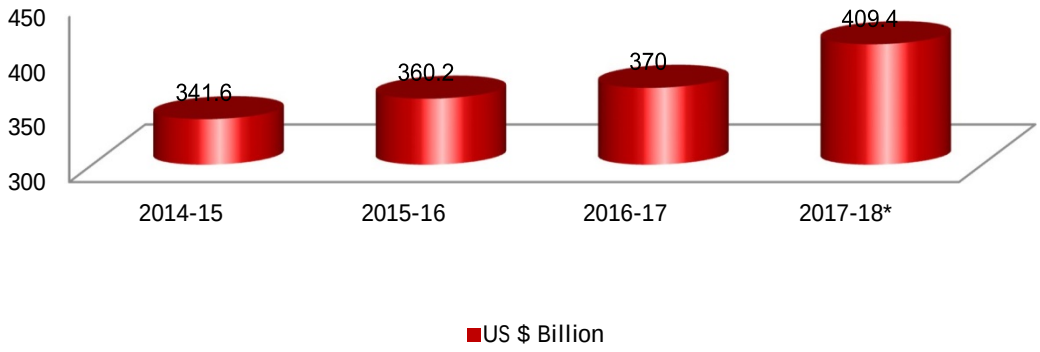
FDI in India

FDI equity inflows to the services sector grew by 15.0% during 2017-18 (April-October). It has been possible because the Government has undertaken a number of reforms to ensure that India remains an increasingly attractive investment destination, which includes announcement of National Intellectual Property Rights (IPR) policy, implementation of GST, reforms for ease of doing business.

A series of major reforms undertaken over the past year will allow real GDP growth to reach 6.75 percent this fiscal and will rise to 7.0 to 7.5 percent in 2018-19, thereby re-instating India as the world's fastest growing major economy. This was stated in the Economic Survey 2017-18 tabled in Parliament today by the Union Minister for Finance and Corporate Affairs, Shri Arun Jaitley. It said that the reform measures undertaken in 2017-18 can be strengthened further in 2018-19.

The survey underlines that due to the launch of transformational Goods and Services Tax (GST) reform on July 1, 2017, resolution of the long-festering Twin Balance Sheet (TBS) problem by sending the major stressed companies for resolution under the new Indian Bankruptcy Code, implementing a major recapitalization package to strengthen the public sector banks, further liberalization of FDI and the export uplift from the global recovery, the economy began to accelerate in the second half of the year and can clock 6.75 percent growth this year. The survey points out that as per the quarterly estimates; there was a reversal of the declining trend of GDP growth in the second quarter of 2017-18, led by the industry sector. The Gross Value Added (GVA) at constant basic prices is expected to grow at the rate of 6.1 per cent in 2017-18 as compared to 6.6 per cent in 2016-17. Similarly, Agriculture, industry and services sectors are expected to grow at the rate of 2.1 per cent, 4.4 per cent, and 8.3 per cent respectively in 2017-18. The survey adds that after remaining in negative territory for a couple of years, growth of exports rebounded into positive one during 2016-17 and expected to grow faster in 2017-18. However, due to higher expected increase in imports, net exports of goods and services are slated to decline in 2017-18. Similarly, despite the robust economic growth, the savings and investment as a ratio of GDP generally declined. The major reduction in investment rate occurred in 2013-14, although it declined in 2015-16 too. Within this the share of household sector declined, while that of private corporate sector increased.

FOREX RESERVES



*As on December 29, 2017

(Source: https://www.indiainfoline.com

www.pib.nic.in)

Key Economic Variables

Particulars	FY14	FY15	FY16	FY17 RE	FY18 AE
GDP %	6.4	7.5	8.0	7.1	6.6
GVA Growth Rate (%)	6.3	7.1	7.9	6.6	6.4
Export Growth (%)	4.7	-1.3	-5.4	4.7	9.8
Import Growth (%)	-8.3	-0.5	-5.9	-0.17	19.6
Index of industrial Production (%)	4.2	4.5	2.7	-	4.4

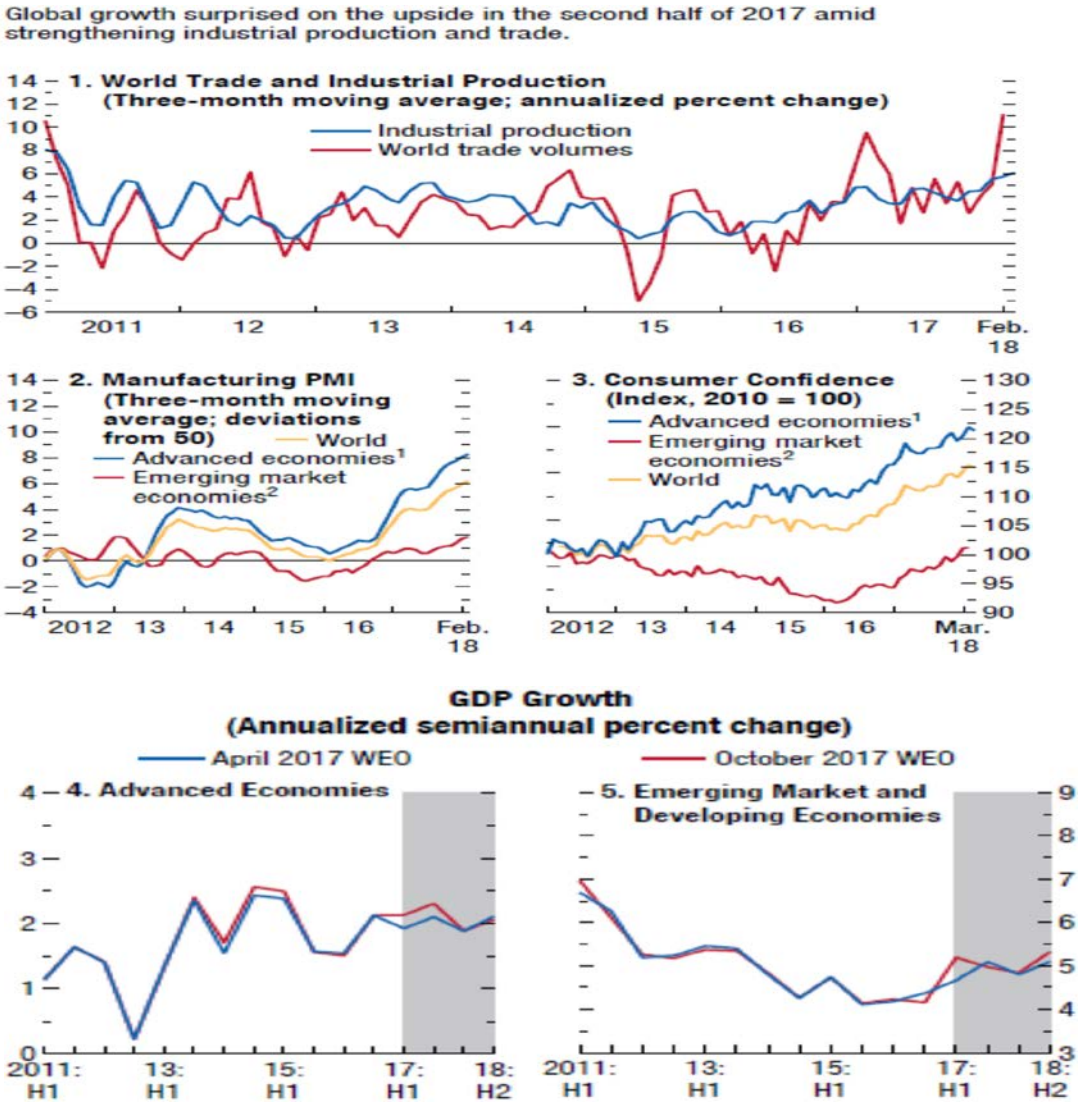
(Source: http://pib.nic.in/newsite/PrintRelease.aspx?relid=178671
https://tradingeconomics.com/india/importsRBI18)

Global Economy

Global growth is expected to tick up to 3.9 percent this year and next, supported by strong momentum, favorable market sentiment, accommodative financial conditions, and the domestic and international repercussions of expansionary fiscal policy in the United States. The partial recovery in commodity prices should allow conditions in commodity exporters to gradually improve.

Over the medium term, global growth is projected to decline to about 3.7 percent. Once the cyclical upswing and US fiscal stimulus have run their course, prospects for advanced economies remain subdued, given their slow potential growth. In emerging market and developing economies, in contrast, growth will remain close to its 2018–19 level as the gradual recovery in commodity exporters and a projected increase in India's growth provide some offset to China's gradual slowdown and emerging Europe's return to its lower-trend growth rate. Nevertheless, 40 emerging market and developing economies are projected to grow more slowly in per capita terms than advanced economies, failing to narrow income gaps vis-à-vis the group of more prosperous countries.

Key Indicators



(Source: https://www.imf.org)

INDUSTRY OVERVIEW

Consumer Durables / Electronics

India is becoming home to a growing middle-class population. Increasing disposable income has led to increased consumer demand for electronics products especially advanced TVs, mobile phones, and computers. This surge is huge which shows a positive outlook for the industry.

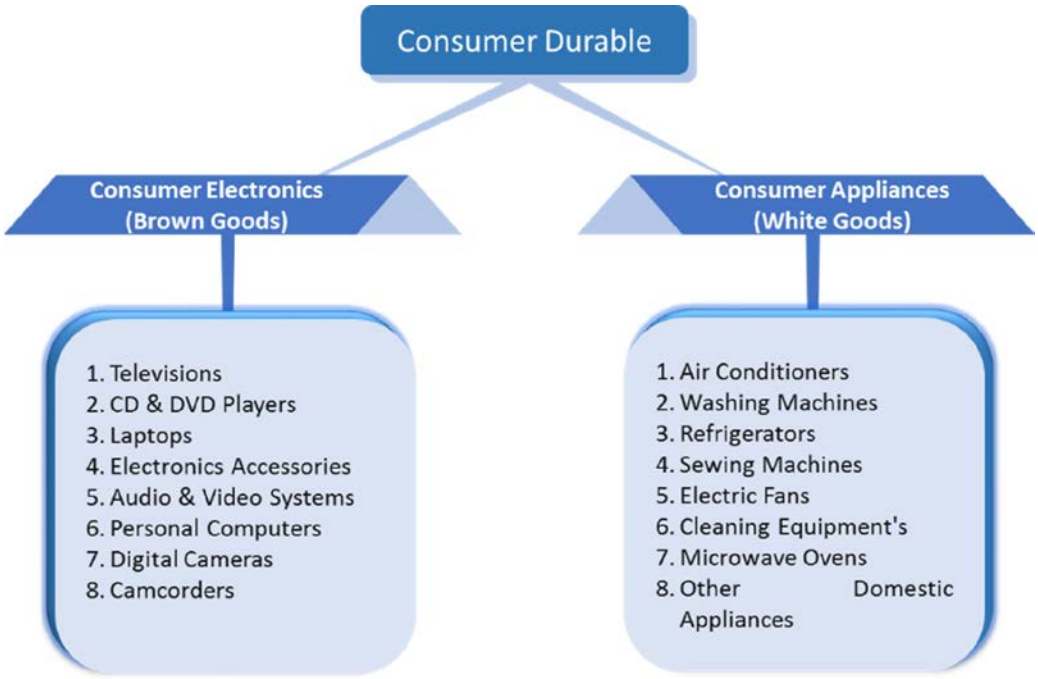
Consumer durables/light electricals market in India increased at 11% CAGR between FY12-17 to reach Rs 1.4 trillion (US$ 21.70 billion).The industry is expected to grow at 13% CAGR and reach Rs 3 trillion (US$ 46.54 billion) by 2020. Urban markets account for the major share (65%) of total revenues in the consumer durables sector in India. There is a lot of scope for growth from rural markets with consumption expected to grow in these areas as penetration of brands increases. Consumer electronics exports from India reached US$ 270.08 million during April-December 2017. Also demand for durables like refrigerators as well as consumer electronic goods

are likely to witness growing demand in the coming years in the rural markets as the government plans to invest significantly in rural electrification.

Growing awareness, easier access, and changing lifestyles have been the key growth drivers for the consumer market. The Government of India's policies and regulatory frameworks such as relaxation of license rules and approval of 51% foreign direct investment (FDI) in multi-brand and 100% in single-brand retail are some of the major growth drivers for the consumer market.

https://www.ibef.org/download/Consumer-Durables-February-2018.pdf

Key Segments of Consumer Durable Market



Source: https://www.ibef.org/download/Consumer-Durables-February-2018.pdfpdf

Consumer Electronics (TV Segment)

India’s electronics market stood at Rs 6500 billion in FY17. The consumer electronics market is estimated to be between Rs 750-800 billion. The television market forms about 25% the major component of the consumer electronics market, it is estimated that the TV market is between Rs 650-700 billion. India has the world’s third largest TV industry. It has grown at 12% CAGR over FY09-16 period, it is expected that the TV industry will grow at 15% CAGR over the next 3 years and stand at Rs 1000 billion. Penetration of TVs per 1000 population in India stands at 179, this is in comparison to 856 and 772 per 1000 in USA and China. The average penetration of TV sets per 1000 in the world is 538. There is immense scope of increase in TV penetration levels in India. Technological developments in the TV industry have led to the replacement of cathode ray tube display TVs (CRT) to flat panel displays like plasma, LCD and recently LED TVs. Major TV players like LG, Samsung, Sony are introducing new technologies like curved panel display, OLEDs and 3D televisions in the market. The Indian TV market is 12 Mn units and is growing by 17%. Majority of the sales are in flat panel display category with CRTs having a negligible share. It is expected going forward that CRT display TVs will be totally replaced by flat panel display TVs. Major tilt is also seen towards LED TVs as price differential between LCD and LED TVs is narrowing. Some of the major players have stopped production of LCDs and are concentrating on LED and smart TVs. 60% of sales in the flat panel segment are in the 32+ inch category. This is the fastest growing category in the TV market. TVs in the less than 32inch category are losing market share. Major sales of TVs come from

north and west India. Samsung, LG and Sony are the market leaders in the TV market with combined market share of 70%. Samsung is the leader with 27% followed by LG and Sony which have market shares of 25% and 18% respectively. Global giants are facing competition from home grown Indian companies like VU technologies, Intex and Micromax. These companies target tier 2 & 3 towns, sell their products at 30-35% discount to international brands, and have tie ups with e-commerce players to sell their products. The three players combined have a market share of 20% of the flat panel display market.

Government Initiatives

Various government initiatives and policy decisions that will aid to the growth of this sector are:

- National policy on electronics,2012 was launched to achieve two objectives- to transform India into a global hub for electronic system design and manufacturing (ESDM) and expand the manufacturing base of electronic products.
- The goals for 2020 under this scheme is attract investments worth $100 billion, enhance exports to $ 80 billion and achieve turnover of $ 400 billion and generate employment of 28 million by 2020.
- 100% FDI is permitted in electronics hardware manufacturing under the automatic route FDI in single brand retail has increased from 51% to 100%, FDI is expected to increase to 51% in multi brand retail.
- Export oriented units (EOUs), electronic hardware technology parks (EHTPs) and special economic zones (SEZs) are exempted from various state and central taxes, duty free imports and initiatives for procuring goods domestically.
- Steps have been taken to create skilled manpower in this sector. Setting up of colleges for imparting education in the field of electronics, 2500 PHDs in the electronics field and special incentives to college students are some of the initiatives that have been taken in this area.
- INR 70 billion electronic development funds has been set up to promote innovation and create intellectual property rights.
- Custom duties have been reduced on input items like wires, cables, compressors. Majority of the consumer durable products come under the 28% tax rate under GST, the tax rate for this sector earlier was in the range of 25-27%. This may impact consumer sentiment in the short term, however in the long run a unified tax for the sector is a positive.
- Exporters can avail benefits under market access initiative (MAI) and market development assistance (MDA) schemes for export of electronics and IT hardware products.

Drivers of the Industry

Growth drivers for the consumer durable industry are as below:

- Rising disposable incomes, change in customer tastes and preferences, large no of people joining work force every year will drive demands for products in this category.
- More than 50% of India's population is under 25 years and 1/5th of the world's working population will be in India.
- Ease of availing consumer credit from financial institutions and lower interest rates.
- Governments smart city project can lead to exponential demand for products in this segment.
- Rural electrification scheme will drive demand for consumer electronics and white goods in rural areas.
- Prime minister's vision of doubling farm income by 2022 if executed will help the industry immensely.

- Seventh pay commission will result in more money in the hands of government employees who can then purchase products in this segment.
- Rise in the share of organized retail. Market share of 3% currently, expected to rise to 15-18% in the near future.
- Online shopping on flipkart and amazon to give fillip to the sector and will also expand the segment.
- Penetration levels across product categories in the consumer durable segment the lowest, penetration levels are even lower in rural areas.
- Huge scope for tapping first time buyers, majority of sales in urban markets currently are replacement sales.
- Product innovation and availability of variety of products.
- Several government policy initiatives.
- Huge investments in the sector, investments to the tune of INR 100 billion have been committed by consumer durable companies for the near future.
- Replacement cycle for products has reduced from 9-10 years earlier to 4-5 years currently.
- Products like ACs, washing machines, higher end TVs are no longer considered luxuries.
- Nuclear families and women joining the work force will drive demand for products like washing machines, kitchen appliances and dishwashers.
- Promoting setting up of component industry will result in lesser imports. This will finally help in reduction of prices as components will be manufactured and procured locally.
- Lower labour costs and large consumer market will encourage global consumer players to set up manufacturing units in India.
- Increasing labour costs, other costs like real estate, taxes and shift in governments focus on local consumption in China will benefit countries like India.
- GST will positively impact the sector, additionally logistics cost will come down which will help in reduction in costs of products.

Challenges

Some of the **challenges** faced by the Industry are:

- Underdeveloped component and raw material industry. Current players also do not have the scale to meet demands of manufacturers. Quality of inputs produced is not competitive to imports from other South Asian countries.
- Competition from South Asian countries and China.
- Capital intensive business, manufacturers need to invest regularly to stay in business.
- Infrastructure bottle necks need to be addressed.

Source:https://www.fintapp.com/blog/consumer-durables-industry-analysis-research-report/

Power Bank Market

The power bank market is expected to grow at a CAGR of 21.22% between 2017 and 2022 and is likely to be valued at USD 25.16 billion by 2022. The key driving factors for the growth of the market include the increasing usage of electronic devices such as smartphones and tablets, technological advancements, and electric outage in certain countries. However, the major restraining factors for the growth of this market are improvement in the

battery capacity of electronic devices and increasing adoption of wireless charging technology in consumer electronic devices.

The market for power banks with a capacity range of 12500-15499mAh is expected to grow at a high rate between 2017 and 2022. The increased battery capacity of mobile devices and laptops require high capacity power banks to recharge these devices; this is expected to drive the growth of the market.

Smartphones hold the largest size of the power bank market; the market for smartphones is expected to grow at a high rate between 2017 and 2022. The increasing penetration of smartphones, along with the extensive use of Internet services, is draining the battery power of smartphones rapidly. Hence, the demand for power banks to run smartphones for a longer duration is increasing in the market.

The market for power banks in Europe is expected to grow at a high rate between 2017 and 2022. The manufacturers in Europe are continuously seeking for new growth opportunities by focusing on new technological developments in the power bank market. In addition, the presence of a large number of techno savvy consumers with high disposable income contributes to the growth of the power bank market in Europe.

The key players operating in the power bank market include Beijing Xiaomi Technology Co., Ltd. (China), Lenovo Group Ltd. (China), Microsoft Corp. (US), Panasonic Corp. (Japan), Sony Corp. (Japan), ADATA Technology Co., Ltd. (Taiwan), AsusTek Computer Inc. (Taiwan), Ambrane India Pvt. Ltd. (India), Anker Technology Co. Ltd. (US), Intex Technologies (India), OnePlus Technology (Shenzhen) Co., Ltd. (China), and uNu Electronics Inc. (US) Ltd. (India).

OUR BUSINESS

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

All financial information included herein is based on our "Financial information of the Company" included on page 157 of this Draft Prospectus.

BACKGROUND

Our Company was incorporated in February 2015 by Mrs. Karuna Chhabra and Mr. Aditya Gupta as our initial subscribers and promoters. Our Company was promoted as an independent manufacturing unit after the initial success of our promoter's business enterprise Pioneer Computronix Private Limited in 2011, predominantly a trading company, dealing IT products and computer peripherals like key boards, mouse, power supply, mother boards, batteries etc. For further details please refer to the chapter titled "Our Group Entities" beginning on page 150 of this Draft Prospectus. Our Company manufactures/assembles LED TVs, LED monitors and Power Banks under "Made in India" concept with an aim to turn the country into a global manufacturing hub with world class technology, nominal cost and excellence service. With this venture, our promoters moved from virtual manufacturing in their earlier company to actual manufacturing currently.

Our Promoters Mr. Aditya Gupta, Mrs. Karuna Chhabra and Mr. Nitin Chhabra have an experience of about 15 years each in IT and Electronics industry. They have been the guiding force to take timely decisions and have served as an invaluable mentor for strategy formulation for our company. For the detailed information regarding experience of our promoters, refer to "Our Promoters" beginning on page 145 of this Draft Prospectus.

OVERVIEW

Our company was formed to focus exclusively on consumer electronics products like LED TVs & mobile power banks and IT hardware products like LED monitors. Our Company is into manufacturing of LED TV, LED monitors and mobile power banks. Our first shipment for mobile adapter has recently been delivered to our distributors under "Powereye" brand. Our manufacturing unit was set up in Noida, which has been a hub for IT and consumer electronics products.

Initially, we started selling our products under brand names "Powereye" and "Lappy Master" and also used to make power banks for other brands. After getting approval from American brands Kodak and Polaroid in year 2016-17 to manufacturer mobile power banks and LED TVs respectively, our company scaled up its volumes over last one year from these brands. The company is authorized licensee for Polariod LED TVs and LED Monitors and Kodak Power banks in India. Our Company is also trading in mobile power banks and LED TVs as and when demand is more than supply.

Our Company follows Good manufacturing practices required to conform to the guidelines recommended by our licensing brands that control the authorization and licensing of the products we manufacture and sell in their brand name. We assure that our products are consistently high in quality and durability for their intended use. We have advanced manufacturing facility, which enables us to maintain the quality of the products, we abide by the norms and guidelines of international quality. It is the diligent efforts of our personnel, that we have been able to streamline our business operations. Furthermore, we pay extreme attention to the warehousing and packaging of

our products. Owing to our earnest efforts, we have been able to garner a niche clientele across the domestic market.

Our Company is fully committed towards delivering products that will not only meet the expectations of the customers but exceed them as well to add a smile on their faces to maintain the winning edge over its competitors.

We believe that over a period of time, we have emerged as a significant constituent of the Indian IT and Communications Industry, selling a wide range of products. Moreover, we offer customization to our customers at market leading prices. We have been successfully in creating very handy and affordable products range by deep research and development. We believe that we maintain a broad distribution network throughout the nation providing unmatched products with advanced quality at the lowest possible price. Further, the focus of our company has been to sell our products online. With the recent tie up of our Company with Appraio Retail Pvt. Ltd, a JV of Amazon Asia and Patni group as also with Flipkart India Pvt. Ltd, the scope of expansion into this area will be much faster and much easier.

We believe that our Company is equipped with a good infrastructure facility, constituted with advance technologies and skilled professionals to manufacture the latest line of LED TVs and mobile power banks for our valued customers. For the purpose of better management and operations, the facility is parted into a number of highly functional units like Production, Quality Analyst, Warehouse and Administration. The installed machines, hardware and software are upgraded in an appropriate manner in accordance with latest market trends. We also invest in the areas of technical improvement and employee training programs. Our company is certified as ISO 9001:2008 (Quality Management) and SA 8000:2008 (Social Accountability) for & LED TVs and mobile power banks.

Our Strength's

- We deliver the good quality branded products at the affordable prices.
- Our products are available both online and in-store.
- Wide distribution network across India.
- Sufficient manufacturing capacity.
- First class customer service is at our core both pre-sales and after sales care.

We earn the majority of its revenue and profit through the sale of our products to Indian consumers. Our offering comprises products released under Powerful in-house brand, such as "Powereye" and "Lappymaster" and - products produced under third party brands, such as "Kodak" and "Polaroid". We aim to deliver price leadership across both of these business segments, through technology-driven efficiency.

Our strategy is to harness technology-driven efficiencies to deliver price leadership across products and services with established high consumer demand. Over time, Powerful believes that the scalability of its business model, together with the successful execution of its revenue growth strategies, will position the business to deliver significant operating leverage.

The growth and success of the business is testament to the amazing commitment of our team who work relentlessly to ensure that the expectations of our customers are not just met but exceeded every day. We believe to have assembled a talented team of thought-leaders in the local market. Our entire team is expert in analysing data to improve the efficiency of our business and drive a better customer experience. We make our decisions based on facts,.

Some of our competitive advantages include our brands, proprietary technology infrastructure, and operations systems, which we believe to be world class. We believe that we haven't just built a robust distribution network, but also become well known online retailers. Our Brands have enabled strong association and helped us expansion into new verticals. Our vision is to exceed in our endeavors with simplified operations, ultimate customer satisfaction with an enthusiastic team.

Our company has entered into a MOU dated April 15, 2018 with Advantage Computers India Pvt. Ltd, a 22 year old company into the business of manufacturing and distribution of IT products & mobile phones (in thebrand name "ADCOM") to jointly cater mobile phones and their accessories market across Delhi/NCR. Under the MOU, a Sales team has been formed on jointly basis to cater various small and medium size retailers across Delhi/NCR, wherein both situations our companies will bill their products directly. Our company has planned to cater many more such retailers across Delhi/NCR in first half year.

This DTR (Direct to Retailer) project will create big offline direct sales channel for our existing products by avoiding unhealthy competition, giving more margins to retailers by eliminating the in between chains thereby creating more interest of the retailers to sell our products. Once this channel is created, we may introduce new products in future through this channel.

ACPL already has their dealers/retailers network in place for their products, which can be further strengthened with our products being attached as retailers will be getting a complete basket of feature phones, smart phones, power banks, chargers, Bluetooth speakers etc. under single umbrella and directly from the company. Also total project cost will be divided among the companies which will leave more margins for our company.

OUR COMPETITIVE STRENGTHS

We believe the following competitive strengths contribute to our success and position us well for future growth:

a) License rights with reputed and well-known brands

Our Company holds License rights for most reputed international brands like Polaroid in different territories such as India, Nepal and Bangladesh and Kodak –in India. The benefits of using an already established brand name that has been nurtured successfully over the years, allowed us to create immediate consumer recognition for our products, thereby generating revenues, expanding consumer awareness and reinforcing the brand's image. Our company is brand owner of "Powereye" and is having a basket of consumer Electronics and IT products under this brand. Our company manufactures consumer electronics and IT products under the brand name of "Lappymaster" also.

b) Experienced promoters and Management Expertise

Our company is promoted by Mr. Aditya Gupta, Mrs. Karuna Chhabra and Mr. Nitin Chhabra who individually have over 15 years of experience in the domain industry. They have played a key role in developing our business and we are benefited from their industry expertise, vision and leadership. Further, our Board of Directors are supported by a team of well experienced and qualified personnel.

c) Quality Assurance

Our Company is dedicated towards quality of our products which has helped us to maintain long term relations with our customers and has also facilitated us to entrench with new customers. Our Quality Assurance department ensures electronic products comply with safety and quality standards. They perform tests and inspections on finished products and then supply them to the distributors. Each consignment from our company is passed through tests and inspections as a part of our commitment to quality.

d) Strong Distributor Base

Our company has strong Distributor base across India including our established relationships with customers leading to stability of demand. We have several reputed domestic customers. We constantly try to address our customer's needs. This has helped us to maintain a long term working relationship with our customers and improve our client retention strategy.

e) Extensive array of products

We are mainly engaged Consumer Electronics business, dealing in Manufacturing of LED TV and Mobile Power Banks. We have launched variety of LED TVs and Mobile Power Banks which gives choice to our customers to select.

SWOT ANALYSIS

Strengths	Weaknesses
1. Experienced Promoter and Management team. 2. Established Online business (Supply to online Portals). 3. Excellent basket of brands: - Kodak -130 Years Old, Strong brand, Polaroid - 80 Years Old American Brand, good brand awareness among the Indian customers, can provide a competitive advantage, Lappymaster and Powereye, own brand, with a presence of 5 years in IT and electronics Market. 4. Focus on technology and quality. Sound rational appeal – good product features and good value for money, Good after sales service. 5. Polaroid License cover a variety of products and a good potential to launch various consumer electronics product under the brand.	1. High working capital requirement. 2. Lack of economies of scale currently, there by overheads cost are comparatively high
Opportunities	**Threats**
1. Huge domestic market for its products. 2. Huge potential to sell through online Portals i.e. Amazon, Flipkart & Snapdeal 3. No major competitors / big Multinational brand with significant market share in Power Bank sector, big gap in TV industry currently due to space created by exit of few groups. 4. Growing consumer Electronics market specially in tier II, III cities. 5. Increasing craze in youngsters towards electronic gadgets in emerging economies. 6. Government policies creating a very favorable environment for `Make in India' products and with having a big brand like Kodak and Polaroid in our basket with Make in India tag, make a perfect combination for planning and achieving a bigger market share.	1. Competition from parallel import, unbranded cheap and low quality products. 2. In the TV market two-way competition due to presence of big multinational brands.

OUR BUSINESS STRATEGY

Optimize Cost and Efficiencies

Our Company seeks to expand and enhance our presence in our existing business segments by identifying markets where we can provide cost effective, technically advanced products to our customers. Our Company plans to cater to various customers from different geographical locations by following the direct market route for large customers. Our Company would also aim to build-up our sales force which will enable us to effectively market our products. We regularly analyze our existing policies to be carried out for our technical and designing process which enables us to identify the areas of bottlenecks and correct the same. This helps us in improving efficiency and putting resources to optimal use.

Expand our Current Business Relationships

Our goal is to build long-term sustainable business relationships with our customers to generate increasing revenues. We plan to continue to expand the scope and range of products provided to our existing customers by continuing to build our expertise in major industries and extending our capabilities. In addition, we intend to continue to develop better and new products for the industry we operate in. We also seek to serve a greater support to our customers by offering after sales services.

Expansion by introducing more product line

Our company is planning to expand vertically also by introducing more product line related to mobile accessories like mobile phone charger, earphones, headphones and Bluetooth speakers in addition to introductions of new models in the existing range of Kodak power banks by launching of few more capacities power banks and to have more colors options in the same models and in the same way for polaroid LED TV, by introducing some more Sizes and some new design in the existing sizes.

Brand Image

To strengthen our position in the industry in which we operate, we undertake extensive sales and marketing to promote our brand on a continuous basis. These activities are integral to creating, maintaining and enhancing brand visibility and correspondingly to create, sustain and enhance our market share in the industry. We would continue to associate with the Brand Partners and sell products to the utmost satisfaction to our customers. We are highly conscious about our brand image and intend to continue our brand building exercise by increasing our Brand and Business Partners.

Integrity & Commitment

We are committed by the value of integrity and would not pursue any deviation to help our consumers. We work for wellness of our consumers while preserving the value for our existence. Our integrity is important to retain and acquire our consumers. Our commitment to embrace the "Make in India" initiative to grow our manufacturing business is the vision & mission we set out for ourselves is the corner stone for our success.

OUR PRODUCTS

1) **LED (Light Emitting Diode) TV**: LED TV is a type of LCD television that uses light-emitting diodes to backlight the display instead of the cold cathode fluorescent lights (CCFLs) used in standard LCD televisions. The result is a better picture quality and energy efficiency as compared to LCDs.

2) **LED (Light Emitting Diode) Monitor:** An LED monitor is a flat screen, flat panel computer monitor. It has a very short depth and is light in terms of weight.

3) **Power Bank:** Power bank is actually a casing fitted with specific capacity rechargeable battery that was specially designed to hold on to energy and store it until it needs to be transferred to another device. The power bank can hold capacity up to 30.000 mAh.

4) **Adaptor:** An adaptor is a device that converts attributes of one electrical device or system to those of an otherwise incompatible device or system. Some modify power or signal attributes, while others merely adapt the physical form of one electrical connector to another.

OUR OWN/LICENSED BRANDFAMILY

OUR LICENSED/OWN BRANDS

POLAROID

Polaroid has been a trusted global brand for 80 years and is best known for pioneering instant photography since Edwin Land first conceived of the instant camera in 1943. Polaroid heritage brands symbolize, embody and provide tremendous familiarity with quality products ranging from instant and digital still cameras, high-definition and mountable sports action video cameras, tablets, high-definition TVs, mobile apps and apparel. They embrace the nostalgia inherent in our past, allowing us to embrace old technologies through new technologies and beyond. They are dedicated to continually offering products that ensure quality and maximize function, making for a continuum of Polaroid brand values. They are committed to delivering instant gratification that connects the world through sharing. In fact, they consider themselves to be the original social sharing brand.

Our company has been granted license from Polaroid to use the "Polaroid" and "Polaroid & Pixel Design" trademarks with the products i.e. consumer televisions and computer monitors in the territories of India, Nepal & Bangladesh. The agreement is valid till December 31, 2019 and we pay royalty of 2% of average sales price.

➢ **LED TVs**

Our Company has manufacturing/assembling rights for LED TVs under the brand name of "Polaroid" in the 60cm (23.6inches), 100cm (39.5inches), 50cm (19.5inches), 55cm (21.6inches) and 80cm (31.5inches) variants.

➢ **LED Monitors**

Our Company has manufacturing/assembling rights for LED Monitors under the brand name of "Polaroid" in the 43.9cm (17.3 inches), 46.9cm (18.5 inches) and 39.6cm (15.6 inches) variants.

KODAK

Kodak is an American technology company that produces imaging products with its historic basis on photography. Kodak provides - directly and through partnerships with other innovative companies - hardware, software, consumables and services to customers in graphic arts, commercial print, publishing, packaging, electronic displays, entertainment and commercial films, and consumer products markets. With their world-class R&D capabilities, innovative solutions portfolio, and highly trusted brand, Kodak is helping customers around the globe to sustainably grow their businesses and enjoy their lives.

Our company has entered into a distribution agreement with Strand Europe Ltd to act as a manufacturer and distributor for the range of Kodak Power Banks within India. Strand Europe Ltd is having a Trademark License Agreement with Kodak. This agreement is valid till December 31, 2018. Commission is payable at a 15% mark up over manufacturing cost.

➢ **Power Banks**

Our Company has manufacturing/assembling rights for Power Banks under the brand name of "Kodak" in the 2500 mAh, 5000 mAh, 10000 mAh, 12500 mAh and 15000 mAh variants.

LAPPYMASTER

Our company has an agreement with Pioneer Computronix Private limited, an associate company to use the "Lappymaster" brand to make and sell LED TVs, LED Monitors and Power Banks in their brand name. Our company has entered into a license agreement with Pioneer Computronix Private limited to manufacture, distribution and selling a range of television, computer screens and power banks under the "Lappymaster" Brand. This agreement is valid till December 31, 2020. Royalty is payable at 1% on the total turnover under the brand name "Lappymaster" on quarterly basis.s

- **LED TV**

Our Company has authorization for manufacturing/assembling for LED TVs under the brand name of "Lappymaster" in the 43.2cm (17 inches) and 61cm (24 inches) variants.

- **LED Monitors**

Our Company has manufacturing/ assembling rights for LED monitors under the brand name of "Lappymaster" in the 18.5 inch and 38.1cm (15) variants.

➢ **POWER BANKS**

Our Company has manufacturing/assembling rights for Power Banks under the brand name of "Lappymaster" in the 2600 mAh, 4000 mAh, 15000 mAh, 10400 mAh, 13000 mAh and 12000 mAh variants.

POWEREYE

Powereye is our own brand but has not been registered. Powereye offers a wide range of LED TVs and Mobile Compatible Power Banks. "Power Eye" products bring about comfort in lifestyle especially its high-quality power banks that aim to extend the battery life of this age's popular gadgets ranging from Smartphone's, tablets, to laptops.

➢ **LED TV**

Our Company has been manufacturing LED TVs under the brand name of "Powereye" in the 81.3cm (32 inches), 48.3cm (19 inches), 39.6cm (15.6) and 43.9cm (17.3) variants.

➢ **ADAPTOR**

Our Company has delivered our first shipment for Dual and Single USB Port Adapters to our distributors under "Powereye" Brand.

OUR MANUFACTURING/ASSEMBLING FACILITY

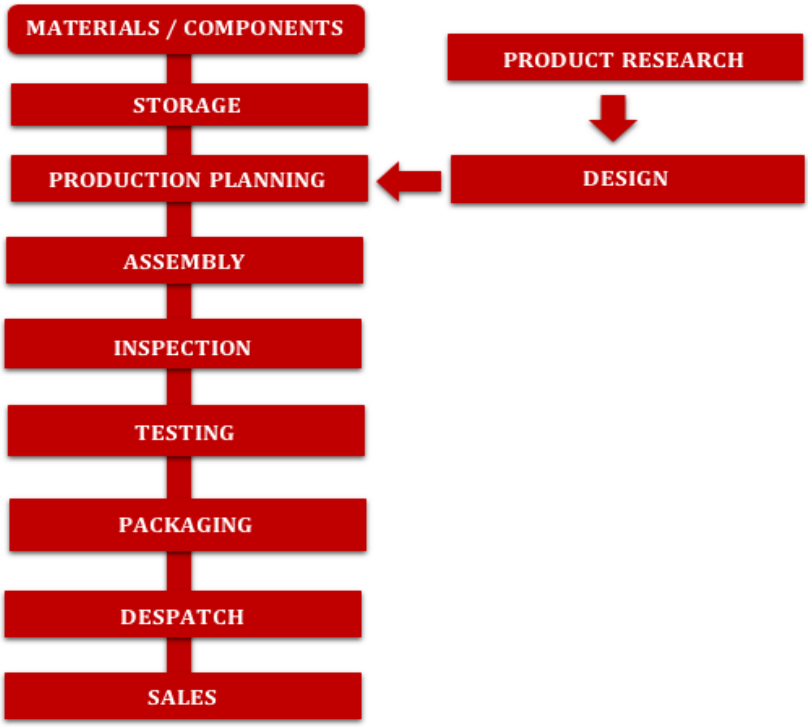
Presently, the company is carrying out its manufacturing activities from A-Block, Plot No. 181, Ground Floor, Sector-63, Gautam Buddha Nagar, Noida - 201301, Uttar Pradesh having plot area admeasuring 1196.00 sq. yard.

Assembling of LED TVs

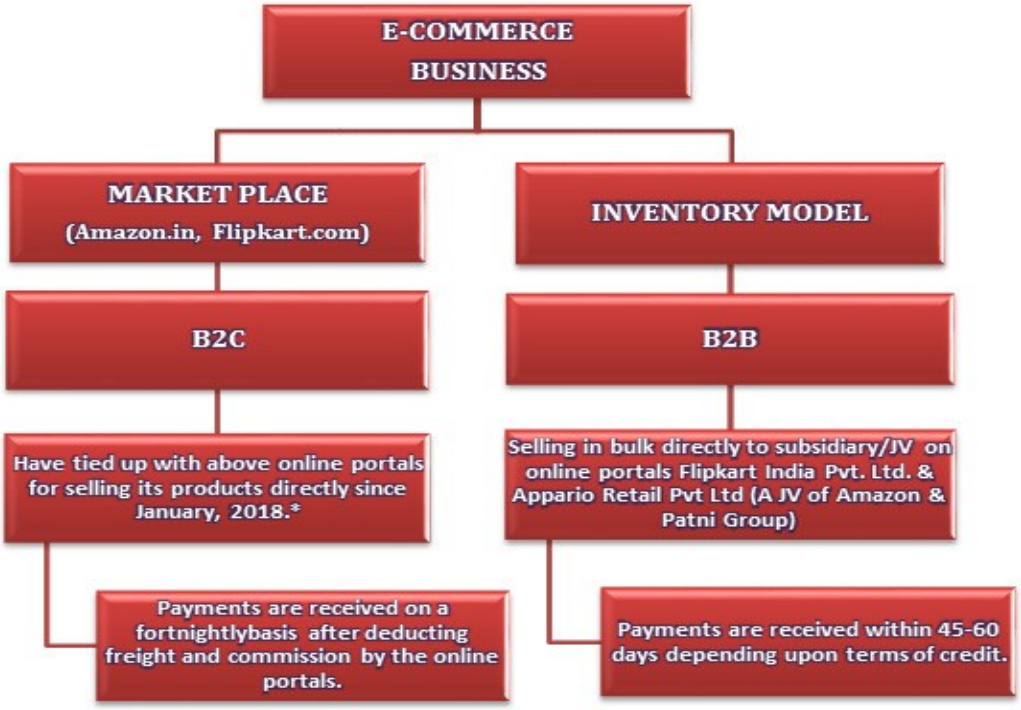
Power Bank Testing Machine

Finished Goods storage

LED TV/LED MONITOR MANUFACTURING/ASSEMBLING PROCESS



ONLINE SALES MANAGEMENT (REVENUE, COST, STEPS ETC.)



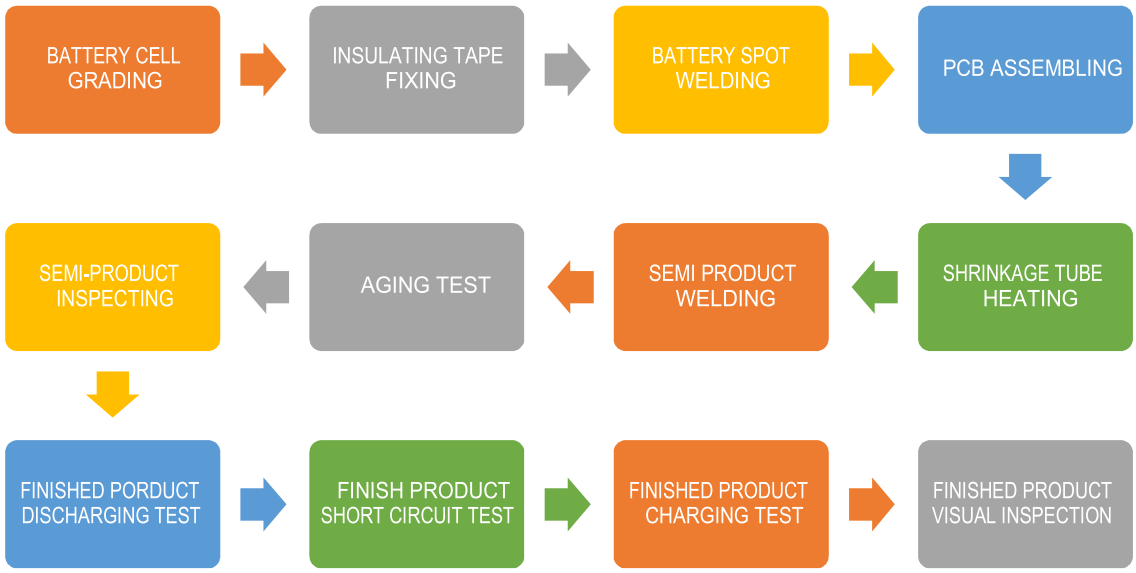
**Previously one of its group company i.e. Pioneer Computronix Private Limited had tie up with these online portals and hence company was selling through them.*

Further Online Sales detail for the financial years ended March 2018, 2017 and 2016 is as follows:

(Rs. in Lakhs)

Particulars	As at March 31					
	2018	% of Total Revenue	2017	% of Total Revenue	2016	% of Total Revenue
Online Sales	584.20	9.37	109.95	3.09	145.80	5.84

POWER BANK MANUFACTURING PROCESS



DETAILS OF INSTALLED CAPACITY

The following table illustrates the installed production capacity at Noida, India:

(Units in Nos.)

Product	Installed Capacity	Utilized Capacity		
		2017-18	2016-17	2015-16
LED TVs/ LED monitors	150000	93418	70794	39540
Utilisation of LED TVs/ LED monitors (%)	-	62.27	47.19	26.36
Power Banks	800000	241602	205636	126818
Utilisation of Power Banks (%)	-	30.20	25.70	15.85

UTILITIES & INFRASTRUCTURE FACILITIES

Our office is equipped with computer systems, servers, relevant software and other communication equipment's, uninterrupted power supply, internet connectivity, security and other facilities, which are required for our business operations to function smoothly.

Power

The requirement of power for our operations is 22 KVA and is met from Paschimanchal Vidyut Vitran Nigam Limited. Our Company has also backup facility installed at our manufacturing unit.

Materials and components

The basic materials and components required for manufacturing are power bank casing, nikel sheet, PCB, Cell, Micro USB Cable, TV Panel, TV SKD etc. We import approx. 70-75% of our materials/components from China sourced from the top suppliers to make a wide range of our products at our facility in Noida. Majority of import is on cash basis. Generally, we do not open LC or give LOU. The detail of our international suppliers is given hereunder:

List of Materials/Components with Suppliers		
S. No.	**Material/Components**	**Suppliers**
1	Power Bank Casing	Shenzen Ambopower Technology Co. Ltd.
2	Nikel Sheet	Shenzen Ambopower Technology Co. Ltd.
3	PCB	Shenzen Ambopower Technology Co. Ltd.
4	Cell	Shenzen Ambopower Technology Co. Ltd.
5	Micro USB Cable	Shenzen Ambopower Technology Co. Ltd.
6	TV Panel	Shenzen Ambopower Technology Co. Ltd. / HDT Technology Co. Ltd. / Wisecom International Co. Ltd. / Yan Hai Electronics / Dong Guan Dong Shan Precision Ltd.
7	TV SKD (TV Parts)	Shenzen Ambopower Technology Co. Ltd. / HDT Technology Co. Ltd. / Wisecom International Co. Ltd. / Yan Hai Electronics / Dong Guan Dong Shan Precision Ltd.

Domestic suppliers majorly includes packing material suppliers. The detail of domestic suppliers is given hereunder:

List of Materials/Components with Suppliers		
S. No.	**Material/Components**	**Suppliers**
1	Packing Form/Tape	RMT Packaging/ Friends Packers/ Visa Thermopack Industries.
2	TV Wall Mount	Shiva Industries/ Chawla Electronics
3	TV Thermocol	East India Technologies Co Ltd
4	Packing Box TV/Powerbank	Quick Brown Box/ Adarsh Infotech
5	TV Ply	Shree Balaji Plywood Company

Manpower

The manpower requirement for our office including our manufacturing unit is 73. Our manpower is a prudent mix of the experienced and young people which gives us the dual advantage of stability and growth, whereas execution of services within time and quality. Our skilled resources together with our strong management team have enabled us to successfully implement our growth plans.

Water

Water is required for human consumption and adequate water sources are available. Water is procured from external water supply agencies operating in the local area where our existing facilities are situated.

PLANT & MACHINERY

Our Company's Factory & Works is situated at A-Block, Plot No. 181, Ground Floor, Sector-63, Gautam Buddha Nagar, Noida - 201301, Uttar Pradesh, India.

Following is the list of major plant & machineries used by us in manufacturing process:

Sr. No.	Equipment Description	Purpose	Quantity
1.	Aging Tank (M. No. MCE01)	Power Bank Charging & Discharging	2
2.	Topmess Battery Test (M. No. MCE02)	Cell Testing	1
3.	Welding Machine (M. No. MCE03)	Cell Punching / Soldering	2
4.	Electronic Load Meter (M. No. MCE05)	Power Bank Input Testing	1
5.	Cliping Machine	Packing – LED TV	1
6.	DC Regulated Power Supply (M No. MCE05)	Power Bank Output Testing	1
7.	Power Bank Testing Box (M No. MCE06)	Power Bank Quality Assurance	1
8.	Panel Repairing Machine	LCD/LED Panel Repair	1
9.	Blister Packaging Machine	Power Bank Blister Packing	2
10.	Soldering Iron / Screw Gun Machine	Power Bank and LED TV	8
11.	D G Set	Power Supply	1

OUR BRIEF FINANCIALS

(Rs. in Lakhs)

Particulars	As at March 31			
	2018	2017	2016	2015
Income				
Revenue from Operations	6,237.85	3,561.23	2,497.23	-
Other Income	24.27	0.03	0.02	-
Total Income	**6,262.12**	**3,561.26**	**2,497.25**	-
Expenditure				
Cost of Material Consumed	4,513.07	2,675.85	1,454.26	-
Purchases of stock-in trade	1,016.52	1,030.96	972.52	-
Increase/Decrease in the Inventories	(309.14)	(536.09)	(114.95)	-
Employee Benefit Expenses	41.83	33.58	34.43	-
Finance Costs	85.54	74.88	35.10	-
Depreciation and Amortization	19.53	7.72	0.37	-
Other Expenses	272.62	213.29	80.20	0.12
Total Expenditure	**5,639.98**	**3,500.19**	**2,461.94**	**0.12**
Restated Profit after tax for the year/period	450.25	40.65	18.48	(0.11)
Cash Profit for the year/period	469.78	48.37	18.85	(0.11)
Net Worth	1,260.27	160.02	114.37	0.89
Return on Net Worth (%)	35.73	25.40	16.16	(12.37)
Net Asset Value Per Share (in Rs.)	17.11	2.72	2.04	0.32
EPS (Basic & Diluted) (in Rs.)	7.32	0.73	1.14	(0.42)

Note: The profit during the period ending March 31, 2018 has increased due to following reasons:

1. Licensed Brands – Kodak & Polaroid contributed to sales significantly which had better margins.
2. GST implementation resulting into credit of custom duties on imported materials.
3. Economies of scale reached as our turnover increased.
4. Overall price reduction of materials/components due to bulk purchases.
5. Product range under Polaroid TV expanded, where margins are much better.

6. As compared to last year's where major turnover was on account of selling power banks to other brands (as OEM) for their own brand needs, focus was to have more sales of Kodak and Lappymaster, where profit margins are much better.
7. Vertical expansion in the form of product range and horizontal expansion in the form of expansion of distribution network across India & increase in the number of dealers/distributor's, has helped in getting better pricing and margins.

Geographical Revenue details for the financial years ended March 2018, 2017, 2016 and 2015: -

(Rs. in Lakhs)

Particulars	As at March 31		
	2018	2017	2016
Sale in India			
Manufacturing	5,196.11	2,749.30	1,634.33
Trading	1,039.29	811.92	862.88
Sale outside India			
Manufacturing	2.45	0.01	0.02
Revenue from Operations	**6,237.85**	**3,561.23**	**2,497.23**

PRODUCT WISE REVENUE

(Rs. in Lakhs)

Particulars	As at March 31,		
	2018	2017	2016
LED TVs/LED Monitors	4151.86	2070.71	1215.85
Mobile Power Banks	1046.70	678.60	418.50
Trading Sales	1039.29	811.92	862.88
Total	**6,237.85**	**3,561.23**	**2,497.23**

SOME MAJOR DOMESTIC CUSTOMERS

Following are the major domestic customers of our Company along with revenue details is as follows:

(Rs. in Lakhs)

Sr. No.	Name of the Company	As at March 31, 2018	% of Revenue	As at March 31, 2017	% of Revenue	As at March 31, 2016	% of Revenue
1.	Pioneer Computronix Private Limited	1941.09	31.12	900.61	25.29	744.87	29.83
2.	Mindseye Computronix Pvt. Ltd.	1287.48	20.64	231.02	6.49	-	-
3.	Deep Harshi (ABS) Manufacturing Co. Pvt. Ltd.	450.85	7.23	-	-	-	-
4.	Infinity Infomatic Private Limited	438.62	7.03	-	-	1,673.07	67.00
5.	Direct Advantage	393.85	6.31	178.18	5.00	-	-
6.	Chandan & Chandan Industries Private Limited	388.10	6.22	-	-	-	-
7.	Advantage Computers India Pvt. Ltd	380.59	6.10	693.71	19.48	-	-
8.	Haryana Exim	267.24	4.28	380.80	10.69	-	-
9.	Champion Computers Pvt Ltd	93.08	1.49	-	-	-	-
10.	Amba Traders	81.13	1.30	-	-	-	-

We have been selling to our associate Company- Pioneer Computronix Pvt. Ltd., the products which were sold online through Amazon and Flipkart majorly. Since our Company did not had direct agreements with online retailers, we had to use our group company who had valid agreements. Since our Company has now directly entered into agreements with Flipkart India and Appraio (JV of Amazon Asia), we have started selling directly online.

SALES AND MARKETING

Marketing is an important function of our organization. Effective marketing starts with a considered, well-informed marketing strategy. A good marketing strategy helps define vision, mission and business goals, and outlines the steps needed to take to achieve desired goals. We sell our products across India and our products are easily accessible for every customer. We also look after the digital marketing of our products. Social media marketing provides us with a way to reach new users and engage with existing users. The marketing team promotes our products on different portals, forums, sites, blogs etc. Our Company has approached Appario Retail Private Limited to supply Kodak branded power banks, computer monitors and LED TV including labeling and packaging of the products. Further, our company has entered into a supply agreement with pursuant to which Flipkart shall ensure that the products are sold through resellers, which will be supplied by our company. Further, Our company has entered into a MOU with Advantage Computers India Pvt. Ltd, company into the business of manufacturing and distribution of IT products & mobile phones (in the brand name "ADCOM") to jointly cater to mobile phones and their accessories market across Delhi NCR. Under the MOU, a Sales team has been formed on jointly basis to cater to various small and medium size retailers across Delhi/NCR, wherein both companies bill their products directly.

OUR DIGITAL PRESENCE

OUR ONLINE SELLING AGREEMENTS

PARTICULARS	FLIPKART INDIA PRIVATE LIMITED	APPARIO RETAIL PRIVATE LIMITED
Type of Agreement	Supply Agreement	Vendor Agreement
Brands	Polaroid, Kodak, Lappymaster & Powereye.	Polaroid, Kodak, Lappymaster & Powereye.
Products	Mobile Accessories and Television	Power Banks, Computer Monitors & LED TV
Date of Agreement	December 13, 2017	January 24, 2018
Term	Perpetual, unless terminated	Perpetual, unless terminated

AWARDS, CERTIFICATES & RECOGNITIONS

- MSME Banking Excellence Awards – 2016 – "Jury Special Award in **Contributing Make in India**"
- Our company is an ISO 9001:2008 (Quality Management) and SA 8000:2008 (Social Accountability) for mobile power banks & LED TVs.

ADMINISTRATIVE

Apart from highly skilled workers and expert technocrats on board, the backbone of proficient business operations is the competent and committed administrative team who with their sound understanding of the trade keep the operations smooth while streamlining costs to the company.

SEASONALITY AND WEATHER CONDITIONS

Our business is not dependent on seasons or weather conditions.

COMPETITION

We operate in an increasingly high competitive market, with participants in the organized sector. We face competition from other large manufacturers. However, we expect that our commitment to quality, past record of timely execution and transparency will provide us with an edge over our competitors.

Some of our major competitor brands are: -

Sr. No.	Product Wise	
	LED TVs (Brands)	Power Bank(Brands)
1.	MICROMAX	INTEX
2.	INTEX	SYSKA
3.	VU	AMBRANE
4.	WYBOR	-
5.	DAIWA	-

INTELLECTUAL PROPERTY

In order to protect our intellectual property rights, we have applied for the application form for trademark registration summarized as follows: -

Sr. No.	Logo	Act Under Which Application Was Made	Country	Date of Application/ Approval date	Application No./Trade mark No.	Class	Current Status*	Valid Upto
1.	POWEREYE	Trademarks Act, 1999	India	July 23, 2015	3016144	9	Pending for Show Cause Hearing	-

**Our Company has filed a reply with Registrar of Trade Marks with clarifications for all the objections raised by the department*

LAND & PROPERTIES

The following table sets forth the properties taken on lease / rent by us:

Sr. No.	Location of the property	Document and Date	Licensor / Lessor	Lease Rent/ License Fee (in Rs. P.m.)	Lease period		Purpose
					From	To	
1.	Plot No. 181 (Ground Floor), Block No. A, Sector-63, Phase-3, Noida District Gautam Buddha Nagar – 201301, Uttar Pradesh	Lease Deed dated December 17, 2016	Vacline Technologies Private Limited	25,000/-	February 19, 2018	February 18, 2019	Manufacturing Unit

Sr. No.	Location of the property	Document and Date	Licensor / Lessor	Lease Rent/ License Fee (in Rs. P.m.)	Lease period		Purpose
					From	To	
2.	G-1, Prakash Chamber, Ground Floor, 6, Netaji Subhash Marg, Daryaganj, New Delhi-110002	Licence Agreement Dated February 21, 2017	Amar Chand Sethia	5,000/-	January 20, 2018	December 19, 2018	Registered Office

HUMAN RESOURCE

We believe that a motivated and empowered employee base is the key to our operations and business strategy. We focus on attracting and retaining best possible talent. We have developed a large pool of skilled and experienced personnel. As on March 01, 2018, we have 73 employees including contractual employees and on payroll. Our manpower is a prudent mix of the experienced and young people which gives us the dual advantage of stability and growth, whereas execution of services within time and quality. Our skilled resources together with our strong management team have enabled us to successfully implement our growth plans.

Department wise breakup of employees:

Department	No. of Employees
Finance & Accounts	6
Operations	2
Sales & Marketing	2
E-Commerce Business	4
Company Secretary	1
Production Head / Supervisor	3
Production Workers	26
Production Workers (On contract basis)	20
Human Resource	2
Service	3
Stores	2
Logistics	2
TOTAL	**73**

INSURANCE

The following are the details of the general insurance policies obtained by our Company:

S. No.	Name of the Insurance Company	Type of Policy	Validity Period/Valid Up to	Description of cover under the policy	Policy No.	Sum Insured (Rs. In Lakhs)	Premium p.a. (Rs. In Lakhs)
1.	Cholamandalam MS General Insurance Company Limited	Burglary Policy	October 14, 2018	Property situated at A-181, Sector 63 Noida, Gautam Buddha Nagar – 201301, Uttar Pradesh.	2948/00169222/000/00	600.00	0.15
2.	Cholamandalam MS General Insurance Company Limited	Standard Fire and Special Perils Policy	October 14, 2018	Property situated at A-181, Sector 63 Noida, Gautam Buddha Nagar – 201301, Uttar Pradesh.	2130/01141221/000/00	600.00	0.71

KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of various sector-specific laws and regulations in India, which are applicable to our Company currently. The information below has been obtained from publications in the public domain. It may not be exhaustive and is only intended to provide general information and is neither designed nor intended to substitute for professional legal advice.

The statements below are based on current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. For details of government approvals obtained by us, see the chapter titled "Government and Other Statutory Approvals" beginning on page 206 of this Draft Prospectus.

RELATED TO OUR BUSINESS

THE INDIAN CONTRACT ACT, 1872

The Contract Act is the legislation which lays down the general principles relating to formation, performance and enforceability of contracts. The rights and duties of parties and the specific terms of agreement are decided by the contracting parties themselves, under the general principles set forth in the Contract Act. The Contract Act also provides for circumstances under which contracts will be considered as 'void' or 'voidable'. The Contract Act contains provisions governing certain special contracts, including indemnity, guarantee, bailment, pledge, and agency.

FOREIGN EXCHANGE MANAGEMENT ACT, 1999

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

FOREIGN TRADE (DEVELOPMENT AND REGULATION) ACT, 1992 ("FTA")

The Foreign Trade (Development and Regulation) Act, 1992 ("FTA") read along with relevant rules inter-alia provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. As per the provisions of the FTA, the Government:- (i) may make provisions for facilitating and controlling foreign trade; (ii) may prohibit, restrict and regulate exports and imports, in all or specified cases as well as subject them to exemptions; (iii) is authorised to formulate and announce an export and import policy and also amend the same from time to time, by notification in the Official Gazette; (iv) is also authorised to appoint a 'Director General of Foreign Trade' for the purpose of the Act, including formulation and implementation of the Export-Import ("EXIM") Policy. FTA read with the Indian Foreign Trade Policy inter-alia provides that no export or import can be made by a company without an Importer-Exporter Code number unless such company is specifically exempt. An application for an Importer-Exporter Code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce

ENVIRONMENTAL LAWS

ENVIRONMENT (PROTECTION) ACT, 1986

The main objective of this Act is to provide the protection and improvement of environment (which includes water, air, land, human being, other living creatures, plants, micro-organism and properties) and for matters connected therewith. The Act provide power to make rules to regulate environmental pollution, to notify standards and maximum limits of pollutants of air, water, and soil for various areas and purposes, prohibition and restriction on the handling of hazardous substances and location of industries.

The Central Government is empowered to constitute authority or authorities for the purpose of exercising of performing such of the powers and functions, appoint a person for inspection, for analysis or samples and for selection or notification of environmental laboratories. Such person or agency has power to inspect or can enter in the premises or can take samples for analysis.

THE AIR (PREVENTION AND CONTROL OF POLLUTION) ACT, 1981 *("Air Act")*

Pursuant to the provisions of the Air Act, any person, establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant State Pollution Control Board prior to establishing or operating such industrial plant. The State Pollution Control Board is required to grant consent within a period of four months of receipt of an application but may impose conditions relating to pollution control equipment to be installed at the facilities. No person operating any industrial plant in any air pollution control area is permitted to discharge the emission of any air pollutant in excess of the standards laid down by the State Pollution Control Board. The penalties for the failure to comply with the above requirements include imprisonment of up to six years and the payment of a fine as may be deemed appropriate. Under the Air Act, the Central Board for the Prevention and Control of Water Pollution has powers, inter alia, to specify standards for quality of air, while the State Board for the Prevention and Control of Water Pollution have powers, inter alia, to inspect any control equipment, industrial plant or manufacturing process, to advise the State Government with respect to the suitability of any premises or location for carrying on any industry and to obtain information from any industry.

LAWS RELATING TO EMPLOYMENT AND LABOUR

FACTORIES ACT, 1948

This Act came into force on 1st April, 1949 and extends to the whole of India, including Jammu and Kashmir. It has been enacted to regulate working conditions in factories and to ensure the provision of the basic minimum requirements for safety, health and welfare of the workers as well as to regulate the working hours, leave, holidays, employment of children, women, etc. It ensures annual leaves with wages, provides additional protection from hazardous processes, additional protection to women workers and prohibition of employment of children.

MINIMUM WAGES ACT, 1948

This Act aims to make provisions for statutory fixation of minimum rates of wages in scheduled employment wherein labour is not organized. It seeks to prevent the exploitation of workers and protect their interest in the 'sweated industries'. Wage fixing authorities have been guided by the norms prescribed by the Fair Wage Committee in the settlement of issues relating to wage fixation in organized industries. The Act contemplates the minimum wage rates must ensure not only the mere physical needs of a worker which keeps them just above starvation level, but must ensure for him and his family's subsistence, and also to preserve his efficiency as a worker.

PAYMENT OF GRATUITY ACT, 1972

The Payment of Gratuity Act, 1972 (“Act”) was enacted with the objective to regulate the payment of gratuity, to an employee who has rendered for his long and meritorious service, at the time of termination of his services. A terminal Lump sum benefit paid to a worker when he or she leaves employment after having worked for the employer for a prescribed minimum number of years is referred to as "gratuity.” The provisions of the Act are applicable to all the factories. The Act provides that within 30 days of opening of the establishment, it has to notify the controlling authority in Form A and thereafter whenever there is any change in the name, address or change in the nature of the business of the establishment a notice in Form B has to be filed with the authority. The Employer is also required to display an abstract of the Act and the rules made there-under in Form U to be affixed at the or near the main entrance. Further, every employer has to obtain insurance for his Liability towards gratuity payment to be made under Payment of Gratuity Act 1972, with Life Insurance Corporation or any other approved insurance fund.

PAYMENT OF BONUS ACT, 1965

The Payment of Bonus Act, 1965 is applicable to every establishment employing 20 or more employees. The said Act provides for payment of the minimum bonus to the employees specified under the Act. It further requires the maintenance of certain books and registers such as the register showing computation of the allocable surplus; the register showing the set on & set off of the allocable surplus and register showing the details of the amount of Bonus due to the employees. Further it also requires for the submission of Annual Return in the prescribed form (Form D) to be submitted by the employer within 30 days of payment of the bonus to the Inspector appointed under the Act.

CHILD LABOUR (PROHIBITION AND REGULATION) ACT, 1986

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

INDUSTRIAL DISPUTES ACT, 1947

The Industrial Disputes Act 1947 lays down the machinery and procedure for investigation, settlement and resolution of Industrial disputes in what situations a strike or lock-out becomes illegal and what are the requirements for laying off or retrenching the employees or closing down the establishment. When a dispute exists or is apprehended, the appropriate Government may refer the dispute to a labour court, tribunal or arbitrator, to prevent the occurrence or continuance of the dispute, or a strike or lock-out while a proceeding is pending. The labour courts and tribunals may grant appropriate relief including ordering modification of contracts of employment or reinstatement of workmen.

WORKMEN’S COMPENSATION ACT 1923

This Act came into force on April 01, 1924. It aims at providing financial protection to workmen and their dependents in case of accidental injury by means of payment of compensation by the employers. However, here the employer shall not be liable in respect of any injury that does not result in the total or partial disablement of the workmen for a period exceeding 3 days in respect of any injury not resulting in death, caused by an accident which was due to the reason that workman was under the influence of drugs, or due to his willful disobedience of an order expressly given to him, or a willful removal or disregard of any safety device by the workmen, or when the employee has contacted a disease which is not directly attributable to a specific injury caused by the accident or to the occupation.

THE EMPLOYEES PROVIDENT FUNDS AND MISCELLANEOUS PROVISIONS ACT, 1952
("Employees Provident Fund and Miscellaneous Provisions Act")

The Employees' Provident Funds and Miscellaneous Provisions Act, 1952 is a social welfare legislation to provide for the institution of Provident Fund, Pension Fund and Deposit Linked Insurance Fund for employees working in factories and other establishments. The Act aims at providing social security and timely monetary assistance to industrial employees and their families when they are in distress.

The Act is administered by the Government of India through the Employees' Provident Fund Organization (EPFO). The following three schemes have been framed under the Act by the Central Government:

(a) he Employees' Provident Fund Schemes, 1952;
(b) The Employees' Pension Scheme, 1995; and
(c) The Employees' Deposit-Linked Insurance Scheme; 1976.

The Central Government has been constituted Employees' Provident Funds Appellate Tribunal to exercise the powers and discharge the functions conferred on such by Employees' Provident Funds and Miscellaneous Provisions Act, 1952.

THE EMPLOYEES' STATE INSURANCE ACT, 1948

The Employees' State Insurance Act, 1948, as amended ("**ESI Act**") applies to all factories that are non-seasonal in nature and establishments that are notified by the appropriate government in consultation with the Central Government from time to time. The ESI Act provides for a need based social insurance scheme under which the employer and the employee must contribute certain percentage of the monthly wage as prescribed by the Central Government from time to time to the Employees State Insurance Corporation established under the ESI Act. In case the contribution is not paid by the principal employer as per the provisions of the ESI Act, the principal employer shall be liable to pay simple interest at the rate of 12 % p.a or at such higher rate as may be specified in the ESI Act and the rules thereunder till the date of its actual payment. The ESI Act provides for benefits to employees in case of sickness, maternity and employment injury. However, where an employee is covered under the ESI scheme, (a) compensation under the Workmen's Compensation Act, 1923 cannot be claimed in respect of employment injury; and (b) benefits under the Maternity Benefits Act, 1961 cannot be claimed. In addition, the employer is also required to register himself under the ESI Act and maintain prescribed records and registers in addition to filing of forms with the concerned authorities.

THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013 ("SHWW ACT")

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

INTELLECTUAL PROPERTY LAWS

TRADEMARKS ACT, 1999

A trademark is used in relation to goods so as to indicate a connection in the course of trade between the goods and a person having the right as proprietor or user to use the mark. The Trademarks Act, 1999, (Trademarks Act) governs the registration, acquisition, transfer and infringement of trademarks and remedies available to a registered proprietor or user of a trademark. Registration is valid for a period of 10 years but can be renewed in accordance with the specified procedure.

As per the Trademarks (Amendment) Bill, 2009, Registrar of Trade Marks is empowered to deal with international applications originating from India as well as those received from the International Bureau and maintain a record of international registrations. It also removes the discretion of the Registrar to extend the time.

PROPERTY RELATED LAWS

TRANSFER OF PROPERTY ACT, 1882

The transfer of property, including immovable property, between living persons, as opposed to the transfer of property by the operation of law, is governed by the Transfer of Property Act, 1882 ("T.P. Act"). The T.P. Act establishes the general principles relating to the transfer of property including among other things identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property.

THE INDIAN STAMP ACT, 1899

Stamp duty is payable on all instruments/ documents evidencing a transfer or creation or extinguishment of any right, title or interest in immoveable property. The Indian Stamp Act, 1899 (the "Stamp Act") provides for the imposition of stamp duty at the specified rates on instruments listed in Schedule I of the Stamp Act. However, under the Constitution of India, the states are also empowered to prescribe or alter the stamp duty payable on such documents executed within the state. Instruments chargeable to duty under the Stamp Act but which have not been duly stamped, are incapable of being admitted in court as evidence of the transaction contained therein. The Stamp Act also provides for impounding of instruments by certain specified authorities and bodies and imposition of 138 penalties, for instruments which are not sufficiently stamped or not stamped at all. Instruments which have not been properly stamped instruments can be validated by paying a penalty of up to 10 times of the total duty payable on such instruments.

TAXATION & DUTY LAWS

THE CENTRAL GOODS AND SERVICES TAX ACT, 2017 (GST)

GST is a single tax on the supply of goods and services, right from the manufacturer to the consumer. Credits of input taxes paid at each stage will be available in the subsequent stage of value addition, which makes GST essentially a tax only on value addition at each stage. The final consumer will thus bear only the GST charged by the last dealer in the supply chain, with set-off benefits at all the previous stages.

INCOME TAX ACT, 1961

The Income Tax Act, 1961 deals with the taxation of individuals, corporate, partnership firms and others. As per the provisions of this Act the rates at which they are required to pay tax is calculated on the income declared by them or assessed by the authorities, after availing the deductions and concessions accorded under the Act. The maintenance of Books of Accounts and relevant supporting documents and registers are mandatory under the Act. Filing of returns of Income is compulsory for all assesses.

CUSTOMS ACT, 1962

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

IN GENERAL

THE COMPANIES ACT, 1956 AND THE COMPANIES ACT, 2013

The consolidation and amendment in law relating to the Companies Act, 1956 made way to 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 and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act, 2013. The provisions of this act 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. One Person Company. The provisions relating to formation and allied procedures are mentioned in the act.

OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

Our Company was incorporated as Powerful Technologies Private Limited under the provisions of the Companies Act, 2013 vide certificate of incorporation dated February 26, 2015, issued by Registrar of Companies, NCT of Delhi & Haryana. Subsequently, the name of our Company was changed to Powerful Technologies Limited pursuant to conversion into a public company vide shareholder's approval on February 12, 2018 and fresh certificate of incorporation dated February 28, 2018, issued by Registrar of Companies, NCT of Delhi & Haryana.

For information on the Company's activities, market, growth, technology and managerial competence, please see the chapters "Our Management", "Our Business" and "Our Industry" beginning on pages 131, 101 and 92 respectively of this Draft Prospectus.

CHANGE IN REGISTERED OFFICE

The registered office of our company is situated at G1 Prakash Chamber, Ground Floor, 6 Netaji Subash Marg, Darya Ganj, New Delhi 110002. The details of changes in the registered office of our Company are given below:

Date of change	Details of change in the address of the Registered Office
Since Incorporation	H. No. 1288, Lambi Gali, Bagichi Genda Mal, Behind Novelty Cinema, New Delhi 110006, India.
February 21, 2017	From H. No. 1288, Lambi Gali, Bagichi Genda Mal, Behind Novelty Cinema, New Delhi 110006, India to G1 Prakash Chamber, Ground Floor 6, Netaji Subash Marg, Darya Ganj, New Delhi 110002, India.

KEY EVENTS AND MILESTONES IN THE HISTORY OF OUR COMPANY

Year	Event
2014-15	Incorporated as Powerful Technologies Private Limited.
2015-16	• Started commercial production. • Business level scaled up, achieved turnover of appx. Rs. 25 cr.
2016-17	• Signed distribution agreement for KODAK power banks with Strand Europe Ltd. • Signed licensee agreement to use the "Polaroid and Polaroid & Pixel Design" trademarks with the products i.e. Consumer Televisions and Computer Monitors in the territories of India, Nepal & Bangladesh. • Got ISO 9001 Certification. • Got SA 8001 Certification. • Received special jury awards for contributing to Make in India, a government programme in Banking Excellence Awards year 2016-17.
2017-18	• Signed an agreement with Flipkart India Ltd to have a bulk buying business with them. • Signed an agreement with Appario Retail Ltd., a JV of Amazon Asia and Patni group to have a focused and bulk buying business on Amazon.in. • Conversion into Public Limited Company vide fresh certificate of Incorporation dated February 28, 2018.

OUR MAIN OBJECTS

The main objects of our Company, as contained in our Memorandum of Association, are as set forth below:

- To carry on the business of manufacturer, exports, imports & deals in all kind of Electronics components, their raw material and equipment, Microprocessor based systems, Computers, Notebook, Laptops, Uninterrupted power supply, Computer peripherals, Printers, Motherboard, hard disk drive, Flash drive of any kind, Computer Memory etc.
- To develop, produce, alter, acquire, buy, sell, import, lease, license or otherwise deal in computer software, hardware and programs of all kind and nature and for all use including but not limited to computer aided engineering, software for microprocessor-based systems, manufacturing computer aided graphics, operation maintenance and service of all plants and equipments and software for banks and/or for special application and for any other purpose.
- To carry on the business of computer and act as adviser and consultants in respect of all matters relating to computer hardware, software, computer allied programmes, their production, storage, processing, marketing, service and maintenance thereof and to carry on the business of buying, selling, provision of computer services, processing of jobs for markets and management consultancy in the field of computer, microprocessor and microprocessor based intelligent systems, their software and in any other field.
- To carry on the business of providing Business Process Outsourcing, IT enabled services; call centers, medical transcription services, back office service, data processing, and internet services, maintenance, support & service, enter into any collaboration, after sales and other technical services.
- To establish and run data processing/computer center's and/or call centers and to provide consultancy for data processing to industrial, business and other class of customers and to impart training on electronic, data processing, computer software and hardware to customers and other and to run educational programs in computer centers.

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

Since incorporation, the following changes have been made to our Memorandum of Association:

Date of Shareholders' Approval	Amendment
September 11, 2015	The Initial Authorized Share Capital of Rs. 1,00,000 (Rupees One Lakh only) consisting of 10,000 Equity Shares of face value of Rs. 10/- each was increased to Rs. 12,00,000 (Rupees Twelve Lakhs only) consisting of 1,20,000 Equity Shares of Face Value Rs. 10/- each.
February 25, 2016	The Authorized Share Capital of Rs. 12,00,000 (Rupees Twelve Lakhs only) consisting of 1,20,000 Equity Shares of face value of Rs. 10/- each was increased to Rs. 20,00,000 (Rupees Twenty Lakhs only) consisting of 2,00,000 Equity Shares of Face Value Rs. 10/- each.
February 27, 2017	The Authorized Share Capital of Rs. 20,00,000 (Rupees Twenty Lakhs only) consisting of 2,00,000 Equity Shares of face value of Rs. 10/- each was increased to Rs. 25,00,000 (Rupees Twenty-Five Lakhs only) consisting of 2,50,000 Equity Shares of Face Value Rs. 10/- each.
October 03, 2017	The Authorized Share Capital of Rs. 25,00,000 (Rupees Twenty-Five Lakhs only) consisting of 2,50,000 Equity Shares of face value of Rs. 10/- each was increased to Rs. 7,00,00,000 (Rupees Seven Crore only) consisting of 5,00,000 Equity Shares of Face Value Rs. 10/- each and 65,00,000 Preference Shares of Face Value Rs. 10/- each.

January 15, 2018	The Authorized Share Capital of Rs. 7,00,00,000 (Rupees Seven Crore only) of which 50,00,000/- (Rupees Fifty Lakhs only) consisting of 5,00,000 Equity shares of face value of Rs. 10/- each and Rs. 6,50,00,000/-(Rupees Six Crores Fifty Lakhs only) consisting of 65,00,000 Preference Shares of face value of Rs.10/- each was re-classified to Rs. 7,00,00,000/- (Rupees Seven Crore only) consisting of 70,00,000 Equity Shares of face value of Rs. 10/- each.
February 12, 2018	Conversion of private company into public company and subsequent change of name from 'Powerful Technologies Private Limited' to 'Powerful Technologies Limited'.
May 23, 2018	The Authorized Share Capital of Rs. 7,00,00,000 (Rupees Seven Crore only) consisting of 70,00,000 Equity Shares of face value of Rs. 10/- each was increased to Rs. 10,20,00,000 (Rupees Ten Crore Twenty Lakhs only) consisting of 1,02,00,000 Equity Shares of Face Value Rs. 10/- each.

HOLDING COMPANY OF OUR COMPANY

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

SUBSIDIARY COMPANY OF OUR COMPANY

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

INJUNCTIONS OR RESTRAINING ORDERS

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

DETAILS OF PAST PERFORMANCE

For details in relation to our financial performance in the previous two financial years, including details of non-recurring items of income, refer to section titled "Financial Statements" beginning on page 157 of this Draft Prospectus.

SHAREHOLDERS AGREEMENTS

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

OTHER AGREEMENTS

Our Company has not entered into any specific or special agreements except that have been entered into in ordinary course of business and Agreement dated March 01, 2018 with Managing Director for his appointment as on the date of filing of this Draft Prospectus.

A) Below are the major terms and conditions of the Agreement with Managing Director dated March 01, 2018:

1. Managing, conducting and transacting all the business, affairs and operations of the company in accordance with the Memorandum and Articles of Association of the Company including power to enter into contracts and vary and rescind them;

2. Subject to the provisions of the Act, to raise or borrow (otherwise than by debentures) from time to time in the name or otherwise on behalf of the company by not exceeding the total amount specified by the Board from time to time, such sum or sums of money as the Managing Director may think expedient;

3. Subject to the provisions of section 179 and 180 of the Act and when so authorized by the Board and within the limits from time to time fixed by the Board, to invest and deal with the moneys of the company

not immediately required, upon investments of such nature as may be specified by the Board from time to time;

4. Subject to the provisions of section 179 and 180 of the Act and when so authorized by the Board and within the limits from time to time fixed by the Board to make loans for such purposes and up to such maximum amount for such purpose as may be specified by the Board from time to time;

5. Generally, to make all such arrangements and to do all acts, deeds, matters and things on behalf of the company as may be usual, necessary or expedient in the conduct and management of business, as are not governed by the Act or by the Memorandum and Articles of association of the Company or expressly required to be done by the Company in general meeting or by the Board.

6. The Managing Director shall throughout the said term, devote his entire time, attention and abilities to the business of the company and shall carry out the orders, from time to time, of the Board and in all respect conform to and comply with the directions and regulations made by the Board, and shall faithfully serve the company and use their utmost endeavors to promote the interests of the company.

7. Subject to the limits of 5% and 10% of the net profits as the case may be, and the overall limits of 11% of the net profits as laid down in sub-section (1) of section 197 of the Act and further subject to the approval of the Central Government in terms of sections 190, 196, 197, 198, 203 and other applicable provisions, if any of the Act and rules made there under read with Schedule V to the Act, the Company shall, in consideration of his services, the company shall not pay to the Managing Director during the continuance of this agreement the remuneration exceeding the said limits and

   - The perquisites shall be valued in terms of the actual expenditure. However, where such actual expenditure cannot be ascertained, such perquisites shall be valued as per the Income Tax Rules;

   - Managing Director shall not be entitled to any sitting fees for attending the meetings of the Board or of the Committee(s) of which he is Member.

   - Managing Director shall be subject to all other service conditions and employee benefit schemes, as applicable to any other employee of the Company.

RESTRICTIVE COVENANTS IN LOAN AGREEMENTS

For details in relation Restrictive Covenants in Loan Agreements, refer to sections titled “Financial Statements” and “Financial Indebtness” beginning on page 157 and 200, respectively of this Draft Prospectus:

STRATEGIC/ FINANCIAL PARTNERS

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

DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS OR BANKS

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

NUMBER OF SHAREHOLDERS

Our Company has 8 (Eight) shareholders on date of this Draft Prospectus.

OUR MANAGEMENT

BOARD OF DIRECTORS

We are required to have not less than 3 directors and not more than 15 directors, subject to Section 149 of Companies Act, 2013. We currently have 5 (Five) Directors on our Board.

The following table sets forth details regarding our Board of Directors as on the date of this Draft Prospectus other than Directorship in our Company:

Sr. No.	Name, Father's/Husband`s Name, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment / Change in Current Designation	Other Directorships
1.	**Name:** Aditya Gupta **Age:** 35 years **Father's Name:** Mr. Lalit Kumar Gupta **Designation:** Managing Director **Address:** F-301, Bhagyawan Apptts., Mayur Vihar Phase-1 Delhi - 110091, India **Term:** 5 years **Nationality:** Indian **Occupation:** Business **DIN:** 03500941	February 26, 2015 Appointment as Managing Director on March 01,2018	1. Pioneer Computronix Private Limited 2. Vacline Technologies Private Limited
2.	**Name:** Karuna Chhabra **Age:** 37 years **Father's Name:** Mr. Baldev Dutta **Designation:** Non-Executive Director **Address:** Sector 2C, House No 529, Vasundhara Ghaziabad - 201012 Uttar Pradesh, India **Term:** Liable to retire by rotation **Nationality:** Indian **Occupation:** Business **DIN:** 03499870	February 26, 2015	1. Pioneer Computronix Private Limited 2. Vacline Technologies Private Limited

3.	**Name:** Nitin Chhabra **Age:** 40 years **Father's Name:** Mr. Ramesh Chander Chhabra **Designation:** Executive Director **Address:** House No 529, Sector 2C, Vasundhara Ghaziabad - 201012 Uttar Pradesh, India **Term:** Liable to retire by rotation **Nationality:** Indian **Occupation:** Professional **DIN:** 02921204	February 07, 2018	Nil
4.	**Name:** Ankit Jain **Age:** 28 years **Father's Name:** Mr. Rakesh KumarJain **Designation:** Independent Director **Address:** 5628, Basti Harfool Singh, Sadar Thana Road, G.P.O Delhi - 110006, India **Term:** 5 years **Nationality:** Indian **Occupation:** Professional **DIN:** 08074676	March 01, 2018	Nil
5.	**Name:** Gaurav Dixit **Age:** 38 years **Father's Name:** Mr. Gopal Parshad Dixit **Designation:** Independent Director **Address:** Flat No. 5, Plot No. 110, Nilgiri Mansion, Near I.G.N.O.U Neb Sarai, New Delhi – 110068, India **Term:** 5 years **Nationality:** Indian **Occupation:** Professional **DIN:**08071927	March 01, 2018	Nil

BRIEF BIOGRAPHIES OF OUR DIRECTORS

Mr. Aditya Gupta, aged 35 Years, is one of the the Promoter and Managing Director of our Company. He, after graduation from commerce stream, did his training with a Chartered Accountancy firm and gained experience of various types of financial transactions, accounting and audits. He started his career in the year 2003 with company named "Crux Computronix P Ltd", an IT and Electronics based company. Handled sales and operations of the company. Helped the company in vertical as well horizontal expansion in form of adding more product line and new branches. After gaining insight into electronic products, he co- promoted Pioneer Computronix P Ltd, which ventured into IT and telecommunication products and reached a turnover of over Rs 100 cr in FY 2016-17. He is a passionate entrepreneur and eyes to expand manufacturing base in India.

He has helped our Company in vertical as well horizontal expansion in form of adding more product line and brands. Currently, he is looking after operations and sales and overall business development of our Company.

Mrs. Karuna Chhabra, aged 37 Years, is one of the Promoter and Non-Executive Director of our Company. She is a person with high skills earned during working of 17 years with caliber to handle the operations and HR department in the organization. She started her career in the year 2000 with company named "Advantage Computers India P Ltd", an IT and Electronics based company, handled HR and administration of the company. Later, she started her own venture NK Professional services, an HR consultancy company and later on added Event Management activities in the firm's profile. In Year 2011, she co-promoted the Company Pioneer Computronix Private Limited with Mr. Aditya Gupta.

Mr. Nitin Chhabra, aged 40 years, is one of the Promoter and Executive Director of our Company. A Chartered Accountant and DISA qualified, joined our company as promoter on February 07, 2018. He has been the driving force behind the growth of the business of the group and advised our other Promoters to have a focused approach towards manufacturing of consumer electronics items He started his career in the year 1999 after completing CA, as Head (Finance) with Advantage Computers India Private Ltd., an IT and Electronics based company. Advantage was into trading of computers and electronics parts. Seeing the knowledge, experience, passion, efficiency in handling of business and generating new business ideas, he was appointed on the board of the company in two years' span. He adopted a very passionate approach and gave a new vision to the company by launching company`s own brand `adcom` with a range of computer hardware products. He gained experience in international trade, international financing and handling business in IT and Electronics industry. Thereafter he started his own practice in the field of audit & taxation.
He is looking after the production and online business.

Mr. Ankit Jain, aged 28 years, is an Independent Director of our Company. He is an associate member of Institute of Company Secretaries of India, with a Bachelor's degree in Business Administration completed in the year 2010 and also holds a Graduate Diploma in International Business. He has an experience of more than 4 years in the field of secretarial and legal work and had worked with various Corporate Houses in Delhi with the core competency in assisting the Top Management in making important decisions.

Mr. Gaurav Dixit, aged 38 years, is an Independent Director of our Company. He is a member of Institute of Chartered Accountants of India with Bachelor's degree from Delhi University and post graduate degree from Swami Vivekanand Subharti University. Moreover, he is an insolvency professional and having cyber law certification from Indian Law Institute. He is M. Phil and PhD in Finance and has LLB degree from University of Rajasthan. He has an experience of more than 14 years in the field of statutory audit, internal audit and operational audit and had worked with various Corporate Houses which includes PSU's, Print Media, NBFCs, Hospitality etc.

CONFIRMATIONS

As on the date of this Draft Prospectus:

1. Apart from Mr. Nitin Chhabra and Mrs. Karuna Chhabra who are related to each other as husband and wife, none of the Directors of the Company are related to each other as per Section 2 (77) of Companies Act, 2013.
2. There are no arrangements or understanding with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors or Key Management Personnel were selected as a Director or member of the senior management.
3. The Directors of our Company have not entered into any service contracts with our Company which provides for benefits upon termination of employment.
4. None of the above-mentioned Directors are on the RBI List of willful defaulters.
5. Further, none of our Directors are or were directors of any company whose shares were (a) suspended from trading by stock exchange(s) for more than 3 months during the five years prior to the date of filing the Draft Prospectus or (b) delisted from the stock exchanges.
6. None of the Promoters, Persons forming part of our Promoter Group, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority. For further details, refer Chapter titled "Outstanding Litigation and Material Developments" beginning on the page 203 of this Draft Prospectus.

REMUNERATION / COMPENSATION OF DIRECTORS

Directors of the Company may be paid monthly remuneration, 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 and other applicable laws and regulations. Except Mr. Aditya Gupta and Mr. Nitin Chhabra who were paid Gross Remuneration of Rs. 1.50 Lakhs each during financial year 2017-18, none of our Directors had received any remuneration/compensation during the preceding financial year.

SHAREHOLDING OF OURDIRECTORS

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

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

Sr. No.	Name of the Director	No. of Equity Shares	% of Pre-Issue Equity Share Capital	% of Post Issue Equity Share Capital
1.	Aditya Gupta	29,04,172	39.43	28.97
2.	Karuna Chhabra	29,62,228	40.22	29.56
3.	Nitin Chhabra	400	0.01	Negligible

INTERESTS OF DIRECTORS

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

Our Directors may also be regarded as interested in the Equity Shares, if any, held by them or that may be subscribed by and allotted to the companies and firms, if any, in which they are interested as directors, members,

promoter pursuant to this Issue. All of our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares, if any.

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

Except as stated in the chapter "Our Management" and 'Related Party Transactions' beginning on page 131 and 155 respectively of this Draft Prospectus and described herein to the extent of shareholding in our Company, if any, our Directors do not have any other interest in our business.

Our Directors have no interest in any property acquired by our Company within two years of the date of this Draft Prospectus except as mentioned chapter titled "Our Business" on page 101 of this Draft Prospectus.

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

PROPERTY INTEREST

Except as stated/referred to in the heading titled "Land & Properties" beginning on page 118 of this Draft Prospectus, our Directors has not entered into any contract, agreement or arrangements during the preceding two years from the date of this Draft Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them.

CHANGES IN OUR BOARD OF DIRECTORS DURING THE LAST THREE YEARS

Name	Date of event	Nature of event	Reason
Nitin Chhabra	February 07, 2018	Appointment	Appointment as Additional Non-Executive Director
Nitin Chhabra	March 01, 2018	Change in designation	Appointment as Executive Director
Aditya Gupta	March 01, 2018	Change in designation	Appointed as Managing Director
Ankit Jain	March 01, 2018	Appointment	Appointment as Independent Director
Gaurav Dixit	March 01, 2018	Appointment	Appointment as Independent Director

BORROWING POWERS OF THE BOARD

Pursuant to special resolution passed at Extra-Ordinary General Meeting of our Company held on March 01, 2018 consent of the members of our Company was accorded to the Board of Directors of our Company pursuant to Section 180 (1)(c) of the Companies Act, 2013 for borrowing, from time to time, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company (apart from temporary loans obtained from our Company's bankers in the ordinary course of business) may exceed in the aggregate, the paid-up capital of our Company and its free reserves, provided however, the total amount so borrowed in excess of the aggregate of the paid-up capital of our Company and its free reserves shall not at any time exceed Rs. 200 Crores.

CORPORATE GOVERNANCE

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

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

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

A) Audit Committee

Our Company has constituted an Audit Committee, as per the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, vide resolution passed in the meeting of the Board of Directors held on March 03, 2018.

The terms of reference of Audit Committee complies with the requirements of Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The committee presently comprises of the following 3 (Three) directors.

Composition of Audit Committee

Name of the Director	Status	Nature of Directorship
Ankit Jain	Chairman	Independent Director
Gaurav Dixit	Member	Independent Director
Aditya Gupta	Member	Managing Director

The Company Secretary of the Company acts as the Secretary to the Audit committee.

Role of the audit committee

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.

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

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

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

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

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

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

    f. Disclosure of any related party transactions.

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

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

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

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

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

9. Scrutiny of inter-corporate loans and investments.

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

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

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

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

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

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

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

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

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

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

20. To overview the Vigil Mechanism of the Company and took appropriate actions in case of repeated frivolous complaints against any Director or Employee.
21. Monitoring the end use of funds raised through public offers and related matters.

The Audit Committee shall mandatorily review the following information:

1. Management Discussion and Analysis of financial condition and results of operations.
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management.
3. Management letters / letters of internal control weaknesses issued by the statutory auditors.
4. Internal audit reports relating to internal control weaknesses.
5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
6. Statement of deviations:
    a) Half yearly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
    b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

Powers of the Audit Committee

- Investigating any activity within its terms of reference;
- Seeking information from any employee;
- Obtaining outside legal or other professional advice; and
- Securing attendance of outsiders with relevant expertise, if it considers necessary.

B) **Stakeholders Relationship Committee**

Our Company has constituted a Stakeholders Relationship Committee to redress the complaints of the shareholders. The Stakeholders Relationship Committee was constituted as per the provisions of Section 178(5) of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 vide resolution passed at the meeting of the Board of Directors held March 03, 2018.

Composition of Stakeholders Relationship Committee

Name of the Director	Status	Nature of Directorship
Ankit Jain	Chairman	Independent Director
Nitin Chhabra	Member	Executive Director
Karuna Chhabra	Member	Non-Executive Director

The Stakeholders Relationship Committee shall oversee all matters pertaining to investors of our Company. The terms of reference of the Stakeholders Relationship Committee include the following:

1. Redressal of shareholders'/investors' complaints.
2. Reviewing on a periodic basis the approval of transfer or transmission of shares, debentures or any other securities made by the Registrar and Share Transfer Agent;
3. Issue of duplicate certificates and new certificates on split/consolidation/renewal.

4. Non-receipt of declared dividends, balance sheets of the Company.

5. Carrying out any other function as prescribed under the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

C) **Nomination and Remuneration Committees**

Our Company has constituted a Nomination and Remuneration Committee. The constitution of the Nomination and Remuneration Committee as per the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 was approved by a Meeting of the Board of Directors held on March03, 2018.

Composition of Nomination and Remuneration Committee

Name of the Director	Status	Nature of Directorship
Ankit Jain	Chairman	Independent Director
Gaurav Dixit	Member	Independent Director
Karuna Chhabra	Member	Non-Executive Director

The Company Secretary of the Company acts as the Secretary to the Nomination and Remuneration Committee.

Role of Nomination and Remuneration Committee

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, Key Managerial Personnel and other employees.

2. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.

3. Devising a policy on diversity of Board of Directors.

4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board of Directors their appointment and removal.

5. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.

6. Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

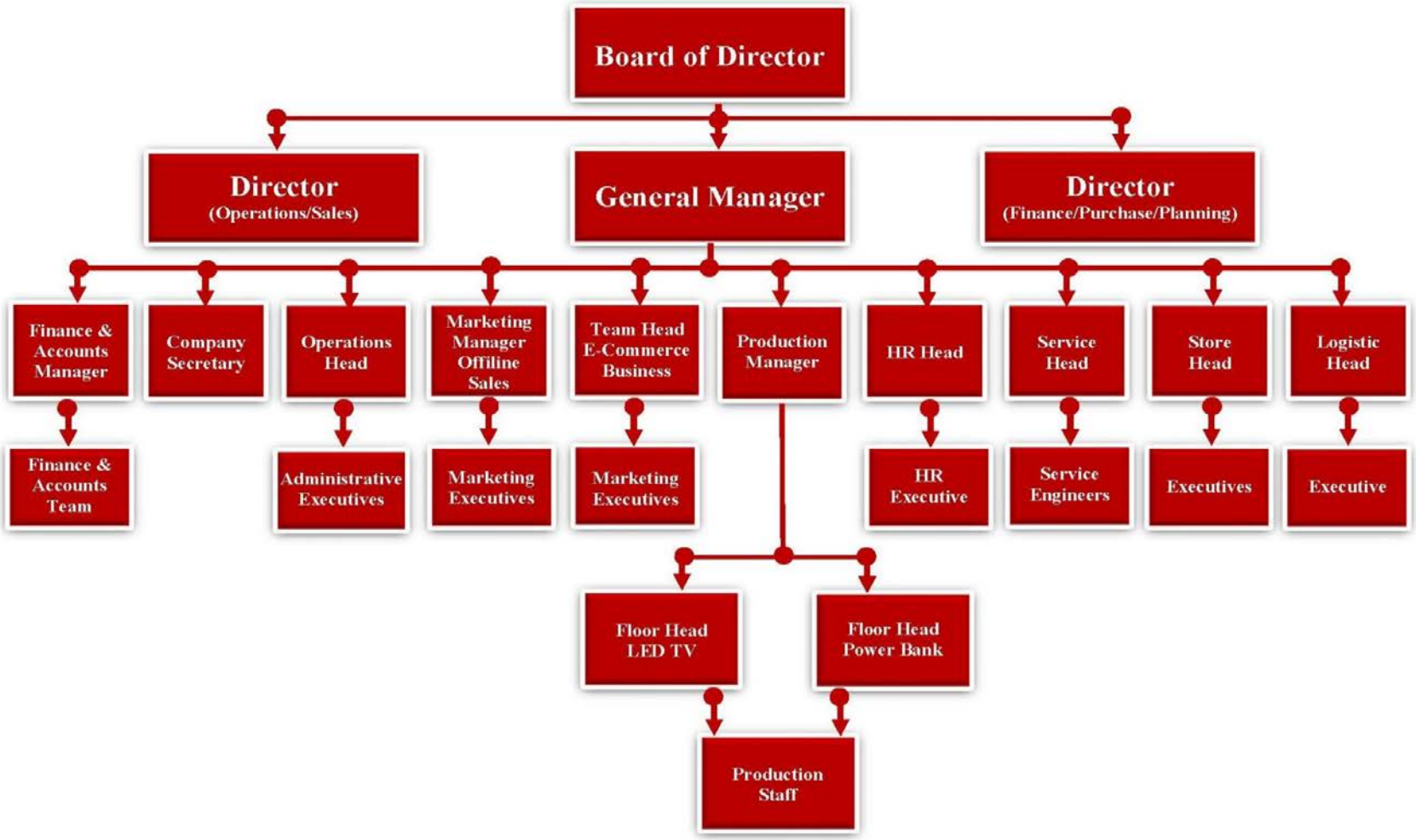
Policy on Disclosures and Internal Procedure for Prevention of Insider Trading

We will comply with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 after listing of our Company's shares on the Stock Exchange.

Mr. Aagat Singh, Company Secretary and Compliance Officer, is responsible for setting forth policies, procedures, monitoring and adhering to the rules for the prevention of dissemination of price sensitive information and the implementation of the code of conduct under the overall supervision of the Board

Powerful Technologies

ORGANISATIONAL STRUCTURE



FUNCTIONAL HEADS

Mr. Sanjeev Bhardhwaj, aged 48 Years, is the Service Head of our Company. He has done Industrial technical training in the field of Radio and Television Technologies and a Six Sigma Certified professional at the pay roll of Tata Sky Limited. He is having an experience of 22 years and has worked with Samsung Electronics India and Tata Sky Ltd as technical trainer and has been associated with our organization for last 1 year.

Mr. Vineet Kumar, aged 32 Years, is the Sales and Marketing Head of our Company. He is holding Bachelor's Degree in Commerce and Maters degree in Sales and Marketing. He has an experience of around 8 years in Sales and Marketing. He has skills of Business Development and Client Relationship Management. He is associated with our organization for over 2 years.

Mr. Gopal Yadav, aged 28 Years, is responsible for the Production in our Company. He has done B.Tech in Electricals and Electronics. He is having total experience of around 6 years and is associated with the organization for last 2 years.

Ms. Kanchan Jaiswal, aged 25 Years, is the Manager-HR in our Company. She holds a Bachelor's Degree in Commerce and has done LLB from Chaudhary Charan Singh University. She has an experience of around 4 years in HR domain. She is holding proficiency in Compliances, Labour Law, ESIC and PF. She is associated with our Company for over last 2 Years.

Mr. Bhaskar Patel, aged 28 Years is Operations Head of our Company. He is a graduate in Bachelors in Business Administration and has an experience of 7 years in which he has handled operations of various organizations. He has been associated to the Company from over 1 year.

Mr. Shubhash Yadav, aged 49 Years is Logistics Head of our Company. He is a graduate in graduate in commerce and has an experience of 25 years under the field of logistics and has the ability to handle various projects at the same time. He has been associated to the Company since incorporation.

Ms. Neha Bhatt, aged 25 Years, is the Finance and Accounts Manager in our Company. She holds a Bachelor's Degree in Commerce and MBA in Finance. She has an experience of around 4 years in financial planning and is proficient with accounting software. She is associated with our Company for over 2 Years.

KEY MANAGERIAL PERSONNEL

Mr. Aditya Gupta *(Promoter & Managing Director)*

Mr. Aditya Gupta, aged 35 Years, is one of the the Promoter and Managing Director of our Company. He, after graduation from commerce stream, did his training with a Chartered Accountancy firm and gained experience of various types of financial transactions, accounting and audits. He started his career in the year 2003 with company named "Crux Computronix P Ltd", an IT and Electronics based company. Handled sales and operations of the company. During his association, company grew from turnover of Rs 1800 lakhs to Rs 3000 lakhs approximately till the year 2010. Helped the company in vertical as well horizontal expansion in form of adding more product line and new branches. After gaining insight into electronic products, he co- promoted Pioneer Computronix P Ltd, which ventured into IT and telecommunication products and reached a turnover of over Rs 100 cr in FY 2016-17. He is a passionate entrepreneur and eyes to expand manufacturing base in India.

He has helped our Company in vertical as well horizontal expansion in form of adding more product line and brands. Currently, he is looking after operations and sales and overall business development of our Company. For the financial year 2017-18, he has been paid a salary of Rs. 1.50 Lakhs from March 01, 2018.

Ms. Pallavi Sharma *(Chief Financial Officer)*

Ms. Pallavi Sharma, aged 26 years, is the Chief Financial Officer of our Company. She is a graduate in Commerce from Delhi University and semi qualified CA. She has experience of more than 4 years in managing accounts and audit. Considering her experience, she is appointed as Chief Financial Officer of our Company. Since she had joined the Company as CFO on March 01, 2018 i.e. in FY 2017-18, she has been paid a remuneration of Rs. 0.75 Lakhs during the financial year 2017-18 as CFO.

Mr. Aagat Singh ***(****Company Secretary &Compliance Officer)*

Mr. Aagat Singh, aged 25 years, is the Company Secretary & Compliance Officer of our Company. He is a graduate in Commerce from Delhi University. He is an associate member of the Institute of Company Secretaries of India. He has experience of more than one year. Since he joined the Company on March 01, 2018 i.e. in FY 2017-18, has been paid salary of Rs. 0.25 Lakhs.

RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL

There is no family relationship between the Key Managerial Personnel of our Company.

FAMILY RELATIONSHIPS OF DIRECTORS WITH KEY MANAGERIAL PERSONNEL

There is no family relationship between the Key Managerial Personnel and Directors of our Company. All of Key Managerial Personnel are permanent employees of our company.

ARRANGEMENTS AND UNDERSTANDING WITH MAJOR SHAREHOLDERS

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

SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL

None of the Key Managerial Personnel hold any Equity shares of our Company as on the date of this Draft Prospectus except the following:

Sr. No.	Name of the shareholder	No. of shares held
1.	Aditya Gupta	29,04,172
2.	Pallavi Sharma	12,000

BONUS OR PROFIT SHARING PLAN OF THE KEY MANAGERIAL PERSONNEL

Our Company has not entered into any Bonus or Profit Sharing Plan with any of the Key Managerial Personnel.

LOANS TO KEYMANAGERIAL PERSONNEL

No loans and advances given to the Key Managerial Personnel as on the date of this Draft Prospectus.

INTEREST OF KEY MANAGERIAL PERSONNEL

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

Except as disclosed in this Draft Prospectus, none of our key managerial personnel have been paid any consideration of any nature from our Company, other than their remuneration and reimbursement of expenses.

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

CHANGES IN KEY MANAGERIAL PERSONNEL DURING LAST THREE (3) YEARS

The changes in the key managerial personnel in the last three years are as follows:

Name of Managerial Personnel	Designation	Date of Event	Reason
Aditya Gupta	Managing Director	March 01, 2018	Designation changed to Managing Director
Pallavi Sharma	Chief Financial Officer	March 01, 2018	Appointment as Chief Financial Officer
Aagat Singh	Company Secretary & Compliance Officer	March 01, 2018	Appointment as Company Secretary & Compliance Officer

Other than the above changes, there have been no changes to the key managerial personnel of our Company that are not in the normal course of employment.

ESOP/ESPS SCHEME TO EMPLOYEES

Presently, our company does not have any ESOP/ESPS Scheme for employees.

PAYMENT OR BENEFIT TO OUR OFFICERS

Except as disclosed in the heading titled "Related Party Disclosure" in the section titled "Financial Statements" beginning on page 157 of this Draft Prospectus, no amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of our officers except the normal remuneration for services rendered as officers or employees.

OUR PROMOTERS AND PROMOTER GROUP

OUR PROMOTERS

1. Mr. Aditya Gupta
2. Mrs. Karuna Chhabra
3. Mr. Nitin Chhabra

DETAILS OF OUR PROMOTERS

1. Mr. Aditya Gupta

Mr. Aditya Gupta, aged 35 Years, is one of the the Promoter and Managing Director of our Company. He, after graduation from commerce stream, did his training with a Chartered Accountancy firm and gained experience of various types of financial transactions, accounting and audits. He started his career in the year 2003 with company named "Crux Computronix P Ltd", an IT and Electronics based company. Handled sales and operations of the company. Helped the company in vertical as well horizontal expansion in form of adding more product line and new branches. After gaining insight into electronic products, he co-promoted Pioneer Computronix P Ltd, which ventured into IT and telecommunication products and reached a turnover of over Rs 100 cr in FY 2016-17. He is a passionate entrepreneur and eyes to expand manufacturing base in India.

He has helped our Company in vertical as well horizontal expansion in form of adding more product line and brands. Currently, he is looking after operations and sales and overall business development of our Company.

Particulars	Details
Permanent Account Number	AIIPG4720H
Aadhar No.	5085 9493 8672
Passport No.	H6958526
Bank Account Details	**Dena Bank** Sector – 63, Noida - 201301, Uttar Pradesh. Account No. – 165610031077

2. Mrs. Karuna Chhabra

Mrs. Karuna Chhabra, aged 37 Years, is one of the Promoter and Non-Executive Director of our Company. She is a person with high skills earned during working of 17 years with caliber to handle the operations and HR department in the organization. She started her career in the year 2000 with company named "AdvantageComputers India P Ltd", an IT and Electronics based company, handled HR and administration of the company. Later, she started her own venture NK Professional services, an HR consultancy company and later on added Event Management activities in the firm's profile. In Year 2011, she co-promoted the Company Pioneer Computronix Private Limited with Mr. Aditya Gupta.

Particulars	Details
Permanent Account Number	AHEPC3173D
Aadhar No:	7984 1399 8013
Passport No.	L1890708
Bank Account Details	**State Bank of India** Sector-15, Vasundhara, Ghaziabad - 201012, Uttar Pradesh, India. Account No. – 00000020000321184

3. Mr. Nitin Chhabra

Mr. Nitin Chhabra, aged 40 years, is one of the Promoter and Executive Director of our Company. A Chartered Accountant and DISA qualified, joined our company as promoter on February 07, 2018. He has been the driving force behind the growth of the business of the group and advised our other Promoters to have a focused approach towards manufacturing of consumer electronics items He started his career in the year 1999 after completing CA, as Head (Finance) with Advantage Computers India Private Ltd., an IT and Electronics based company. Advantage was into trading of computers and electronics parts. Seeing the knowledge, experience, passion, efficiency in handling of business and generating new business ideas, he was appointed on the board of the company in two years' span. He adopted a very passionate approach and gave a new vision to the company by launching company`s own brand `adcom` with a range of computer hardware products. He gained experience in international trade, international financing and handling business in IT and Electronics industry and in the field of audit & taxation.

He is looking after the production and online business.

Particulars	Details
Permanent Account Number	ACTPC5625Q
Aadhar No.	5278 5535 4613
Passport No.	H8088567
Bank Account Details	**Dena Bank** Sector – 63, Noida - 201301, Uttar Pradesh. Account No. – 165610031118

OUR PROMOTER GROUP

Our Promoter Group in terms of Regulation 2(1) (zb) of SEBI (ICDR) Regulations includes the following persons:

1. Individuals

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

Relationship	Mr. Aditya Gupta	Mrs. Karuna Chhabra	Mr. Nitin Chhabra
Father	Lalit Kumar Gupta	Baldev Raj Dutta	Ramesh Chander Chhabra
Mother	Arti Gupta	Manju Dutta	Krishna Chhabra
Spouse	Ankita Gupta	Nitin Chhabra	Karuna Chhabra
Brother	-	Deepak Dutta	Balkishan Chhabra Yogesh Chhabra
Sister	Radhika Goel	Pooja	Yogita Gandhi
Children	Mihit Gupta	Khushi Chhabra Nikita Chhabra	Shrutis Chhabra Nikita Chhabra
Spouse Father	Vimal Agarwal	Ramesh Chander Chhabra	Baldev Raj Dutta
Spouse Mother	Beena Agarwal	Krishna Chhabra	Manju Dutta
Spouse Brother	Bijesh Agarwal	Balkishan Chhabra Yogesh Chhabra	Deepak Dutta
Spouse Sister	Deepanti Zindal	Yogita Gandhi	Pooja

2. Companies and proprietorship firms forming part of our Promoter Group are as follows:

Relationship with promoters	Mr. Aditya Gupta	Mr. Karuna Chhabra	Mr. Nitin Chhabra
Any company in which 10% or more of the share capital is held by the promoter or an immediate relative of the promoter or a firm or HUF in which the promoter or any one or more of his immediate relative is a member	1. Pioneer Computronix Private Limited 2. Vacline Technologies Private Limited	1. Pioneer Computronix Private Limited 2. Vacline Technologies Private Limited	Nil
Any company in which a company (mentioned above) holds 10% of the total holding.	Nil	Nil	Nil
Any HUF or firm in which the aggregate share of the promoter and his immediate relatives is equal to or more than 10% of the total holding	Nil	Nil	Nil

OTHER UNDERTAKINGS AND CONFIRMATIONS

Our Company undertakes that the details of Permanent Account Number, Bank Account Number and Passport Number/Aadhar Number of the Promoters will be submitted to the NSE Emerge Platform, where the securities of our Company are proposed to be listed at the time of submission of this Draft Prospectus.

COMMON PURSUITS OF OUR PROMOTER GROUP

All our Group Entities have objects similar to that of our Company's business as mentioned in the Chapter "Our Group Entities" beginning on page 150 of this Draft Prospectus. Currently we do not have any non-compete agreement/arrangement with any of our Group Entities. Such a conflict of interest may have adverse effect on our business and growth. We shall adopt the necessary procedures and practices as permitted by law to address any conflict situations, as and when they may arise.

INTEREST OF THE PROMOTERS

Interest in the promotion of Our Company

Our promoters may be deemed to be interested in the promotion of the Issuer to the extent of the Equity Shares held by them as well as their relatives and also to the extent of any dividend payable to them and other distributions in respect of the aforesaid Equity Shares. Further, our Promoters may also be interested to the extent of Equity Shares held by or that may be subscribed by and allotted to companies and firms in which either of them is interested as a director, member or partner.

Interest in the property of Our Company

Our Promoters do not have any interest in any property acquired by our Company in last two years or proposed to be acquired by our Company except as mentioned in the Chapter "Our Business" beginning on page 101 of this Draft Prospectus.

Interest as Member of our Company

As on the date of this Draft Prospectus, our Promoters i.e. Mr. Aditya Gupta holds 29,04,172 Equity Shares and Mrs. Karuna Chhabra holds 29,62,228 Equity Shares of our Company and are therefore interested to the extent of their shareholding and the dividend declared, if any, by our Company. Except to the extent of shareholding of the Promoters in our Company our Promoters do not hold any other interest in our Company.

Payment Amounts or Benefit to Our Promoters during the Last Two Years

No payment has been made or benefit given to our Promoters in the two years preceding the date of this Draft Prospectus except as mentioned / referred to in this chapter and in the section titled 'Our Management', 'Financial Statements' and 'Capital Structure' on pages 131, 157 and 57 respectively of this Draft Prospectus. Further as on the date of this Draft Prospectus, there is no bonus or profit sharing plan for our Promoters.

OTHER COMPANIES/UNDERTAKINGS/VENTURES OF OUR PROMOTERS

Except as disclosed in the chapter titled "Our Management" and "Our Group Entities" beginning on pages 131 and 150 respectively of this Draft Prospectus, there are no Companies/Undertakings/Ventures promoted by our Promoters in which they have any business or any other interest.

CHANGE IN CONTROL & MANAGEMENT

There has been no change in control and management of the Company. Mr. Nitin Chhabra joined as co-promoter w.e.f February 07, 2018.

LITIGATION INVOLVING OUR PROMOTERS

For details of litigation involving our Promoters, refer chapter titled "Outstanding Litigation and Material Developments" beginning on page 203 of this Draft Prospectus.

COMPANIES WITH WHICH OUR PROMOTER HAS DISASSOCIATED IN THE LAST THREE YEARS

Our Promoters have not disassociated themselves as promoter(s) from any Company/firms in three years preceding the date of this Draft Prospectus except Mr. Nitin Chhabra, who closed down his proprietorship firm "N R Chhabra & Co." w.e.f February 26, 2018.

CONFIRMATIONS

For details on litigations and disputes pending against the Promoters and defaults made by them including violations of securities laws, please refer to the section titled "*Outstanding Litigation and Material Developments*" on page 203 of this Draft Prospectus. Our Promoters have not been declared as willful defaulters by the RBI or any other governmental authority.

RELATED PARTY TRANSACTIONS

Except as disclosed in the "*Related Party Transactions*" beginning on page 155 of this Draft Prospectus, our Company has not entered into any related party transactions with our Promoters.

OUR GROUP ENTITIES

As per the SEBI ICDR Regulations for the purpose of identification of group companies, our Company has considered companies in which our Company, promoter or an immediate relative of the promoter hold 10% or more of shareholding as on the date of this Draft Prospectus.

A. Our Group Companies include:

1. Pioneer Computronix Private Limited
2. Vacline Technologies Private Limited

B. Other Group Entities of Promoters:

Nil

A. Our Group Companies includes:

The details of our Group Companies are provided below:

1. PIONEER COMPUTRONIX PRIVATE LIMITED

Corporate Information

Pioneer Computronix Private Limited was incorporated on April 29, 2011 under the provisions of Companies Act, 1956. The Corporate Identification Number of the Company is U51909DL2011PTC218334. PAN of the Company is AAFCP9819A. The Registered Office of the Company is situated at Flat No. 202, Cabin No. H Osian Building 12, Nehru Palace, New Delhi 110019, India.

The Main Object of the company is to carry on the business of manufacturer, exports, imports & deals in all kind of Electronics components, their raw material and equipments, Microprocessor based systems, Computers, Notebook, Laptops, Uninterrupted power supply, Computer peripherals, Printers, Motherboard, hard disk drive, Flash drive of any kind, Computer Memory etc.

Board of Directors

The Directors of Pioneer Computronix Private Limited as on the date of this Draft Prospectus are as follows:

Name	Designation	DIN
Amar Chand Sethia	Director	03499837
Karuna Chhabra	Director	03499870
Aditya Gupta	Director	03500941

Capital Structure

Particulars	No. of Equity Shares
Authorized Share Capital	4,00,000 Equity Shares of Rs. 10/- each.
Issued, Subscribed and Paid-up Capital	3,99,893 Equity Shares of Rs. 10/- each.

Change in Capital Structure

There has been no change in the capital structure of Pioneer Computronix Private Limited in the last six months prior to filing of this Draft Prospectus.

Shareholding Pattern

The shareholding pattern of Pioneer Computronix Private Limited as on the date of this Draft Prospectus is as follows:

Name	No. of Shares Held	Percentage (%)
Aditya Gupta	70,569	17.65
Ankita Gupta	28,336	7.09
Amar Chand Sethia	98,905	24.73
Karuna Chhabra	98,909	24.73
Mindseye Computronix Private Limited	1,03,174	25.80
TOTAL	**3,99,893**	**100.00**

Brief Profile of the Company

Pioneer Computronix Private Ltd was established in the year 2011 and has grown rapidly to become one of the significant Electronics, Information Technology, FMCG distributor in India. Pioneer owns "Lappymaster" brand and under this brand IT hardware components like LED monitors, power supply, laptop battery, laptop charger, keyboard, mouse etc. are being imported and distributed across India. Pioneer is having direct sales office across India - Delhi, Mumbai, Bangalore, Hyderabad and Kolkata. Pioneer is amongst first in India to start laptop battery assembling/manufacturing. Pioneer is also the sub-distributor for Zopo and adcom mobile phones. Pioneer is a distributor for FAMOCO, a French company into payment gateway solutions and is providing digital payment solution across many industries. Earlier, the company had supplied POS machines in Iran by partnering with `Ingenico`, one of the global leader in digital payment equipment. Pioneer is registered with Amazon under `Seller Flex` program and amongst the first few companies in India with whom amazon had started this project.

Financial Information

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	March 31, 2015
Equity Capital	39.99	39.99	35.98
Reserve & Surplus	394.00	358.27	297.83
Total Revenue	10,651.30	10,121.24	9,089.84
Profit/(Loss) after Tax	35.73	27.20	20.25
Earnings Per Share (Basic) (Rs.)	10.00	8.00	6.00
Earnings Per Share (Diluted) (Rs.)	10.00	8.00	6.00
Net worth	433.99	398.26	333.81
NAV per Share of face value Rs. 10/- (Rs.)	108.53	99.59	92.78

2. VACLINE TECHNOLOGIES PRIVATE LIMITED

Corporate Information

Vacline Technologies Private Limited was incorporated on September 10, 2001 under the provisions of Companies Act, 1956. The Corporate Identification Number of the Company is U26900DL2001PTC112375. PAN of the Company is AAECV2748M. The Registered Office of the Company is situated at G-1, Prakash Chamber 6 Netaji Subash Marg, Darya Ganj, New Delhi- 110002.

The Main Object of the company is to carry on the business of manufacturer, exports, imports & deals in all kind of Electronics components, their raw material and equipments, Microprocessor based systems, Computers, Notebook, Laptops, Uninterrupted power supply, Computer peripherals, Printers, Motherboard, hard disk drive, Flash drive of any kind, Computer Memory etc.

Board of Directors

The Directors of Vacline Technologies Private Limited as on the date of this Draft Prospectus are as follows:

Name	Designation	DIN
Amar Chand Sethia	Director	03499837
Karuna Chhabra	Director	03499870
Aditya Gupta	Director	03500941

Capital Structure

Particulars	No. of Equity Shares
Authorized Share Capital	10,000 Equity Shares of Rs. 10/- each.
Issued, Subscribed and Paid-up Capital	10,000 Equity Shares of Rs. 10/- each.

Change in Capital Structure

There has been no change in the capital structure of Vacline Technologies Private Limited in the last six months prior to filing of this Draft Prospectus.

Shareholding Pattern

The shareholding pattern of Vacline Technologies Private Limited as on the date of this Draft Prospectus is as follows:

Name	No. of Shares Held	Percentage (%)
Aditya Gupta	3,333	33.00
Amar Chand Sethia	3,333	33.00
Karuna Chhabra	3,334	34.00
TOTAL	**10,000**	**100.00**

Financial Information

(Rs. In Lakhs)

Particulars	March 31, 2017	March 31, 2016	March 31, 2015
Equity Capital	1.00	1.00	1.00
Reserve & Surplus	(13.71)	(14.37)	(15.99)
Total Revenue	2.88	13.77	1.68
Profit/(Loss) after Tax	0.67	1.62	0.15
Earnings Per Share (Basic) (Rs.)	7.00	16.00	0.38
Earnings Per Share (Diluted) (Rs.)	7.00	16.00	0.38
Net worth	(12.71)	(13.37)	(14.99)
NAV per Share of face value Rs. 10/- (Rs.)	(127.10)	(133.70)	(149.90)

CONFIRMATION

Our Promoters and persons forming part of Promoter Group have confirmed that they have not been declared as willful defaulters by the RBI or any other governmental authority and there are no violations of security laws committed by them in the past and no proceedings pertaining to such proceedings are pending against them. Additionally, none of the Promoters and persons forming part of Promoter Group has been restrained from accessing the capital markets for any reasons by SEBI or any other authorities. None of the Group Entities except Vacline Technologies Private Limited has a negative net worth as on the date of this Draft Prospectus.

INTERESTS OF OUR GROUP COMPANIES

(i) In the Promotion of our Company

None of our Group Companies are interested in the promotion of our Company except as disclosed in the section titled "Financial Statements" beginning on page 157 of this Draft Prospectus and to the extent of their shareholding in our Company.

(ii) In the properties acquired or proposed to be acquired by our Company in the past two years before filing the Draft Prospectus

None of our Group Companies is interested in the properties acquired or proposed to be acquired by our Company in the two years preceding the filing of the Prospectus.

(iii) In transactions for acquisition of land

None of our Group Companies is interested in any transactions for the acquisition of land.

SICK COMPANIES / WINDING UP

No Promoter Group Entities listed above have been declared as a sick company under the Sick Industrial Companies (Special Provisions) Act, 1985.There is no winding up proceedings against any of the Promoter Group Entities.

LITIGATION

For details on litigations and disputes pending against the Promoters and Promoter Group Entities and defaults made by them, please refer to the chapter titled, 'Outstanding Litigations and Material Developments' beginning on page 203 of this Draft Prospectus.

DEFUNCT GROUP COMPANIES

None of our Group Companies remain defunct and no application has been made to Registrar of Companies for striking off the name of any of our Group Companies during the five years preceding the date of filing of the Prospectus.

RELATED BUSINESS TRANSACTIONS WITHIN THE GROUP COMPANIES AND SIGNIFICANCE ON THE FINANCIAL PERFORMANCE OF OUR COMPANY

For more information on Related Business Transactions within the Group Companies and significance on the financial performance of our Company, see section titled "Related Party Transactions" on page 155 of this Draft Prospectus.

BUSINESS INTEREST OF GROUP COMPANIES

None of our Group Companies have any interest in promotion and business interest or other business interest in our Company. For further details please refer to the chapter titled, 'Capital Structure' beginning on page 57 of this Draft Prospectus.

SALES/PURCHASES BETWEEN OUR COMPANY AND GROUP ENTITIES

Except as disclosed in the section titled 'Related Party Transactions' beginning on page 155 of this Draft Prospectus, there have been no sales/purchases of products and services between our Company and Group Entities during the financial year 2017-18.

COMMON PURSUITS

All our Group Companies have objects similar to that of our Company's business. The group companies have been conducting business similar to our Company as of now and their main objects allows them to do so as well. Currently we do not have any non-compete agreement/arrangement with any of our Group Entities. We shall adopt the necessary procedures and practices as permitted by law to address any conflict situations, as and when they may arise.

OTHER CONFIRMATIONS

1. None of the securities of our Group Companies are listed on any stock exchange and none of our Group Companies have made any public or right issue of securities in the preceding three years.
2. None of the Group Companies have been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.
3. None of the Group Companies are Wilful Defaulters.

RELATED PARTY TRANSACTIONS

For details on Related Party Transactions of our Company, please refer to Annexure- VIII of restated financial statement under the section titled, '*Financial Statements*' beginning on page 181 this Draft Prospectus.

DIVIDEND POLICY

Under the Companies Act, an Indian company pays dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders, who have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors. Under the Companies Act, 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.

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.

Our Company has not paid any dividend in the previous three Financial Years.

SECTION VI – FINANCIAL INFORMATION

FINANCIAL STATEMENT, AS RESTATED

INDEPENDENT AUDITOR'S REPORT ON EXAMINATION OF RESTATED STANDALONE FINANCIAL INFORMATION

To,
The Board of Directors,
Powerful Technologies Limited
(Formerly Powerful Technologies Pvt Ltd.)
G1 Prakash Chamber, Ground Floor,
6, Netaji Subhash Marg, Darya Ganj,
New Delhi - 110002

Dear Sirs,

1. We have examined the attached Restated Standalone Financial Information of **Powerful Technologies Limited** (Formerly Powerful Technologies Private Limited and hereinafter referred to as "the Company") as approved by the Board of Directors of the Company in their meeting on May 27, 2018, prepared by the management of the company in terms of requirement of Section 26 of the Companies Act,2013 read with the Companies (Prospectus and Allotment of Securities) Rule 2014, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (the 'SEBI Regulations'), the Guidance Note on 'Reports in Company's Prospectus (Revised)' issued by the Institute of Chartered Accountants of India ('ICAI') to the extent applicable ('Guidance Note'), and in terms of our engagement agreed with you, in connection with the proposed Initial Public Offer (IPO) of the Company.

2. These Restated Standalone Financial Information (included in Annexure I to XIII) have been extracted by the Management of the Company from:

   (a) The Company's Standalone Audited Financial Statements for the years ended 31st March, 2018, 2017, 2016 and 2015 which have been approved by the Board of Directors at their meeting held on 21st May, 2018, 02nd September, 2017, 03rd September,2016, 02nd September, 2015 respectively and books of accounts underlying those financial statements and other records of the Company, to the extent considered necessary for the preparation of the Restated Standalone Financial Information, are the responsibility of the Company's Management. The Standalone Financial Statement of the Company for the financial year ended 31st March, 2018 have been audited by RPMD & Associates and for the financial year ended 31st March, 2017, 2016, and 2015 have been audited by Chhabra B. K. & Associates as sole statutory auditors and had issued unqualified reports for these years.

3. In accordance with the requirement of Section 26 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules 2014, the SEBI Regulations, the Guidance Note, as amended from time to time and in terms of our engagement agreed with you, we further report that:

   (i) The Restated Standalone Statement of Assets and Liabilities as at 31st March, 2018, 2017, 2016, and 2015 examined by us, as set out under Annexure – I (along with Annexures I.1 to I.18) to this report, read with the 'Basis of Preparation and Significant Accounting Policies of the Restated Standalone Financial Statements' appearing in Annexure- IV and 'Notes to the Restated Standalone Financial Statements' appearing in Annexure VI are after making such adjustments and regrouping/re-classification as in our opinion were appropriate and are more fully described in the statement of Material Adjustments to the Standalone Financial Statements appearing in Annexure – V. As a result of these adjustments, the amounts reporting in the above-mentioned statements are not necessarily the same as those appearing in the audited financial statements of the Company for the relevant financial years.

(ii) The Restated Standalone Statement of Profit and Loss of the Company for the years ended 31st March, 2018, 2017, 2016, and 2015 examined by us, as set out un Annexure – II (along with Annexures II.1 to II.11) to this report, read with the 'Basis of Preparation and Significant Accounting Policies of the Restated Standalone Financial Statements' appearing in Annexure- IV and ' Notes to the Restated Standalone Financial Statements' appearing in Annexure VI are after making such adjustments and regrouping/re-classification as in our opinion were appropriate and are more fully described in the statement of Material Adjustments to the Standalone Financial Statements appearing in Annexure – V. As a result of these adjustments, the amounts reporting in the above mentioned statements are not necessarily the same as those appearing in the audited financial statements of the Company for the relevant financial years.

(iii) The Restated Standalone Statement of Cash flows of the Company for the years ended 31st March, 2018, 2017, 2016, and 2015 examined by us, as set out un Annexure – III (to this report, read with the 'Basis of Preparation and Significant Accounting Policies of the Restated Standalone Financial Statements' appearing in Annexure- IV and ' Notes to the Restated Standalone Financial Statements' appearing in Annexure VI are after making such adjustments and regrouping/re-classification as in our opinion were appropriate and are more fully described in the statement of Material Adjustments to the Standalone Financial Statements appearing in Annexure – V. As a result of these adjustments, the amounts reporting in the above mentioned statements are not necessarily the same as those appearing in the audited financial statements of the Company for the relevant financial years.

4. Based on the above, and to the best of our information and according to the explanation given to us, we are of the opinion that Restated Standalone Financial Information:

(a) have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policies for all the reporting periods based on the significant accounting policies adopted by the Company as at March 31, 2018.

(b) have been made after incorporating adjustments for prior period and other material amounts in the respective financial years to which they relate to; and;

(c) do not contain any extra ordinary items that need to be disclosed separately other than those presented in the Restated Standalone Financial Information and do not contain any qualification requiring adjustments.

5. We have also examined the following other Restated Standalone Financial Information as set out in the Annexures to this report and forming part of the Restated Standalone Financial Information, prepared by the management of the Company and approved by the Board of Directors on May 27, 2018 relating to the company for the years ended 31st March, 2018, 2017, 2016 and 2015:

i) Restated Standalone Statement of Share Capital included in Annexure – I.1;
ii) Restated Standalone Statement of Reserve &Surplus included in Annexure – I.2;
iii) Restated Standalone Statement of Long Term Borrowings included in Annexure I.3;
iv) Restated Standalone Statement of Deferred Tax liability/Assets (net)included in Annexure I.4;
v) Restated Standalone Statement of Short Term Borrowings included in Annexure I.5;
vi) Restated Standalone Statement of Trade Payables included in Annexure I.6;
vii) Restated Standalone Statement of Other Current Liabilities included in Annexure I.7;
viii) Restated Standalone Statement of Short Term Provisions included in Annexure I.8;
ix) Restated Standalone Statement of Fixed Assets included in Annexure I.9;
x) Restated Standalone Statement of Other Non-Current Assets included in Annexure I.10;

xi) Restated Standalone Statement of Inventories included in Annexure I.11;
xii) Restated Standalone Statement of Trade Receivables included in Annexure I.12;
xiii) Restated Standalone Statement of Cash and Cash Equivalents included in Annexure I.13;
xiv) Restated Standalone Statement of Short Term Loans and Advances included in Annexure I.14;
xv) Restated Standalone Statement of Other Current Assets included in Annexure I.15;
xvi) Restated Standalone Statement of Revenue from Operations included in Annexure II.1;
xvii) Restated Standalone Statement of Other Income included in Annexure II.2;
xviii) Restated Standalone Statement of Cost of Material Consumed included in Annexure II.3;
xix) Restated Standalone Statement of Change in Inventories included in Annexure II.4;
xx) Restated Standalone Statement of Employees Benefit Expenses included in Annexure II.5;
xxi) Restated Standalone Statement of Finance Cost included in Annexure II.6;
xxii) Restated Standalone Statement of Other Expenses included in Annexure II.7;
xxiii) Restated Standalone Statement of Exceptional Items included in Annexure II.8;
xxiv) Restated Standalone Statement of Expenditure in Foreign Currency included in Annexure II.9;
xxv) Restated Standalone Statement of Earnings in Foreign Currency included in Annexure II.10;
xxvi) Restated Standalone Statement of Cash Flows included in Annexure III;
xxvii) Restated Standalone Statement of Accounting Policies included in Annexure IV;
xxviii) Restated Standalone Statement of Material Adjustment included in Annexure V;
xxix) Restated Standalone Statement of Notes to Financial Statements included in Annexure VI;
xxx) Restated Standalone Statement of Contingent Liabilities, included in Annexure VII;
xxxi) Restated Standalone Statement of Related Party Transaction, included in Annexure VIII;
xxxii) Restated Standalone Statement of Accounting Ratios, included in Annexure IX;
xxxiii) Restated Standalone Statement of Capitalization, included in Annexure X;
xxxiv) Restated Standalone Statement of Tax Shelters, included in Annexure XI.
xxxv) Restated Standalone Statement of Dividend, included in Annexure XII.
xxxvi) Restated Standalone Statement of Financial Indebtedness, included in Annexure XIII.

6. This report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as an opinion on any of the Standalone Financial Information referred to herein.

7. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

8. In our opinion, the above Restated Standalone Financial Information contained in Annexure I to XIII to this report read along with the Basis of Preparation and Significant Accounting policies (Refer Annexure – IV) and Notes to Restated Standalone Financial Information (Refer Annexure – VI) after making adjustments and regrouping/re-classification as considered appropriate and have been prepared in accordance with the provisions of Section 26 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules 2014, to the extent applicable, the SEBI Regulations, the Guidance Note issued in this regard by the ICAI, as amended from time to time, and in terms of our engagement agreed with you.

9. Our report is intended solely for use of the Management and for inclusion in the offer documents in connection with the proposed issue of equity shares of the Company and is not to be used, referred to or distributed for any other purpose except with our prior written consent.

For **RPMD & Associates**
Chartered Accountants
ICAI Firm Regn No: 005961C

Rahul Jain
Partner
Mem No: 518352

Place: Delhi
Date: May 27, 2018

POWERFUL TECHNOLOGIES LIMITED

(Formerly Known as POWERFUL TECHNOLOGIES PRIVATE LIMITED)

ANNEXURE – I : RESTATED STANDALONE STATEMENT OF ASSETS AND LIABILITIES

(Rs. in Lakhs)

Sr. No.	Particulars	Note No.	As at 31st March			
			2018	2017	2016	2015
A.	**Equity and Liabilities**					
1	**Shareholders' Funds**					
	Share Capital	**I.1**	184.14	21.00	20.00	1.00
	Reserves & Surplus	**I.2**	1,076.13	139.02	94.37	(0.11)
	Share application money pending allotment					
2	**Non-Current Liabilities**					
	Long-term Borrowings	**I.3**	5.81	56.77	20.00	-
	Deferred Tax Liabilities (Net)	**I.4**	-	0.13	0.32	-
3	**Current Liabilities**					
	Short Term Borrowings	**I.5**	670.18	550.35	416.86	-
	Trade Payables	**I.6**	768.20	1,628.82	336.71	-
	Other Current Liabilities	**I.7**	227.53	65.41	102.61	0.17
	Short Term Provisions	**I.8**	169.85	20.31	8.22	-
	Total		**3,101.84**	**2,481.81**	**999.07**	**1.06**
B.	**Assets**					
1	**Non-Current Assets**					
	Fixed Assets					
	Tangible Assets	**1.9**	60.87	32.57	24.87	-
	Intangible Assets		-	-	-	-
	Deferred Tax Asset (Net)	**I.4**	0.13	-	-	0.01
	Other Non-Current assets	**I.10**	0.32	0.29	0.27	-

2	**Current Assets**					
	Inventories	**I.11**	1,735.84	835.20	215.75	-
	Trade Receivables	**I.12**	1,189.09	1,417.71	558.90	-
	Cash and Cash Equivalents	**I.13**	2.44	0.92	0.81	1.05
	Short-term loans and advances	**I.14**	35.03	20.13	23.48	-
	Other Current Assets	**I.15**	78.13	174.99	174.99	-
	Total		**3,101.84**	**2,481.81**	**999.07**	**1.06**

As per our Report of even date

For **RPMD & Associates**
Chartered Accountants
ICAI Firm Regn No: 005961C

For and on behalf of Board of Directors

Rahul Jain
Partner
Mem No: 518352

Aditya Gupta
Managing Director
DIN: 03500941

Nitin Chhabra
Director
DIN: 02921204

Place: Delhi
Date: May 27, 2018

Pallavi Sharma
(Chief Financial Officer)

ANNEXURE – II : RESTATED STANDALONE STATEMENT OF PROFIT AND LOSS

(Rs. in Lakhs)

Sr. No	Particulars	Note No.	For The Year Ended March 31,			
			2018	2017	2016	2015
A.	**Revenue:**					
	Revenue from Operations	**II.1**	6,237.85	3,561.23	2,497.23	-
	Other income	**II.2**	24.27	0.03	0.02	-
	Total revenue		**6,262.12**	**3,561.26**	**2,497.25**	**-**
B.	**Expenses:**					
	Cost of Material Consumed	**II.3**	4,513.07	2,675.85	1,454.26	-
	Purchases of Stock-in-Trade		1,016.52	1,030.96	972.52	
	Increase / Decrease in the Inventories	**II.4**	(309.14)	(536.09)	(114.95)	-
	Employee benefit expenses	**II.5**	41.83	33.58	34.43	-
	Finance costs	**II.6**	85.54	74.88	35.10	-
	Depreciation and Amortization	**I.9**	19.53	7.72	0.37	-
	Other expenses	**II.7**	272.62	213.29	80.20	0.12
	Total Expenses		**5,639.98**	**3,500.19**	**2,461.94**	**0.12**
	Profit/(Loss) before exceptional items and tax		**622.14**	**61.08**	**35.31**	**(0.12)**
	Exceptional items	**II.8**	**-**	**-**	**(8.08)**	**-**
	Profit/(Loss) After exceptional items and tax		**622.14**	**61.08**	**27.23**	**(0.12)**
	Tax expense:					
	Current tax		172.15	18.87	8.42	-
	Prior Period Taxes		-	1.74	-	-
	Deferred Tax		(0.26)	(0.18)	0.33	(0.01)
	Profit/(Loss) for the period/ year		**450.25**	**40.65**	**18.48**	**(0.11)**
	Earning per equity share in Rs.:					
	(1) Basic		7.32	0.73	1.14	(0.42)
	(2) Diluted		7.32	0.73	1.14	(0.42)

As per our Report of even date
For **RPMD & Associates**
Chartered Accountants
ICAI Firm Regn No: 005961C

For and on behalf of Board of Directors

Rahul Jain
Partner
Mem No: 518352

Aditya Gupta
Managing Director
DIN: 03500941

Nitin Chhabra
Director
DIN: 02921204

Place: Delhi
Date: May 27, 2018

Pallavi Sharma
(Chief Financial Officer)

ANNEXURE – III : RESTATED STANDALONE STATEMENT OF CASH FLOWS

(Rs. in Lakhs)

Particulars	For The Year Ended March 31,			
	2018	2017	2016	2015
A. CASH FLOW FROM OPERATING ACTIVITIES				
Profit/ (Loss) before tax	**622.14**	**61.08**	**27.23**	**(0.12)**
Adjustments for:				
Depreciation	19.53	7.72	0.37	-
Interest Expense	85.54	74.88	35.10	-
(Profit) / Loss on Sale of Fixed Assets	-	-	-	-
Interest/ Other Income Received	(24.27)	(0.03)	(0.02)	-
Operating profit before working capital changes	**702.94**	**143.64**	**62.67**	**(0.12)**
Movements in working capital:				
(Increase)/ Decrease in Inventories	(900.64)	(619.45)	(215.75)	-
(Increase)/Decrease in Trade Receivables	228.63	(858.81)	(558.90)	-
(Increase)/Decrease in Other Current Assets/ Non-Current Assets	96.84	(0.02)	(175.26)	-
(Increase)/Decrease in Loans & Advances	(14.90)	3.34	(23.48)	-
Increase/(Decrease) in Trade Payables	(860.62)	1,292.12	336.71	-
Increase/(Decrease) in Other Long Current Liabilities	-	-	-	-
Increase/(Decrease) in Provisions and Other Current Liabilities	111.15	(0.42)	122.43	0.17
Cash generated from operations	**(636.59)**	**(39.61)**	**(451.59)**	**0.05**
Income tax paid during the year	22.61	8.52	0.20	-
Net cash from operating activities (A)	**(659.21)**	**(48.12)**	**(451.79)**	**0.05**
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets	(47.83)	(15.42)	(25.24)	-
Purchase/ Sale of Long Term Investments	-	-	-	-
Sale of Fixed Assets	-	-	-	-
Interest Received / Other Income	24.27	0.03	0.02	-
Net cash from investing activities (B)	**(23.57)**	**(15.39)**	**(25.22)**	**-**
Increase in Share Capital	37.14	1.00	19.00	1.00
Securities Premium Reserve	612.86	4.00	76.00	-
Interest paid on borrowings	(85.54)	(74.88)	(35.10)	-
Proceeds/(Repayment) of Borrowings	119.83	133.50	416.86	-
Net cash from financing activities (C)	**684.29**	**63.62**	**476.76**	**1.00**

Net increase in cash and cash equivalents (A+B+C)	**1.52**	**0.11**	**(0.24)**	**1.05**
Cash and cash equivalents at the beginning of the year	0.92	0.81	1.05	-
Cash and cash equivalents at the end of the year	**2.43**	**0.92**	**0.81**	**1.05**

As per our Report of even date

For **RPMD & Associates**
Chartered Accountants
ICAI Firm Regn No: 005961C

For and on behalf of Board of Directors

Rahul Jain
Partner
Mem No: 518352

Aditya Gupta
Managing Director
DIN: 03500941

Nitin Chhabra
Director
DIN: 02921204

Place: Delhi
Date: May 27, 2018

Pallavi Sharma
(Chief Financial Officer)

ANNUXURE - IV

Basis of Preparation and Significant Accounting Policies and Practices of the Restated Standalone Financial Statements for the years ended 31st March 2018, 2017, 2016 and 2015.

1) Company Overview

The Company is engaged in the manufacturing of consumer electronics products i.e. LED TVs, monitors, power banks. The Company also trades in above products.

2) Basis of Preparation of Financial Statement

1. The Restated Standalone Financial Statements of Assets and Liabilities of the Company as at 31st March 2018, 2017, 2016 and 2015 and the related Restated Standalone Statement of Profit and Loss and Cash Flows for the years ended on 31st March 2018, 2017, 2016 and 2015 (collectively referred to as "Restated Standalone Financial Information") have been prepared specifically for the purpose of inclusion in the Draft Prospectus/Prospectus to be filed by the Company with the Stock Exchange / Securities and Exchange Board of India (SEBI) / Registrar of Companies (ROC) in connection with the proposed Initial Public Offering (hereinafter referred to as 'IPO').

2. The Restated Standalone Financial Information has been prepared by applying necessary adjustments to:

   a. the Standalone Financial Statements ('financial Statement') of the Company for the years ended 31st March 2018, 2017, 2016 and 2015 prepared and presented under the historical cost convention, except for certain financial instruments which are measured at fair value, using the accrual system of accounting in accordance with the generally accepted accounting principles in India ('Indian GAAP'), the provisions of the Companies Act, 1956 (up to 31st March 2014), and notified sections, schedules and rules of the Comp[anise Act, 2013 (with the effect from 1st April 2014), including the Accounting Standards as prescribed by the Companies (Accounting Standards) Rules, 2006 as per the Section 211(3C) of the Companies Act, 1956 (which are deemed to be applicable as Section 133 of the Companies Act, 2013, ("the Act") read with Rule 7 of Companies (Accounts) Rules, 2014), to the extent applicable and in the manner so required, and;

3. With effect from 1st April 2014, Schedule III notified under the Act, has become applicable to the company for the preparation and presentation of its financial statements. Accordingly, previous year's figures have been regrouped/reclassified wherever applicable. Appropriate classification/regrouping have been made in the Restated Standalone Financial information wherever required, to corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the presentation and recognition as per the audited financial statements of the Company and the requirement of SEBI Regulations. The financial statements are prepared in Indian rupees round off to the nearest Lakh.

3) Significant Accounting Policies

1. Operating Cycle

Operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalent.

2. Revenue Recognition

Revenue (Income) is recognized on accrual basis when no significant uncertainty as to measurability or collect ability exists.

Revenue has been recognized on sales excluding of any taxes and including of any other receipts or income on account of exchange fluctuations and claims receivables.

3. Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities on the date of the financial statements and the results of operations during the reporting periods. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from those estimates and revisions, if any, are recognized in the current and future periods.

4. Inventory

Raw Material is valued at Cost. Work-in-Progress is valued at cost. Finished Goods are valued at cost or net realizable value whichever is lower. Cost is determined by the FIFO method.

5. Fixed Assets

Fixed Assets are stated at cost less accumulated depreciation and impairments, if any. The cost includes cost of acquisition/construction, installation.

6. Depreciation

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on tangible fixed assets have been provided on Written Down Value method as per the useful life prescribed in Schedule II to the Companies Act, 2013 effective from 1st April 2014 and depreciation on tangible fixed assets upto 31st March 2014 was provided at the rates and manner prescribed in schedule in Schedule XIV of the Companies Act, 1956.

7. Taxation

Current income tax expense comprises taxes on income from operations in India and in foreign jurisdictions. Income tax payable in India is determined in accordance with the provisions of the Income Tax Act, 1961. Tax expense relating to foreign operations is determined in accordance with tax laws applicable in countries where such operations are domiciled.

Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax after the tax holiday period. Accordingly, MAT is recognized as an asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will fructify. Deferred tax expenses or benefit is recognized on timing differences beings the difference between taxable income and accounting income tax originate in one period and is likely to reverse in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

In the event of unabsorbed depreciation and carry forward of losses, deferred tax assets are recognized only to the extent that there is virtual certainty that sufficient future taxable income will be available to release such assets. In other situations, deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available to realize these assets.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance taxes paid and income tax provisions arising in the same tax jurisdiction for relevant taxpaying units and where the Company is able to and intends to settle the asset and liability on a net basis.

The Company offsets deferred tax assets and deferred tax liabilities if it has a legally enforceable right and these relate to taxes on income levied by the same governing taxation laws.

8. Borrowing Cost

As per Accounting Standard -16, borrowing cost attributable to the acquisition of fixed assets is capitalized as part of the cost of fixed assets till the date it is put to use. Other borrowing cost is recognized as expenditure in the period in which they are accrued.

9. Impairment of Assets

At each balance sheet date, the management reviews the carrying amounts of its assets included in each case generating unit to determine whether there is any indication that those assets were impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the asset.

Reversal of impairment loss is recognized immediately as income in the statement of profit and loss.

10. Earnings per share

The company reports basic and diluted earnings per share (EPS) in accordance with the Accounting Standard 20(AS-20) issued by the Institute of Chartered Accountants of India. The basic EPS is computed by dividing the net profit or loss for the year by weighted average number of equity shares outstanding, during the accounting period. Diluted earnings per equity share are computed by using the weighted average number of equity shares and dilutive potential equity shares outstanding during the period.

11. Foreign currency transactions

Transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date of the transaction.

Assets and liabilities denominated in foreign currency are converted at the exchange rates prevailing as at the balance sheet date. Exchange differences other than those relating to acquisition of fixed assets are recognized in the statement of profit and loss. Exchange differences relating to purchase of fixed assets are adjusted to the carrying cost of fixed assets

12. Provisions, Contingent liabilities and Contingent assets

A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet and adjusted to reflect the current best estimates. Contingent liabilities are not recognized in the financial statements. A contingent asset is neither recognized nor disclosed in the financial statements.

13. Related Party Transactions

Disclosure is being made separately for all the transactions with related parties as specified under Accounting Standard 18, issued by the Institute Chartered Accountants of India.

14. Micro, Small & Medium Enterprises Development Act, 2006

The Company has not received any memorandum (as required to be filed by the suppliers with the notified authority under the Micro, Small and Medium Enterprises Development Act, 2006) claiming their status as Micro, Small and Medium Enterprises. Consequently, the amount paid/ payable to these parties during the year is not ascertainable. Consequently, as of now, it is neither possible for the Company to ascertain whether payment to such enterprises has been made within 45 days from the date of acceptance of supply of goods or services rendered by a supplier nor to give the relevant disclosures as required under the Act. This has been relied upon by the auditors.

ANNEXURE - I.1 : RESTATED STANDALONE STATEMENT OF SHARE CAPITAL

(Rs. In Lakhs)

Particulars	As at 31st March			
	2018	2017	2016	2015
Authorized				
Equity shares of Rs. 10 each with voting rights	700.00	25.00	20.00	1.00
Issued				
Equity shares of Rs. 10 each with voting rights	184.14	21.00	20.00	1.00
Subscribed & Fully Paid Up				
Equity shares of Rs. 10 each with voting rights	184.14	21.00	20.00	1.00
Total	**184.14**	**21.00**	**20.00**	**1.00**

Notes:

I.1.1 Right, Preferences and Restrictions attached to Equity Shares:

The Company has one class of equity shares having a par value of Rs. 10/- per share. Each Shareholder is eligible for one vote per share held. In the unlikely event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

I.1.2 The Company has allotted 39 Lakhs CCPS on 03-10-17 and 26 Lakhs CCPS on 20-11-2017 to Vinod Kumar Baldev Mohindra & Sushila Vinod Mohindra.

I.1.3 The Company has converted 65 Lakhs Cumulative Compulsorily Convertible Preference Shares of Rs 10/- each into 371429 Equity Shares of Rs. 10 each with a Securities Premium of Rs. 165 each per share on 25-01-2018 as approved in the EGM held on 15-01-2018.

I.1.4 The Company has allotted 1260000 Equity Shares of Rs. 10 each as Bonus Shares to existing equity shareholders in the ratio of 6:1 on 25-01-2018 as approved in the Shareholders meeting held on 15-01-2018.

I.1.5 The Company has allotted 5524287 Equity Shares of Rs. 10 each as Bonus Shares to existing equity shareholders in the ratio of 3:1 on 23-05-2018 as approved in the Shareholders meeting held on 23-05-2018.

I.1.6 Reconciliation of No. of Shares Outstanding at the end of the year

Particulars	As at 31st March			
	2018	2017	2016	2015
Equity Shares				
Shares outstanding at the beginning of the year	2,10,000	2,00,000	10,000	-
Preference Shares converted into Equity Share	3,71,429	10,000	1,90,000	10,000
Bonus Shares issued during the year	12,60,000	-	-	-
Shares bought back during the year	-	-	-	-
Share outstanding at the end of the year	**18,41,429**	**2,10,000**	**2,00,000**	**10,000**

I.1.6 Reconciliation of No. of Preference Shares Outstanding at the end of the year

Particulars	As at 31st March			
	2018	2017	2016	2015
Preference Shares				
Shares outstanding at the beginning of the year	-	-	-	-
Preference Shares issued during the year	65,00,000	-	-	-
Preference Shares converted into Equity Share	(65,00,000)	-	-	-
Share outstanding at the end of the year	-	-	-	-

I.1.7 Details of Equity Shareholding more than 5% of the aggregate shares in the company:

Name of Shareholder	31-Mar-18		31-Mar-17		31-Mar-16		31-Mar-15	
	Nos	% Holding	Nos	% Holding	Nos	% Holding	Nos	% Holding
Equity Shares								
Karuna Chhabra	7,40,557	40.22%	1,07,100	51.00%	1,01,001	50.50%	5,000	50.00%
Aditya Gupta	7,26,043	39.43%	1,02,900	49.00%	98,999	49.50%	5,000	50.00%
Vinod Kumar Baldev Mohindra	3,71,429	20.17%	-	-	-	-	-	-

ANNEXURE – I.2 : Restated Standalone Statement of Reserves and Surplus

(Rs. In Lakhs)

Particulars	As at 31st March			
	2018	2017	2016	2015
Securities Premium Reserve				
Balance as at the beginning of the year	80.00	76.00	-	-
Add: Addition during the year	612.86	4.00	76.00	-
Less: Amount utilised towards issue of bonus shares	(80.00)	-	-	-
Balance as at the end of the year	612.86	80.00	76.00	-
Balance in Statement of Profit & Loss				
Balance as at the beginning of the year	59.02	18.37	(0.11)	-
Add: Profit for the year	450.25	40.65	18.48	(0.11)
Less: Amount utilised towards issue of bonus shares	(46.00)	-	-	
Balance as at the end of the year	**463.27**	**59.02**	**18.37**	**(0.11)**
Grand Total	**1,076.13**	**139.02**	**94.37**	**(0.11)**

ANNEXURE – I.3 : RESTATED STANDALONE STATEMENT OF LONG TERM BORROWINGS

(Rs. In Lakhs)

Particulars	As at 31st March			
	2018	2017	2016	2015
Secured Loans from Bank				
- Term Loan	5.81	1.77	5.00	-
Unsecured Loans From Related Parties	-	55.00	15.00	-
- Rajeev Luthra	-	10.00	10.00	
- Shine Packaging	-	5.00	5.00	
- Kedarmal Bhalla	-	40.00	-	
Grand Total	**5.81**	**56.77**	**20.00**	**-**

ANNEXURE – I.4 : Restated Standalone Statement of Deferred Tax Assets/(Liabilities) (Net)

(Rs. In Lakhs)

Particulars	As at 31st March			
	2018	2017	2016	2015
Deferred Tax Assets				
Opening Balance	0.20	0.01	0.01	-
Preliminary expenses	-	-	-	0.01
Related to Fixed Assets	0.27	0.19	-	-
Gratuity Provision	-	-	-	-
Total (a)	**0.46**	**0.20**	**0.01**	**0.01**
Deferred Tax Liability				
Opening Balance	0.33	0.33	-	-
Preliminary expenses	0.00	0.00	0.00	-
Related to Fixed Assets	-	-	0.32	-
Disallowance under the Income Tax Act	-	-	-	-
Total (b)	**0.33**	**0.33**	**0.33**	**-**
Net deferred tax (asset)/liability{(b)-(a)}	**(0.13)**	**0.13**	**0.32**	**(0.01)**
Charged to P&L Account	**(0.26)**	**(0.18)**	**0.33**	**(0.01)**

ANNEXURE – I.5 : Restated Standalone Statement of Short Term Borrowings

(Rs. In Lakhs)

Particulars	As at 31st March			
	2018	2017	2016	2015
Secured Loan Repayable on Demand : From Bank				
- Cash Credit	670.18	550.35	416.86	-
Unsecured Loans				
Loan From NBFC	-	-	-	-
Loan From Directors				-
Inter Corporate Deposits	-	-	-	-
Grand Total	**670.18**	**550.35**	**416.86**	**-**

ANNEXURE – I.6 : Restated Standalone Statement of Trade Payables

(Rs. In Lakhs)

Particulars	As at 31st March			
	2018	2017	2016	2015
Trade Payables due to				
- Micro, Small & Medium Enterprises				
-Creditors other than Micro, Small & Medium Enterprises	768.20	1,628.82	336.71	-
Grand Total	**768.20**	**1,628.82**	**336.71**	**-**

ANNEXURE - 1.6.1: Out of the above amounts outstanding to promoters/promoter group/group directors/relative of directors are as follows:

(Rs. In Lakhs)

Particulars	As at 31st March			
	2018	2017	2016	2015
To Promoters/Directors/Relatives				
To Group Companies				
Pioneer Computronix Private Limited	5.79	145.81	311.02	
Vacline Technologies Private Limited	1.95	1.13	-	
TOTAL	**7.74**	**146.94**	**311.02**	**-**

ANNEXURE – I.7 : Restated Standalone Statement of Other Current Liabilities

(Rs. In Lakhs)

Particulars	As at 31st March			
	2018	2017	2016	2015
Current Maturities of Long Term Debt	6.61	3.23	8.90	-
Statutory Dues	12.34	7.93	2.61	-
Expenses Payable	80.99	43.26	18.39	0.12
Advances from Customers	87.34	11.00	-	-
Creditors for Capital goods	40.25	-	-	-
Other Current Liabilities	-	-	72.70	0.05
Grand Total	**227.53**	**65.41**	**102.60**	**0.17**

ANNEXURE - 1.7.1: Out of the above amounts outstanding to promoters/promoter group/group directors/relative of directors are as follows

Particulars	As at 31st March			
	2018	2017	2016	2015
To Promoters/Directors/Relatives				
	-	-	-	-
To Group Companies				
TOTAL	-	-	-	-

ANNEXURE – I.8 : Restated Standalone Statement of Short Term Provisions

(Rs. In Lakhs)

Particulars	As at 31st March			
	2018	2017	2016	2015
Provision for Employee Benefits	-	-	-	-
Provision for Taxation	169.85	20.31	8.22	-
Grand Total	**169.85**	**20.31**	**8.22**	**-**

ANNEXURE – I.9 : Restated Standalone Statement of Fixed Assets

(Rs. In Lakhs)

Particulars	As at 31st March			
	2018	2017	2016	2015
Tangible Assets				
Plant & Machinery				
Gross Block	6.59	4.93	4.35	-
Less: Accumulated Depreciation	2.18	1.16	0.17	-
Net Block	4.41	3.77	4.18	-
Furniture & Fixtures				
Gross Block	40.90	20.90	20.89	-
Less: Accumulated Depreciation	14.62	5.56	0.20	-
Net Block	26.28	15.34	20.69	-

Office Equipments				
Gross Block	0.54	-	-	-
Less: Accumulated Depreciation	0.20	-	-	-
Net Block	0.34	-	-	-
Computers				
Gross Block	40.47	14.83	-	-
Less: Accumulated Depreciation	10.63	1.38	-	-
Net Block	29.84	13.45	-	-
Total Tangible Assets	**60.87**	**32.57**	**24.87**	**-**
Total Intangible Assets	-	-	-	-

ANNEXURE – I.10 : Restated Standalone Statement of Other Non-Current assets

(Rs. In Lakhs)

Particulars	As at 31st March			
	2018	2017	2016	2015
Other non-current assets	-	-	-	-
Balance with Banks in FDRs with original maturity of more than 12 months	0.32	0.29	0.27	-
	-	-	-	-
Grand Total	**0.32**	**0.29**	**0.27**	**-**

ANNEXURE – I.11 : Restated Standalone Statement of Inventories

(Rs. In Lakhs)

Particulars	As at 31st March			
	2018	2017	2016	2015
Inventories (at cost, at cost or net realizable value, whichever is lower)				
Raw Material	775.67	184.16	100.80	-
Work in Progress	337.10	330.62	81.65	-
Finished Goods	466.91	75.63	19.38	-
Stores in Trade	156.17	244.79	13.91	-
Grand Total	**1,735.84**	**835.20**	**215.75**	**-**

ANNEXURE – I.12 : Restated Standalone Statement of Trade Receivables

(Rs. In Lakhs)

Particulars	As at 31st March			
	2018	2017	2016	2015
Trade Receivables : (Unsecured considered good)				
Outstanding for a period exceeding six months from the date they are due for payment	1.54	52.85	-	-
Outstanding for a period less than six months from the date they are due for payment	1,187.55	1,364.87	558.90	-
Grand Total	**1,189.09**	**1,417.71**	**558.90**	**-**

ANNEXURE – I.13 : Restated Standalone Statement of Cash and Cash Equivalents

(Rs. In Lakhs)

Particulars	As at 31st March			
	2018	2017	2016	2015
Cash & Cash Equivalents				
Cash in hand	2.35	0.61	0.09	-
Balances with Banks:				
-in current accounts	0.09	0.31	0.72	1.05
-in fixed deposit	-	-	-	-
Grand Total	**2.44**	**0.92**	**0.81**	**1.05**

ANNEXURE – I.14 : Restated Standalone Statement of Short Term Loans and Advances

(Rs. In Lakhs)

Particulars	As at 31st March			
	2018	2017	2016	2015
Loan & Advances:				
-Advance to Suppliers	10.10	-	-	-
Security Deposits	3.25	1.75	0.35	-
Balance with Government Authorities	7.32	16.07	23.13	-
Other Loans & Advances	8.76	0.45	-	-
Prepaid Expenses	5.61	1.86	-	-
Grand Total	**35.03**	**20.13**	**23.48**	**-**

ANNEXURE - 1.14.1: Out of the above amounts outstanding from promoters/promoter group/group directors/relative of directors are as follows:

(Rs. In Lakhs)

Particulars	As at 31st March			
	2018	2017	2016	2015
From Promoters/Directors/Relatives	-	-	-	-
From Group Companies	-	-	-	-
TOTAL	-	-	-	-

ANNEXURE – I.15 : Restated Standalone Statement of Other Current assets

(Rs. In Lakhs)

Particulars	As at 31st March			
	2018	2017	2016	2015
Other Current Assets	-	-	-	-
Insurance Claim Receivable	78.13	174.99	174.99	-
Grand Total	**78.13**	**174.99**	**174.99**	**-**

ANNEXURE – II.1 : Restated Standalone Statement of Revenue from Operations

(Rs. In Lakhs)

Particulars	As at 31st March			
	2018	2017	2016	2015
Sale of Manufactured Products (Export)	2.45	0.01	0.02	
Sale of Manufactured Products (Domestic)	5,196.11	2,749.30	1,634.33	-
Sale of Traded Products (Domestic)	1,039.29	811.92	862.88	
Other Operating Income	-	-	-	-
Revenue from operations (gross)	**6,237.85**	**3,561.23**	**2,497.23**	**-**

ANNEXURE – II.2 : Restated Standalone Statement of Other Income

(Rs. In Lakhs)

Particulars	As at 31st March			
	2018	2017	2016	2015
Discount received	2.50	-	-	-
Interest income	0.02	0.02	-	-
Foreign Exchange Gain/Loss	21.74	-	-	-
Miscellaneous income	-	0.01	0.02	-
Grand Total	**24.27**	**0.03**	**0.02**	**-**

ANNEXURE – II.3 : Restated Standalone Statement of Cost of Material Consumed

(Rs. In Lakhs)

Particulars	As at 31st March			
	2018	2017	2016	2015
Materials/Consumables				
Opening Stock	184.16	100.80	-	-
Add: Purchases	5,104.58	2,759.21	1,556.06	-
Less: Closing Stock	775.67	184.16	100.80	-
Grand Total	**4,513.07**	**2,675.85**	**1,454.26**	**-**

ANNEXURE – II.4 : Restated Standalone Statement of Increase / Decrease in the Inventories

(Rs. In Lakhs)

Particulars	As at 31st March			
	2018	2017	2016	2015
Inventories at the end of the Year				
Finished Goods	466.91	75.63	81.65	-
Work in Progress	337.10	330.62	19.38	-
Stock-in-Trade	156.17	244.79	13.91	-
	960.18	651.04	114.95	-

Inventories at the beginning of the Year				
Finished Goods	75.63	81.65	-	-
Work in Progress	330.62	19.38	-	-
Stock-in-Trade	244.79	13.91	-	-
	651.04	114.95	-	-
Grand Total	**(309.14)**	**(536.09)**	**(114.95)**	**-**

ANNEXURE – II.5 : Restated Standalone Statement of Employee benefit expense

(Rs. In Lakhs)

Particulars	As at 31st March			
	2018	2017	2016	2015
Salaries and wages	33.31	28.45	29.56	-
Contribution to Provident and other funds	2.91	2.62	3.05	-
Director's remuneration	3.00	-	1.00	-
Staff welfare expenses	2.61	2.51	0.82	-
Grand Total	**41.83**	**33.58**	**34.43**	**-**

ANNEXURE – II.6 : Restated Standalone Statement of Finance costs

(Rs. In Lakhs)

Particulars	As at 31st March			
	2018	2017	2016	2015
Interest Expense on Borrowings	80.45	73.28	32.24	-
Interest Expense on Statutory Dues	1.31	0.24	-	-
Bank Charges	3.77	1.36	2.86	-
Grand Total	**85.54**	**74.88**	**35.10**	**-**

ANNEXURE – II.7 : Restated Standalone Statement of Other Expenses

(Rs. In Lakhs)

Particulars	As at 31st March			
	2018	2017	2016	2015
Advertisement Expenses	1.30	3.63	0.39	-
Bank Charges	3.46	3.12	-	-
Remuneration To Auditors :				
- Audit Fees	2.83	0.33	0.25	0.08
- Tax Audit	-	-	-	-
Business Promotion Expenses	3.11	2.21	2.22	-
Insurance Expenses	6.76	0.89	0.82	-
Office Repair & Maintenance Expenses	0.19	1.96	0.56	-
Conveyance & Travelling Expenses	11.82	4.79	1.32	-
Clearing & Forwarding Charges	86.76	90.16	47.88	-
Freight & Cartage	21.57	11.57	-	-
General Expenses	22.51	26.70	8.44	0.05
Legal and professional expenses	4.98	4.86	2.47	-
Other government charges and taxes	3.56	-	5.06	-
Packing Charges	6.90	3.75	1.44	-
Power & Fuel	6.22	3.63	3.57	-
Printing and Stationery	1.54	1.26	1.34	-

Product service Charges	8.04	6.58	-	-
Rent, Rates & Taxes	2.14	2.79	1.67	-
Repairs & Maintenance Expenses	4.00	1.00	0.65	-
Royalty Expenses	67.37	40.56	-	-
Telephone, Postage & Courier Expenses	7.56	3.53	2.12	-
Grand Total	**272.62**	**213.29**	**80.20**	**0.12**

ANNEXURE – II.8 : Restated Standalone Statement of Exceptional Items

(Rs. In Lakhs)

Particulars	As at 31st March			
	2018	2017	2016	2015
	-	-	-	-
Excise Duty Paid on Stocks destroyed due to fire	-	-	8.08	-
Grand Total	**-**	**-**	**8.08**	**-**

ANNEXURE – II.9 : Restated Standalone Statement of Expenditure in Foreign currency

(Rs. In Lakhs)

Particulars	As at 31st March			
	2018	2017	2016	2015
Foreign Travel Expense	2.97	0.68	-	-
Royalty Expenses	57.89	40.56	-	-
CIF Value Import- Raw Materials	1,269.95	1,289.29	605.85	-
Grand Total	**1,330.81**	**1,330.53**	**605.85**	**-**

ANNEXURE – II.10 : Restated Standalone Statement of Earnings in Foreign currency

(Rs. In Lakhs)

Particulars	As at 31st March			
	2018	2017	2016	2015
FOB Value of Exports	2.45	-	0.02	-
Grand Total	**2.45**	**-s**	**0.02**	**-**

ANNEXURE – V : MATERIAL ADJUSTMENT TO THE RESTATED STANDALONE FINANCIAL STATEMENT

1 Material Regrouping

Appropriate adjustments have been made in the Restated Standalone Financial Statements of Assets and Liabilities, Profit and Losses and Cash Flows, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities in order to bring them in line with the regroupings as per the audited financial statements of the company and the requirements of SEBI Regulations.

2. Material Adjustments:

The Summary of results of restatement made in the Audited Standalone Financial Statements for the respective years and its impact on the profit/(loss) of the Company is as follows:

(Rs. In Lakhs)

Particulars	For The Year Ended March 31,			
	2018	2017	2016	2015
(A) Net Profits as per audited financial statements (A)	450.25	42.39	18.48	(0.11)
Add/(Less) : Adjustments on account of -				
1) Prior Period Taxes	-	(1.74)	-	-
Total Adjustments (B)	**-**	**(1.74)**	**-**	**-**
Restated Profit/ (Loss) (A+B)	**450.25**	**40.65**	**18.48**	**(0.11)**

3. Notes on Material Adjustments pertaining to prior years:

(1) Tax Impact

Taxes of respective years have been accounted for in the years in which they were incurred.

As per our Report of even date

For **RPMD & Associates**
Chartered Accountants
ICAI Firm Regn No: 005961C

Rahul Jain
Partner
Mem No: 518352

Place: Delhi
Date: May 27, 2018

For and on behalf of Board of Directors

Aditya Gupta
Managing Director
DIN: 03500941

Nitin Chhabra
Director
DIN: 02921204

Pallavi Sharma
(Chief Financial Officer)

ANNEXURE – VI

Notes to the Restated Standalone Financial Statements for the years ended 31st March, 2018, 2017, 2016 and 2015.

1. The Company is engaged in the manufacturing of LED TVs, monitors, power banks i.e same type/class of services and has no other operations and as such there is no reportable segment as per Accounting Standard (AS-17) dealing with the Segment Reporting.
2. The company cannot identify the enterprises which have been providing goods and services to the company and which qualify under the definition of Micro Small and Medium Enterprise Development Act, 2006. Hence, the details required to be disclosed in this respect, cannot be disclosed.
3. In the opinion of the Board of Directors, the Current Assets, Loans & Advances are approximately of the value stated if realized in ordinary course of business. Provisions for known liabilities are made & not in excess of the amount reasonably necessary. Moreover, Balances of Unsecured Loans, Receivables, Loans & Advances and Current Liabilities are subject to confirmation, reconciliation and adjustments, if any

The figures of the previous year have been regrouped / recast wherever necessary so as to make them comparable with current year's figures. Figures have been rounded to nearest rupees in lakhs.

ANNEXURE - VII : RESTATED STANDALONE STATEMENT OF CONTINGENT LIABILITIES

(Rs. In Lakhs)

Particulars	As at 31st March			
	2018	2017	2016	2015
1. Corporate Guarantee given in respect of banking limits of an associate company	1478.78	-	-	-
2. TDS Demands	0.44			
Total	**1479.22**	**-**	**-**	**-**

ANNEXURE - VIII : RESTATED STANDALONE STATEMENT OF RELATED PARTY DISCLOSURES AS RESTATED

As required under Accounting Standard 18 "Related Party Disclosures" as notified pursuant to Company (Accounting Standard) Rules 2006, following are details of transactions during the year with related parties of the company as defined in AS 18.

A. List of Related Parties and Nature of Relationship :

Particulars	31st Dec 2017	Name of Related Parties		
		2017	2016	2015
1. Enterprises where control exist				
a) Associate Companies/Entities	Vacline Technologies Private Limited			
	Shine Packaging			
	Pioneer Computronix Private Limited			
2. Other Related Parties:				
a) Key Management Personnel's	Aditya Gupta, Managing Director			
	Pallavi Sharma, Chief Financial Officer			
b) Director	Nitin Chhabra			
c) Relatives of Key Management Personnel's	Rajeev Luthra			
	Kedarmal Bhalla			
	Nitin Chhabra			

B. Transactions carried out with related parties referred to in (1) above, in ordinary course of business:

(Rs. In Lakhs)

Nature of Transactions	Name of Related Parties	As at March 31			
		2018	2017	2016	2015
1. Salary/Directors Remuneration	Karuna Chhabra	-	-	0.50	-
	Aditya Gupta	1.50	-	0.50	-
	Nitin Chhabra	1.50	-	-	-
	Pallavi Sharma	0.75	-	-	-
Total		**3.75**	**-**	**1.00**	**-**
2. Loan Taken/ Advance Received	Rajeev Luthra	-	-	10.00	-
	Shine Packaging	-	-	5.00	-
	Kedarmal Bhalla	-	50.00	-	-
	Nitin Chhabra	-	-	-	-
Total		**-**	**50.00**	**15.00**	**-**
3. Loan Repaid/ Advance Repaid	Kedarmal Bhalla	40.00	10.00	-	-
	Rajeev Luthra	10.00	-	-	-
	Shine Packaging	5.00	-		
	Nitin Chhabra	-	-	-	-
Total		**55.00**	**10.00**	**-**	**-**
4. Interest paid on Loan Taken	Rajeev Luthra	3.00	1.88	0.20	-
	Kedarmal Bhalla	5.96	6.48	0.33	-
Total		**8.96**	**8.35**	**0.53**	**-**

5. Purchase of Goods	Pioneer Computonix Pvt. Ltd.	2254.62	230.28	2024.18	-
Total		**2254.62**	**230.28**	**2024.18**	**-**
6. Sale of Goods	Pioneer Computonix Pvt. Ltd.	1,907.70	900.57	744.87	-
	B K Chhabra & Associates	0.13	-	-	-
Total		**1,907.83**	**900.57**	**744.87**	**-**
7.Rent Paid	Vacline Technologies Pvt Ltd.	1.40	1.13	1.20	
Total		1.40	1.13	1.20	
8.Receiving of Services	B K Chhabra & Associates	3.18	-	-	-
Total		**3.18**	**-**	**-**	**-**
9. Corporate Guarantee Given for Bank Credit Facilities	Pioneer Computonix Pvt. Ltd.	1,478.78	-	-	-
Total		**1,478.78**	**-**	**-**	**-**

C. Outstanding Balance as at the end of the year

(Rs. In Lakhs)

Nature of Transactions	Name of Related Parties	As at March 31			
		2018	2017	2016	2015
1. Receivables		-	-	-	-
		-	-	-	-
Total		-	-	-	-
2. Payable	Rajeev Luthra	-	10.00	10.00	-
	Shine Packaging	-	5.00	5.00	-
	Kedarmal Bhalla	-	40.00	-	-
	Pioneer Computronix Private Limited (net)	5.79	145.81	311.02	-
	Vacline Technologies Private Limited	1.95	1.13	-	-
	B K Chhabra & Associates	2.46	-	-	-
Total		**10.20**	**201.94**	**326.02**	**-**

ANNEXURE - IX : RESTATED STANDALONE STATEMENT OF ACCOUNTING RATIOS

Particulars	As at 31st March			
	2018	2017	2016	2015
Restated PAT as per P& L Account (Rs. in Lakhs)	450.25	40.65	18.48	-0.11
Number of Equity Shares at the end of the Year (Note - 2)**	73,65,716	58,80,000	56,00,000	2,80,000
Weighted Average Number of Equity Shares at the end of the Year (Note -2)	61,48,652	56,03,836	16,27,472	26,096
Net Worth	1260.27	160.02	114.37	0.89
Earnings Per Share				
Basic (In Rupees)** (Note 1.a)	7.32	0.73	1.14	(0.42)
Diluted (In Rupees)* (Note 1.b)	7.32	0.73	1.14	(0.42)
Return on Net Worth (%)	35.73%	25.40%	16.16%	-12.37%
Net Asset Value Per Share (Rs)	17.11	2.72	2.04	0.32
Nominal Value per Equity share (Rs.)	10.00	10.00	10.00	10.00

* The Company has alloted 39 Lakhs CCPS on 03-10-17 and 26 Lakhs CCPS on 20-11-2017 to Vinod K Mohindra & Sushila Mohindra. However, those 65 Lakhs Cumulative Compulsorily Convertible Preference Shares of Rs 10/- each were converted into 371429 Equity Shares of Rs. 10 each with a Securities Premium of Rs. 165 each per share on 25-01-2018 as approved in the EGM held on 15-01-2018. Diluted EPS has been calculated after considering the weighted average of those converted Equity Shares.

* * The Company has alloted 1260000 Equity Shares of Rs. 10 each as Bonus Shares to existing equity shareholders in the ratio of 6:1 on 25-01-2018 as approved in the Shareholders meeting held on 15-01-2018. Basic/Diluted EPS have been calculated after taking those bonus shares into consideration.
** The Company has alloted 5524287 Equity Shares of Rs. 10 each as Bonus Shares to existing equity shareholders in the ratio of 3:1 on 23-05-2018 as approved in the Shareholders meeting held on 23-05-2018. Basic/Diluted EPS have been calculated after taking those bonus shares into consideration.

Notes :
1) The ratios have been calculated as below:

a) Basic Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Equity Shares outstanding during the nine months/year.

b) Diluted Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Diluted Potential Equity Shares outstanding during the nine months/year.

c) Return on Net Worth (%) = Restated PAT attributable to Equity Shareholders/ Net Worth X 100

d) Restated Net Asset Value per equity share (Rs.) = Restated Net Worth as at the end of the nine months/year/ Total Number of Equity Shares outstanding during the nine months/year.

2) Weighted Average Number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the 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 to total number of days during the year.

3) Earnings Per Share calculation are in accordance with Accounting Standard 20- Earnings Per Share, notified under the Companies (Accounting Standards) Rules 2006, as amended.

4) Net Worth = Equity Share Capital + Preference Share Capital + Reserve and Surplus (including surplus in the Statement of Profit & Loss)

5) The figures disclosed above are based on the Restated Standalone Financial Statements of the Company.

ANNEXURE - X : RESTATED STANDALONE STATEMENT OF CAPITALISATION

(Rs. In Lakhs)

Sr. No	Particulars	Pre issue	Post issue
	Debts		
A	Long Term Debt	12.42	12.42
B	Short Term Debt	670.18	670.18
C	**Total Debt**	**682.60**	**682.60**
	Equity Shareholders Funds		
	Equity Share Capital	736.57	1,002.17
	Reserves and Surplus	523.70	1,612.66
D	**Total Equity**	**1,260.27**	**2,614.83**
E	**Total Capitalization**	**1,942.87**	**3,297.43**
	Long Term Debt/ Equity Ratio (A/D)	0.01	0.00
	Total Debt/ Equity Ratio (C/D)	0.54	0.26

Notes:

1) Long Term Debt are borrowings other than short-term borrowings and also includes current maturities of long- term debt included in other current liabilities

2) The Company has alloted 1260000 Equity Shares of Rs. 10 each as Bonus Shares to existing equity shareholders in the ratio of 6:1 on 25-01-2018 as approved in the Shareholders meeting held on 15-01-2018.

3) The Company has converted 65 Lakhs Cumulative Compulsorily Convertible Preference Shares of Rs 10/- each into 371429 Equity Shares of Rs. 10 each with a Securities Premium of Rs. 165 each per share on 25-01-2018 as approved in the EGM held on 15-01-2018

The Company has allotted 5524287 Equity Shares of Rs. 10 each as Bonus Shares to existing equity shareholders in the ratio of 3:1 on 23-05-2018 as approved in the Shareholders meeting held on 23-05-2018.

ANNEXURE - XI : RESTATED STANDALONE STATEMENT OF TAX SHELTERS

(Rs. In Lakhs)

Sr. No	Particulars	As at 31st March			
		2018	2017	2016	2015
A	**Restated Profit before tax**	622.14	61.08	35.31	(0.12)
	Short Term Capital Gain at special rate	-	-	-	-
	Normal Corporate Tax Rates (%)	27.55%	30.90%	30.90%	30.90%
	Short Term Capital Gain at special rate	-	-	-	-
	MAT Tax Rates (%)	20.39%	19.06%	19.06%	19.06%
B	**Tax thereon (including surcharge and education cess)**				
	Tax on normal profits	171.41	18.87	10.91	(0.04)
	Short Term Capital Gain at special rate	-	-	-	-
	Total	**171.41**	**18.87**	**10.91**	**(0.04)**
	Adjustments:				
C	**Permanent Differences**				
	Deduction allowed under Income Tax Act	-	-	-	-
	Exempt Income	-	-	-	-
	Allowance of Expenses under the Income Tax Act	(0.01)	-	-	-
	Disallowance of Income under the Income Tax Act	-	-	-	-
	Disallowance of Expenses under the Income Tax Act	1.76	-	-	-
	Total Permanent Differences	**1.75**	**-**	**-**	**-**
D	**Timing Differences**				
	Difference between tax depreciation and book depreciation	0.92	0.60	(1.05)	0.04
	Provision for Gratuity disallowed	-	-	-	-
	Expense disallowed u/s 43B	-	-	-	-
	Total Timing Differences	**0.92**	**0.60**	**(1.05)**	**0.04**
E	**Net Adjustments E= (C+D)**	**2.67**	**0.60**	**(1.05)**	**0.04**
F	**Tax expense/(saving) thereon**	0.74	0.19	(0.32)	0.01
G	**Total Income/(loss) (A+E)**	**624.81**	**61.68**	**34.26**	**(0.08)**
	Taxable Income/ (Loss) as per MAT	622.14	61.08	35.31	(0.12)
I	**Income Tax as per normal provision**	172.15	19.06	10.59	(0.03)
J	**Income Tax under Minimum Alternative Tax under Section 115 JB of the Income Tax Act**	126.85	11.64	6.73	(0.02)
	Net Tax Expenses (Higher of I,J)	172.15	19.06	10.59	(0.02)
K	Relief u/s 90/91	-	-	-	-
	Total Current Tax Expenses	**172.15**	**19.06**	**10.59**	**(0.02)**
L	Adjustment for Interest on income tax	-	-	-	-
	Total Current Tax Expenses	**172.15**	**19.06**	**10.59**	**(0.02)**

*Note: The figures for year ended March 31, 2018 are based on the provisional computation of Total Income prepared by the company.

ANNEXURE - XII : RESTATED STANDALONE STATEMENT OF DIVIDEND

(Rs. In Lakhs)

Particulars	As at 31st March			
	2018	2017	2016	2015
Share Capital				
Equity Share Capital	184.14	21.00	20.00	1.00
Preference Share Capital	-	-	-	-
Dividend on equity shares declared during the year	-	-	-	-
Dividend on Preference shares declared during the year	-	-	-	-
Dividend in %	0%	0%	0%	0%

ANNEXURE - XIII : RESTATED STANDALONE STATEMENT OF FINANCIAL INDEBTEDNESS

(Rs. In Lakhs)

Sr. No	Bank Name	Facility Key term			Outstanding as on March 31, 2018	Security
		Loan Amount	Margin (%)	Total Term (Months)		
1.	Dena Bank	750.00	25.00% on paid Stocks 25.00% on Book Debts	Cash Credit	670.18	Hypothecation of stocks of raw materials, semi-finished goods, finished goods, such as power bank, LED TV, open cell/panel, cell and their accessories, stores and spares, packing materials used for manufacturing. Hypothecation of all book debts arising out of the genuine sales transaction outstanding for not exceeding 90days on the parties as approved by the Bank. Hypothecation of Plant & Machinery created out of Bank Finance. Hypothecation of structure, partition and work station including office/factory equipments, air conditioners etc.
			25.00%	Term Loan	12.42*	

Note: The Company has given corporate guarantee to Dena Bank on behalf of a group company, Pioneer Computronix Private Limited for an amount of Rs. 1478.78 Lakhs.

**This includes Current Maturities on long term debt.*

Collateral Security for the above Facilities:

1. Lien on Fixed Deposit in the name of Mindseye Computronix Private Limited.

Personal Guarantee

1. Aditya Gupta
2. Karuna Chhabra
3. Nitin Chhabra
4. Pioneer Comptronix Private Limited
5. Vacline Technologies Private Limited
6. Mindseye Computronix Private Limited

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

The following discussion of our financial condition and results of operations should be read in conjunction with our restated financial statements as of and for the years ended March 31, 2018, 2017, 2016 and 2015 prepared in accordance with the Companies Act, 2013 and Companies Act, 1956 to the extent applicable and Indian GAAP and restated in accordance with the SEBI ICDR Regulations, including the schedules, annexure and notes thereto and the reports thereon, included in "Financial Statements" beginning on page 157 of this Draft Prospectus.

Indian GAAP differs in certain material respects from U.S. GAAP and IFRS. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Draft Prospectus, nor do we provide a reconciliation of our financial statements to those under U.S. GAAP or IFRS. Accordingly, the degree to which the Indian GAAP financial statements included in this Draft Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with the Companies Act, Indian GAAP and the SEBI ICDR Regulations.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth in "Risk Factors" and "Forward-Looking Statements" beginning on pages 19 and 18 respectively, of this Draft Prospectus.

COMPANY OVERVIEW

Our Company was incorporated in February 2015 by Mrs. Karuna Chhabra and Mr. Aditya Gupta as our initial subscribers and promoters. Our Company was promoted as an independent manufacturing unit after the initial success of our promoter's business enterprise Pioneer Computronix Private Limited in 2011, a trading company, dealing IT products and computer peripherals like key boards, mouse, power supply, mother boards, batteries etc. Our Company was formed to manufacture LED TVs, LED monitors and Power Banks under "Made in India" concept with an aim to turn the country into a global manufacturing hub with World class technology, nominal cost & excellence service. With this venture, our promoters moved from virtual manufacturing in their earlier unit to actual manufacturing.

Our Promoters Mr. Aditya Gupta, Mrs. Karuna Chhabra and Mr. Nitin Chhabra have an experience of about 15 years each in IT and Electronics industry. They have been the guiding force to take timely decisions and have served as an invaluable mentor for strategy formulation for our company.

BUSINESS OVERVIEW

Our company was formed to focus exclusively on consumer electronics products like LED TVs & mobile power banks and IT hardware products like LED monitors. Our Company is into manufacturing of LED TV, LED monitors and mobile power banks. Our first shipment for mobile adapter has recently been delivered to our distributors under "Powereye" brand. Our manufacturing unit was set up in Noida, which has been a hub for IT and consumer electronics products.

Initially, we started selling our products under brand names "Powereye" and "Lappy Master" and also used to make power banks for other brands. After getting approval from American brands Kodak and Polaroid in year 2016-17 to manufacturer mobile power banks and LED TVs respectively, our company scaled up its volumes over last one year from these brands. The company is authorized licensee for Polariod LED TVs and LED Monitors and Kodak Power banks in India. Our Company is also trading in mobile power banks and LED TVs as and when demand is more than supply.

Our Company follows Good manufacturing practices required to conform to the guidelines recommended by our licensing brands that control the authorization and licensing of the products we manufacture and sell in their brand name. We try to assure that our products are consistently high in quality and durability for their intended use. We believe that we have advanced manufacturing facility, which enables us to maintain the quality of the products,

we abide by the norms and guidelines of international quality. It is the diligent efforts of our personnel, that we have been able to streamline our business operations. Furthermore, we pay extreme attention to the warehousing and packaging of our products. Owing to our earnest efforts, we have been able to garner a niche clientele across the domestic market.

Our Company is fully committed towards delivering products that will not only meet the expectations of the customers but exceed them as well to add a smile on their faces. "And for achieving this objective, it is vital that the company upgrades the quality and range of its products to maintain the winning edge over its competitors.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR

In the opinion of the Board of Directors of our Company, there have not arisen, since the date of the last financial statements disclosed in this Draft Prospectus i.e. March 31, 2018, any significant developments or 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 authorized share capital of Rs. 7,00,00,000 (Rupees Seven Crores only) consisting of 70,00,000 Equity Shares of face value of Rs. 10/- each was increased to Rs. 10,20,00,000 (Rupees Ten Crore Twenty Lakhs only) consisting of 1,02,00,000 Equity Shares of face value of Rs.10/- each pursuant to a resolution of the shareholders dated May 23, 2018.

2. The Company allotted 55,24,287 Equity Shares as bonus issue of face value of Rs. 10/- each in the ratio of 3 equity shares for every 1 equity share pursuant to a resolution of the shareholders dated May 23, 2018.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled “Risk Factor” beginning on page 19 of this Draft Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Increase in cost of material consumed;
- Technology upgradation;
- Maintenance of Quality Standards;
- Recovery of receivables;
- Online selling;
- Maintenance of distributors network;
- Inventory management;
- Interest outgo on loans;
- Changes, if any, in the regulations/regulatory framework/ economic policies in India and/or in foreign countries, which affect national & international finance;
- Company’s results of operations and financial performance;
- Our ability to meet our working capital requirements;
- Performance of Company’s competitors;
- Significant developments in India’s economic and fiscal policies;
- Volatility in the Indian and global capital market;

DISCUSSION ON RESULT OF OPERATION

The following discussion on results of operations should be read in conjunction with the restated standalone financial results of our Company for years ended March 31, 2018, 2017 and 2016. Since the company was incorporated on February 26, 2015, no details have been given for financial year 2014-15.

OVERVIEW OF REVENUE & EXPENDITURE

Revenues

Our Company's revenue is primarily generated from Sale of products and other income: -

(Rs. In Lakhs)

Particulars	As at March 31		
	2018	2017	2016
Income			
Revenue from Operations	6,237.85	3,561.23	2,497.23
Increase/Decrease in %	75.16%	42.61%	-
Other Income	24.27	0.03	0.02
Increase/Decrease in %	80800.00%	50.00%	-
Total Revenue	**6262.12**	**3,561.26**	**2,497.25**

The following is the Income mix in terms of value of total income of our Company from sale of products and other operating income.

(Rs. In Lakhs)

Particulars	As at March 31		
	2018	2017	2016
Revenue from Operation			
Sale of Manufactured Products (Export)	2.45	0.01	0.02
Sale of Manufactured Products (Domestic)	5,196.11	2,749.30	1634.33
Sale of Traded Products (Domestic)	1039.29	811.92	862.88
Other Operating Income	-	-	-
Less: Duties/taxes	-	-	-
Total Revenue from Operation	6,237.85	3,561.23	2,497.23

The following is the Income mix in terms of percentage of total income of our Company from sale of products and other operating income.

Particulars	As at March 31		
	2018	2017	2016
Revenue from Operation			
Sale of Manufactured Products (Export)	0.039%	-	-
Sale of Manufactured Products (Domestic)	83.30%	77.20%	65.45%
Sale of Traded Products (Domestic)	16.66%	22.80%	34.55%
Other Operating Income	-	-	-
Less: Duties/taxes	-	-	-
Total Revenue from Operation	**100.00%**	**100.00%**	**100.00%**

Other Income

Other operating revenue consists of the following:

(Rs. In Lakhs)

Particulars	As at March 31		
	2018	2017	2016
Discount received	2.50	-	-
Interest income	0.02	0.02	-
Foreign Exchange Gain/Loss	21.74	-	-
Miscellaneous income	-	0.01	0.02
Total Other Income	**24.27**	**0.03**	**0.02**

The following is the other income mix in terms of percentage of other income of our Company for other incomes:

Particulars	As at March 31		
	2018	2017	2016
Discount received	10.30%	-	-
Interest income	0.08%	66.67%	-
Foreign Exchange Gain/Loss	89.57%	-	-
Miscellaneous income	-	33.37%	100%
Total Other Income	**100.00%**	**100.00%**	**100.00%**

Main Components of our Revenues

Income

Our total income comprises of revenue from operations and other income.

Revenue from Operations

Revenue from Operations includes sale of products, both manufacturing & traded. Our revenue from operations as a percentage of total income was 99.61%, 99.99%and 99.99% for the financial years ended as on March 31, 2018, 2017 and 2016 respectively.

Other Income

Our other income includes discount received, forex fluctuation, interest and misc. income. Other income, as a percentage of total income was 0.39%, 0.01% and 0.01% for the financial years ended as on March 31, 2018, 2017 and 2016 respectively.

Expenditure

Our total expenditure primarily consists of (i) Cost of material consumed, Purchase of Stock-in trade and change in inventories (ii) Employee Benefit Expenses (iii) Finance Costs (iv) Depreciation and (v) Other Expenses.

The following table sets forth our expenditure in Rupees and as a percentage of our total revenue for the periods indicated:

(Rs. in Lakhs)

Particulars	For the Year Ended March 31,		
	2018	2017	2016
EXPENDITURE			
Cost of Material Consumed and Change in Inventories	5,220.46	3,170.72	2,311.84
As a % of Total Revenue	83.37%	89.03%	92.58%
Employee benefit expenses	41.83	33.58	34.43
As a % of Total Revenue	0.67%	0.94%	1.38%
Finance costs	85.54	74.88	35.10
As a % of Total Revenue	1.37%	2.10%	1.41%
Depreciation	19.53	7.72	0.37
As a % of Total Revenue	0.31%	0.22%	0.01%
Other expenses	272.62	213.29	80.20
As a % of Total Revenue	4.35%	5.99%	3.21%
Total Expenditure	**5639.98**	**3,500.19**	**2,461.94**

Main Components of our Expenditure

Cost of Material Consumed, Purchase of stock-in- trade and Change in Inventories

Cost of material consumed, *Purchase of stock-in- trade* and change in inventories is in relation to various materials consumed, traded and inventories in the process of manufacturing/assembling. This accounted for 83.37%, 89.03% and 92.58% of our revenue from operations for the financial years ended as on March 31, 2018, 2017 and 2016 respectively.

Employee Benefit Expenses

Expenses in relation to employees' remuneration and benefits include salary and wages, contribution to provident and other funds, staff welfare expenses, Director's remuneration etc. Employee benefit expenses accounted for 0.67%, 0.94% and 1.38% of our revenue from for the financial years ended as on March 31, 2018, 2017 and 2016 respectively.

Finance Cost

Finance Cost primarily consists of Interest on borrowings, interest on term loans and Bank Charges. Our finance costs accounted for 1.37%, 2.10% and 1.41% of our revenue from operations for the financial years ended as on March 31, 2018, 2017 and 2016 respectively.

Depreciation

Depreciation primarily consist of depreciation on the fixed assets of our Company which primarily includes Plant & Machinery, Vehicles, Furniture and fixtures, Computers and Office Equipment. It is provided using the written down value method as per the useful lives of assets estimated by the management or at the rates as per the useful life prescribed under Schedule II of the Companies Act, 2013. Our depreciation accounted for 0.31%, 0.22% and 0.01% of our revenue from operations for the financial years ended as on March 31, 2018, 2017 and 2016 respectively.

Other Expenses

Other expenses primarily include advertisement expenses, remuneration to auditors, clearing & forwarding, power & fuel, business promotion expenses, insurance expenses, selling& distribution expenses, security services, Office repair &maintenance expenses, postage & courier, professional fees, product testing fees, rent, royalty expenses, telephone expenses, travel &conveyance expenses, misc. expenses etc. Other expenses accounted for 4.35%,

5.99% and 3.21% of our revenue from operations for the financial years ended as on March 31, 2018, 2017 and 2016 respectively.

Provision for Tax

Income taxes are accounted for in accordance with Accounting Standard – 22 on "Accounting for Taxes on Income" ("AS-22"), prescribed under the Companies (Accounting Standards) Rules, 2006. Our Company provides for current tax as well as deferred tax, as applicable.

Provision for current taxes is made at the current tax rates after taking into consideration the benefits available to our Company under the provisions of the IT Act.

Deferred tax arises from the timing differences between book profits and taxable profits that originate in one period and are capable of reversal in one or more subsequent periods and is measured using the tax rates and laws applicable as of the date of the financial statements. Our Company provides for deferred tax asset / liability on such timing differences subject to prudent considerations in respect of deferred tax assets.

Statement of profits and losses

The following table sets forth, for the financial years indicated, certain items derived from our Company's audited restated standalone financial statements, in each case stated in absolute terms and as a percentage of total sales and/or total revenue.

(Rs. in Lakhs)

Particulars	For the Year Ended March 31,		
	2018	2017	2016
Income			
Revenue from Operations	6237.85	3561.23	2497.23
Increase/Decrease in %	75.16%	42.61%	-
Other Income	24.27	0.03	0.02
Increase/Decrease in %	80800.00%	50.00%	-
Total Revenue	**6262.12**	**3561.26**	**2497.25**
EXPENDITURE			
Cost of Material Consumed and Change in Inventories	5,220.46	3,170.72	2,311.84
As a % of Total Revenue	83.37%	89.03%	92.58%
Employee benefit expenses	41.83	33.58	34.43
As a % of Total Revenue	0.67%	0.94%	1.38%
Finance costs	85.54	74.88	35.10
As a % of Total Revenue	1.37%	2.10%	1.41%
Depreciation	19.53	7.72	0.37
As a % of Total Revenue	0.31%	0.22%	0.01%
Other expenses	272.62	213.29	80.20
As a % of Total Revenue	4.35%	5.99%	3.21%
Total Expenditure	**5639.98**	**3,500.19**	**2,461.94**
As a % of Total Revenue	90.07%	98.29%	98.59%
Profit Before Exceptional & Extraordinary items and tax	**622.14**	**61.07**	**35.31**
As a % of Total Revenue	9.93%	1.71%	1.41%
Exceptional Items	0.00	0.00	8.08

As a % of Total Revenue	0.00%	0.00%	0.32%
Extraordinary Items	0.00	0.00	0.00
As a % of Total Revenue	-	0.00%	0.00%
Profit before tax	**622.14**	**61.07**	**27.23**
PBT Margin	**9.93%**	**1.71%**	**1.09%**
Tax expense:			
(i) Current tax	172.15	18.87	8.42
(ii) Prior Period Taxes	-	1.74	-
(iii) Deferred Tax Liability/(Assets)	(0.26)	(0.18)	0.33
Total	**171.89**	**20.43**	**8.75**
As a % of Total Revenue	2.74%	0.57%	0.35%
Profit for the year	**450.25**	**40.64**	**18.48**
PAT Margin	**7.19%**	**1.14%**	**0.74%**
Cash Profit	**469.78**	**48.36**	**18.85**
Cash Profit Margin	**7.50%**	**1.36%**	**0.75%**

The following table presents the details of our Company's trade receivables:

(Rs. in Lakhs)

Particulars	As at March 31		
	2018	2017	2016
Unsecured and Considered Good			
Outstanding for a period not exceeding six months	1,187.55	1,364.87	558.90
As a % of total Trade receivables	99.87%	96.27%	100.00%
Outstanding for a period exceeding six months	1.54	52.85	0.00
As a % of total Trade receivables	0.13%	3.73%	0.00%
Less: Provision for doubtful debts	0.00	0.00	0.00
Total Trade receivables	**1189.09**	**1417.72**	**558.90**
Avg. Trade receivables	1303.41	988.31	279.45
Trade receivables Turnover Ratio	5.25	2.51	4.47
Average Collection Period (in days)	69.58	145.31	81.69

For more information, please refer to Annexure I.12 of the Restated Standalone Financial Statements on Page 157 of this Draft Prospectus.

FISCAL YEAR ENDED MARCH 31, 2018 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2017

Income

Total revenue increased by Rs. 2,700.86 Lakhs and 75.84% from Rs. 3,561.26 Lakhs in the financial year ended March 31, 2017 to Rs. 6,262.12 Lakhs in the financial year ended March 31, 2018, reflecting growth in our business operations. The revenue has increased due to increase in sale of our products both in terms of quantity & value as we added more licensed brands into our fold. Also our online sales increased manifold.

Expenditure

Total Expenditure increased by Rs. 2,139.79 Lakhs and 61.13%, from Rs. 3,500.19 Lakhs in the financial year ended March 31, 2017 to Rs. 5,639.98 Lakhs in the financial year ended March 31, 2018. Overall expenditure has

increased mainly due to increase in cost of material consumed, Finance cost, Depreciation and other expenses in line with increase in our operations.

Cost of Material Consumed, Purchase of stock-in-trade and Change in Inventories

The Cost of material consumed, Purchase of stock-in-trade and change in inventories increased by Rs.2,049.74 Lakhs and 64.65% from Rs. 3,170.72 Lakhs in the financial year ended March 31, 2017 to Rs. 5,220.46 Lakhs in the financial year ended March 31, 2018. Cost of material consumed,Purchase of stock-in-trade and change in inventories has increased due to increase in production and purchases, which are directly attributable to increase in our sales.

Employee Benefit Expenses

Employee Benefit Expenses in terms of value and percentage increased by Rs. 8.25 Lakhs and 24.58% from Rs. 33.58 Lakhs in the financial year ended March 31, 2017 to Rs. 41.83 Lakhs in the financial year ended March 31, 2018. Overall employee cost has increased due to addition of employees and director remuneration.

Finance Costs

Finance Costs increased by Rs. 10.66 Lakhs and 14.24% from Rs. 74.88 Lakhs in the financial year ended March 31, 2017 to Rs. 85.54 Lakhs in the financial year ended March 31, 2018. Finance Costs has increased mainly due to increase in Interest on short term borrowings and bank charges, as we needed more working capital to increase our operations.

Depreciation

Depreciation in terms of value increased by Rs. 11.81 Lakhs and 152.97% from Rs. 7.72 Lakhs in the financial year ended March 31, 2017 to Rs. 19.53 Lakhs in the financial year ended March 31, 2018. Increase in Depreciation is due to increase in depreciation on additions to furniture & fixtures and computers.

Other Expenses

Other Expenses in terms of value and percentage increased by Rs. 59.93 Lakhs and 27.82% from Rs. 213.29 Lakhs in the financial year ended March 31, 2017 to Rs. 272.62 Lakhs in the financial year ended March 31, 2018. Other Expenses have increased mainly due to increase in power& fuel, packing charges, insurance, product service charges, royalty expenses, telephone & postage expenses etc.

Profit before exceptional & extraordinary items and Tax

Profit before exceptional & extraordinary items and Tax has increased by Rs. 561.07 Lakhs and 918.73% from Rs. 61.07 Lakhs in the financial year ended March 31, 2017 to Rs. 622.14 Lakhs in the financial year ended March 31, 2018. Profit before exceptional & extraordinary items and Tax has increased due to comparative increase in revenue than expenses. Also the brand effect has come to play, as margins enhanced.

Net Profit after Tax and Extraordinary items

Net Profit has increased by Rs. 409.61 Lakhs and 1007.90% from profit of Rs. 40.64 Lakhs in the financial year ended March 31, 2017 to profit of Rs. 450.25 Lakhs in the financial year ended March 31, 2018. Net Profit has increased due to comparative increase in revenue than expenses.

FISCAL YEAR ENDED MARCH 31, 2017 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2016

Income

Total revenue increased by Rs. 1,064.01 Lakhs and 42.61% from Rs. 2,497.25 Lakhs in the fiscal year ended March 31, 2016 to Rs. 3,561.26 Lakhs in the fiscal year ended March 31, 2017, reflecting growth in our business operations. The revenue has increased due to increase in sale of our products both in terms of quantity & value as we added more licensed brands into our fold.

Expenditure

Total Expenditure increased by Rs. 1,038.25 Lakhs and 42.17%, from Rs. 2,461.94 Lakhs in the fiscal year ended March 31, 2016 to Rs. 3,500.19 Lakhs in the fiscal year ended March 31, 2017. Overall expenditure has increased mainly due to increase in cost of material consumed, direct expenses, Finance cost, Depreciation and other expenses in line with increase in our operations.

Cost of Material Consumed, Purchases of stock in trade and Change in Inventories

The Cost of material consumed and changes in inventories increased by Rs. 858.88 Lakhs and 37.15% from Rs. 2,311.84 Lakhs in the fiscal year ended March 31, 2016 to Rs. 3,170.72 Lakhs in the fiscal year ended March 31, 2017. Cost of material consumed, Purchases of stock in trade and change in inventories has increased due to increase in production, which is directly attributable to increase in sales.

Employee Benefit Expenses

Employee Benefit Expenses in terms of value and percentage decreased by Rs. 0.85 Lakhs and 2.47% from Rs. 34.43 Lakhs in the fiscal year ended March 31, 2016 to Rs. 33.58 Lakhs in the fiscal year ended March 31, 2017. Overall employee cost has decreased marginally.

Finance Costs

Finance Costs increased by Rs. 39.78 Lakhs and 113.33% from Rs. 35.10 Lakhs in the fiscal year ended March 31, 2016 to Rs. 74.88 Lakhs in the fiscal year ended March 31, 2017. Finance Costs has increased mainly due to increase in Interest on short term borrowings and bank charges, as we needed more working capital to increase our operations.

Depreciation

Depreciation in terms of value increased by Rs. 7.35 Lakhs and 1,986.49% from Rs. 0.37 Lakhs in the fiscal year ended March 31, 2016 to Rs. 7.72 Lakhs in the fiscal year ended March 31, 2017. Increase in Depreciation is due to increase in plant & machinery and other fixed assets.

Other Expenses

Other Expenses in terms of value and percentage increased by Rs. 133.09 Lakhs and 165.95% from Rs. 80.20 Lakhs in the fiscal year ended March 31, 2016 to Rs. 213.29 Lakhs in the fiscal year ended March 31, 2017. Other Expenses have increased mainly due to increase in advertisement expenses, business promotion expenses, security services, professional fees, product testing fees, product service charges, royalty expenses and misc. expenses since new licensed brands were added during the year, royalty expenses increased substantially.

Profit before exceptional & extraordinary items and Tax

Profit before exceptional & extraordinary items and Tax has increased by Rs. 25.76 Lakhs and 72.95% from Rs. 35.31 Lakhs in the fiscal year ended March 31, 2016 to Rs. 61.07 Lakhs in the fiscal year ended March 31, 2017. Profit before exceptional & extraordinary items and Tax has increased due to comparative increase in revenue than expenses.

Net Profit after Tax and Extraordinary items

Net Profit has increased by Rs. 22.16 Lakhs and 119.19% from profit of Rs. 18.48 Lakhs in the fiscal year ended March 31, 2016 to profit of Rs. 40.64 Lakhs in the fiscal year ended March 31, 2017. Net Profit has increased due to comparative increase in revenue than expenses.

CASH FLOW

(Rs. In Lakhs)

Particulars	Year ended March 31,		
	2018	2017	2016
Net Cash from Operating Activities	(659.21)	(48.12)	(451.79)
Net Cash from Investing Activities	(23.57)	(15.39)	(25.22)
Net Cash from Financial Activities	684.29	63.62	476.76

Cash Flows from Operating Activities

Net cash generated from operating activities in financial year 2018 was negative Rs. 659.21 lakhs as compared to the PBT of Rs. 622.14 lakhs for the same period. This difference is primarily on account of changes in inventory, trade receivables, other current assets, loans & advances, trade payables and other current liabilities.

Net cash generated from operating activities in financial year 2017 was negative Rs. 48.12 lakhs as compared to the PBT of Rs. 61.07 lakhs for the same period. This difference is primarily on account of changes in inventory, trade receivables, other current assets, loans & advances, trade payables and other current liabilities.

Net cash generated from operating activities in fiscal 2016 was negative Rs. 451.79 lakhs as compared to the PBT of Rs. 27.23 lakhs for the same period. This difference is primarily on account of changes in inventory, trade receivables, other current assets, loans & advances, trade payables and other current liabilities.

Cash Flows from Investment Activities

In financial year 2018, the net cash invested in Investing Activities was negative Rs. 23.57 lakhs. This was mainly on account of purchase of fixed Assets and other income.

In financial year 2017, the net cash invested in Investing Activities was negative Rs. 15.39 lakhs. This was mainly on account of purchase of fixed Assets and other income.

In financial year 2016, the net cash invested in Investing Activities was negative Rs. 25.22 lakhs. This was mainly on account of purchase of fixed assets and other income.

Cash Flows from Financing Activities

Net cash from financing activities in financial year 2018 was Rs. 684.29 lakhs. This was on account of fresh capital, proceeds of borrowings and interest paid on borrowings.

Net cash from financing activities in financial year 2017 was Rs. 63.62 lakhs. This was on account of fresh capital, proceeds of borrowings and interest paid on borrowings.

Net cash from financing activities in financial year 2016 was Rs. 476.76 lakhs. This was on account of capital contribution, proceeds of borrowings and interest paid on borrowings.

OTHER MATTERS

1. **Unusual or infrequent events or transactions.**

   Except as described in this Draft Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

2. **Significant economic changes that materially affected or are likely to affect income from continuing operations.**

   Other than as described in the section titled *"Risk Factors"* beginning on page 19 of this Draft Prospectus respectively, to our knowledge there are no known significant economic changes that materially affected or are likely to affect income from continuing operations.

3. **Known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.**

   Other than as described in the section titled *"Risk Factors* beginning on page 19 of this Draft Prospectus respectively to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

4. **Future relationship between Costs and Income.**

   Our Company's future costs and revenues will be determined by customer preferences, licensed brands, technology upgradation, economic activity, government policies and demand of our products.

5. **The extent to which material increase/decreases in net revenue are due to increase/decrease in sale of our products.**

   Increase/Decrease in revenues are by and large linked to increase/decrease in volume of business activities carried out by the Company.

6. **Total turnover of each major industry segment in which the issuer company operates.**

   The Company is operating in Consumer Electronics Industry, Relevant industry data, as available, has been included in the chapter titled *"Our Industry"* beginning on page 92 of this Draft Prospectus.

7. **Status of any publicly announced new products or business segments.**

   Our Company has not announced any new products or segment, other than through this Draft Prospectus.

8. **The extent to which the business is seasonal.**

   Our Company business is not seasonal in nature.

9. **Any significant dependence on a single or few customers.**

   Our business is dependent on few customers. Our top ten customers contributed 61.91% of total revenue from operations for F.Y. 2017-18. However, our dependence is on downtrend due to introduction of new brands and products.

10. **Competitive Conditions.**

    We face competition from existing and potential competitors which is common for any business. We have, over a period of time, developed certain competitive strengths which have been discussed in section titled "Our Business" on page 101 of this Draft Prospectus

FINANCIAL INDEBTEDNESS

Our Company avails loans and bank facilities in the ordinary course of its business. As on date such loans are primarily for business expansion and working capital requirements. Our Company has obtained necessary consents required under relevant loan documentations for undertaking the Initial Public Issue including for change in its capital structure, shareholding pattern and amendment to its constitutional documents.

Pursuant to a resolution dated March 01, 2018 passed by our shareholders, our Board has been authorized to borrow any sum or sums of monies for and on behalf of our Company, from time to time provided that the sum or sums of monies so borrowed together with monies, if any, already borrowed by our Company (apart from the temporary loans obtained from our Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the Company and its free reserves provided further that the total amount up to which the monies may be borrowed shall not exceed Rs. 200.00 Lakhs at any point of time.

FINANCIAL INDEBTEDNESS OF OUR COMPANY

The Details of indebtedness of our Company as at June 25, 2018 is provided below:

1. **Financial Indebtedness from Dena Bank.**

Particulars	
Date of Creation of Charge	March 22, 2017
Charge Holder	Dena Bank, H-1A, Plot No. 27, Sector-63, Noida-201301, Uttar Pradesh, India.
Charge Amount (Rs. In Lakhs)	750.00

FACILITY 1: Cash Credit Limit (CC)

Particulars	
Facility Name	Cash Credit Limit
Extent of Credit	Rs. 750.00 Lakhs
Purpose	Working Capital Requirements
Margin	-25% on paid stocks (RM, SIP, FG, Stores & Spares & Packing Material) - 25% on Book Debts up to 90 Days
Interest	One year MCLR (8.60% p.a. at present, subject to change from time to time) + 2.30% - 0.25% i.e. 10.65% p.a.
Tenor	One year
Outstanding Balance	Rs.5,70,83,599

FACILITY 2: Term Loan (TL)

Particulars	
Facility Name	Term Loan
Limit	Rs. 5.00 Lakhs
Purpose	Construction of structure, partitions etc. for set up of machineries
Security (Primary)	Hypothecation of Plant & Machinery created out of Bank Finance
Repayment	24 monthly instalments of Rs. 62,540/-.

FACILITY 3: Demand Loan

Particulars	
Facility Name	Demand Loan
Limit	Rs. 10.00 Lakhs
Purpose	Purchase of machinery used for manufacturing of LED TV
Margin	25%
Security (Primary)	Hypothecation of Plant & Machinery created out of Bank Finance
Repayment	36 monthly instalments of Rs. 27,778/- starting from March 2017.
Outstanding Balance	Rs. 9,16,662

FACILITY 4: Demand Loan

Particulars	
Facility Name	Demand Loan
Limit	Rs. 15.00 Lakhs
Purpose	Construction of Clean Room for LED TV
Rate of Interest	MCLR+2.30%-0.25% (Concession under Dena Shakti) = 10.65%
Margin	25%
Security (Primary)	Hypothecation of structure, partition and work station including office/factory equipments, air conditioners etc.
Repayment	36 monthly instalments of Rs. 41,667/- starting from March 2017.

FACILITY 5: Letter of Credit

Particulars	
Facility Name	LC (Inland/foreign – DP/DA cum Buyer's Credit Limit)
Limit	Rs. 140.00 Lakhs as sub-limit of CCH
Margin	DP/DA-10%

FACILITY 6: Forward Cover

Particulars	
Facility Name	Forward Cover Booking Limit
Limit	Rs. 140.00 Lakhs (Bank's exposure reckon as 2% of the proposed limit i.e. Rs. 2.80 Lakhs)
Margin	As per HO guidelines
Security	Extension of charge over fixed/current assets of the borrower.

Following are the personal guarantors for the above Facilities:

Sr. No.	Name of the Guarantor	Relationship with the Company
1.	Mr. Aditya Gupta	Promoter & Managing Director
2.	Ms. Karuna Chhabra	Promoter & Director
3.	Mr. Nitin Chhabra	Promoter &Director
4.	Pioneer Computronix Private Limited	Group Company
5.	Vacline Technologies Private Limited	Group Company
6.	Mindseye Computronix Private Limited	Shareholder of Group Company

Primary Security for the above Facilities:

Sr. No.	Facility	Primary Security
1.	CC	Hypothecation of stocks of raw materials, semi-finished goods, finished goods, such as power bank, LED TV, open cell/panel, cell and their accessories, stores and spares, packing materials used for manufacturing. Hypothecation of all book debts arising out of the genuine sales transaction outstanding for not exceeding 90days on the parties as approved by the Bank.
2.	Term Loan	Hypothecation of Plant & Machinery created out of Bank Finance.
3.	Demand Loan	Hypothecation of structure, partition and work station including office/factory equipments, air conditioners etc.

Collateral Security for the above Facilities:

Value (In Lakhs)	Nature of Security	Type of Charge	Basis/Source
200.00	Fixed Deposit in the name of Mindseye Computronix Private Limited	Lien	FDR in Dena Bank
180.00	Fixed Deposit in the name of Mindseye Computronix Private Limited	Lien	FDR to be issued by Dena Bank

Specific Terms & Conditions:

1. Out of sanctioned limit of Rs. 750 Lakhs, release of limit of Rs. 575.00 Lakhs has been allowed. Balance limit of Rs. 175.00 Lakhs is to be released in subject to availability of DP.
2. Release of enhanced limit to be allowed maximum up to Rs. 150.00 Lakhs during the month of March 2017 on existing collateral coverage of Rs. 200.00 Lakhs. (Any further release of limit on or after April 01, 2017 to be done only after obtaining collateral coverage of minimum of at least Rs. 380.00 Lakhs)

2. Financial Indebtedness from Dena Bank.

Particulars	
Date of Creation of Charge	May 22, 2017
Charge Holder	Dena Bank, H-1A, Plot No. 27, Sector-63, Noida-201301, Uttar Pradesh, India.
Charge Amount (Rs. In Lakhs)	1478.78

Our Company has given corporate guarantee to Dena Bank on behalf of Pioneer Computronix Private Limited for the above credit facilities given to them.

UNSECURED LOAN

Our company does not have any unsecured loans as on the date of filing of this Draft Prospectus. For details in relation to our financial indebtedness, refer to sections titled “Financial Statements” beginning on page 157 of this Draft Prospectus.

SECTION VII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as stated below there are no outstanding litigations, suits, criminal or civil prosecutions, proceedings or tax liabilities against/by the Company, its Directors, its Promoters and its Group Companies and there are no defaults, non-payment of statutory dues, over-dues to banks/financial institutions, defaults against banks/financial institutions by the Company, default in creation of full security as per terms of issue/other liabilities, no amounts owed to small scale undertakings or any other creditor exceeding Rs. 1.00 lakh, which is outstanding for more than 30 days, no proceedings initiated for economic/civil/any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under Schedule V to 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, its Promoters, its Directors and Group Companies.

Further, except as stated herein, there are no past cases in which penalties have been imposed on the Company, its Promoters, its Directors or its Group Companies, and there is no outstanding litigation against any other Company whose outcome could have a material adverse effect on the position of the Company. Further, there are no cases of litigation, defaults etc. in respect of companies/firms/ventures with which the Promoters were associated in the past but are no longer associated, in respect of which the name(s) of the Promoters continues to be associated.

Further, apart from those as stated below, there are no show-cause notices / claims served on the Company, its Promoters, its Directors or it's Group Companies from any statutory authority / revenue authority that would have a material adverse effect on our business.

1. LITIGATION RELATING TO OUR COMPANY

Cases filed by our Company

Nil

Case filed against our Company

Nil

Cases pending with Tax Authorities

Details of outstanding demand in respect of TDS

A total demand of Rs. 0.44 Lakhs is outstanding in respect of TDS as on May 12, 2018 for various assessment years.

2. LITIGATIONS RELATING TO THE PROMOTERS OF OUR COMPANY

Cases filed by our Promoters

Nil

Cases filed against our Promoters

Nil

Cases pending with Tax Authorities

Mr. Nitin Chabra

Details of outstanding demand in respect of Income Tax:

A.Y.	Section	Outstanding demand amount (Rs. in Lakhs)
2008-09	220(2)	0.03

3. LITIGATIONS RELATING TO THE DIRECTORS OTHER THAN PROMOTERS OF THE COMPANY

Cases filed against the Directors
Nil

Cases filed by the Directors
Nil

Case Pending with Tax Authorities

4. LITIGATIONS RELATING TO THE GROUP COMPANIES

Cases Filed Against the Group Companies
Nil

Cases Filed by the Group Companies
Nil

Case Pending with Tax Authorities

- **Pioneer Computronix Private Limited**

Details of outstanding demand in respect of TDS

A total demand of Rs. 0.32 Lakhs is outstanding in respect of TDS as on May 12, 2018 for various assessment years.

5. LITIGATIONS RELATING TO THE DIRECTORS OF GROUP COMPANIES

Cases filed against the Directors of Group Companies
Nil

Cases filed by the Directors of Group Companies
Nil

Case Pending with Tax Authorities

- **Amar Chand Sethia**

Details of outstanding demand in respect of Income Tax:

A.Y.	Section	Outstanding demand amount (Rs. in Lakhs)
2009-10	143(1)(a)	0.03
2010-11	143(1)(a)	0.06
2011-12	143(1)(a)	0.26
2013-14	143(1)(a)	0.03

6. PAST CASES IN WHICH PENALTIES HAVE BEEN IMPOSED ON OUR COMPANY

There are no cases since inception in which penalties have been imposed on our Company.

7. CREDITORS OF THE COMPANY FOR THE AMOUNT EXCEEDING RS. 1 LAKHS OUTSTANDING FOR MORE THAN 30 DAYS

The Company has total of 11 trade creditors as on March 31, 2018 for the total amount of Rs. 716.48 Lakhs which is outstanding for more than 30 days.

MATERIAL DEVELOPMENTS

Except as stated in the chapter titled *"Management's Discussion and Analysis of Financial Conditions and Results of Operations"* beginning on page 189 of this Draft Prospectus, no material developments have taken place after March 31, 2018, the date of the latest balance sheet, that would materially adversely affect the performance of Draft Prospectus of the Company. In accordance with SEBI requirements, our Company and the Lead Manager shall ensure that investors are informed of material developments until such time as the grant of listing and trading permission by the National Stock Exchange of India Limited.

We certify that except as stated herein above:

a. There are no pending proceedings for offences for non-payment of statutory dues by the promoters of the Company.
b. There are no cases of litigation pending against our Company or against any other Company in which Directors are interested, whose outcome could have a materially adverse effect on the financial position of our Company.
c. There are no pending litigations against the Promoters/ Directors in their personal capacities and also involving violation of statutory regulations or criminal offences.
d. There are no pending proceedings initiated for economic offences against the Directors, Promoters, Companies and firms promoted by the Promoters.
e. There are no outstanding litigations, defaults etc. pertaining to matters likely to affect the operations and finances of the Company including disputed tax liability or prosecution under any enactment.
f. There are no litigations against the Promoters / Directors in their personal capacity.
g. The Company, its Promoters and other Companies with which promoters are associated have neither been suspended by SEBI nor has any disciplinary action been taken by SEBI.
h. Following are the trade creditors as on March 31, 2018 to whom Company owes sum exceeding Rs. 1,00,000 and are outstanding for more than 30 days as certified by the management of Our Company.

Sr. No.	Organization	Amount (Rs. in Lakhs)
1.	Shenzhen Ambopower Technology Co. Ltd.	256.23
2.	Advantage Computers India Private Limited	204.13
3.	Dong Guan Dong Shan Precision Ltd.	82.26
4.	Goel Traders	53.60
5.	ACJ Computronix	48.71
6.	SUMI Associates	37.00
7.	Global DWC LLC	14.27
8.	Link Computers	7.51
9.	Pioneer Computronix Pvt Ltd	5.79
10.	Channel Infomatic	5.36
11.	Shenzhen Tesla New Energy Co Ltd	1.62
	Total	**716.48**

GOVERNMENT AND OTHER STATUTORY APPROVALS

On the basis of the list of material approvals provided below, our Company can undertake the Issue and its current business activities and other than as stated below, no further approvals from any regulatory authority are required to undertake the Issue or continue such business activities. In case, if any of licenses and approvals which have expired; we have either made an application for renewal or are in process of making an application for renewal. Unless otherwise stated, these approvals are valid as of the date of this Draft Prospectus. For further details, in connection with the applicable regulatory and legal framework, kindly refer "Key Industry Regulation and Policies" on page 121 of this Draft Prospectus.

I. APPROVALS IN RELATION TO THE ISSUE

Corporate Approvals

1. Our Board has, pursuant to a resolution passed at its meeting held on February 28, 2018 authorized the Issue.
2. Our shareholders have pursuant to a resolution passed at their meeting dated March 01, 2018 under Section 62(1)(c) of the Companies Act 2013, authorized the Issue.

Approvals from Lenders

1. Our Company has obtained approval for the IPO from Dena Bank dated March 13, 2018.

II. INCORPORATION DETAILS

1. Corporate Identity Number: U26900DL2015PLC277265.
2. Certificate of Incorporation dated February 26, 2015 issued by the Registrar of Companies, NCT of Delhi & Haryana vide CIN U26900DL2015PTC277265 in the name of Powerful Technologies Private Limited.
3. Fresh Certificate of Incorporation dated February 28, 2018 issued by the Registrar of Companies, NCT of Delhi & Haryana vide CIN U26900DL2015PLC277265 pursuant to conversion from private to public company.

III. APPROVALS/ LICENSES IN RELATION TO THE BUSINESS OF OUR COMPANY

We require various approvals and/ or licenses under various rules and regulations to conduct our business. Some of the material approvals required by us to undertake our business activities are set out below:

A. Under Direct and Indirect Laws

Sr. No.	Nature of License / Approvals	Authority	Particulars of License / Approvals	Validity Period	Special conditions, if any
1.	Registration in Income Tax Department	Income Tax Department, Govt. of India	PAN: AAICP0349J	Perpetual	-
2.	Allotment of Tax Deduction Account Number (TAN)	Income Tax Department, Govt. of India	TAN: DELP22500C	Perpetual	-
3.	Registration under Goods and Service Tax for Noida.	Central Board of Excise and Customs, Central Excise Division, Uttar Pradesh	GSTIN: 09AAICP0349J1Z6	Perpetual	

Sr. No.	Nature of License / Approvals	Authority	Particulars of License / Approvals	Validity Period	Special conditions, if any
4.	Registration under Goods and Service Tax for Delhi.	Central Board of Excise and Customs, Central Excise Division,	GSTIN: 07AAICP0349J1ZA	Perpetual	-

B. Under Industrial and Labour Law

Sr. No.	Nature of License / Approvals	Authority	Particulars of License / Approvals	Validity Period	Special conditions, if any
1.	Registration under Employees Provident Funds and Miscellaneous Act, 1952 for property situated at A-181, Sector - 63, Noida- 201307	Employees Provident Fund Organization, Regional Office: Noida	EPF Code: MRNOI1344642000	Perpetual	Primary Activity: Manufacturing – Elec., Mech or Gen Engg Products.
2.	Registration under Employees' State Insurance Act, 1948 for property situated at A-181, Sector - 63, Noida- 201307	Employees' State Insurance Corporation, C-22/12, Sector-57, Noida - 201307	ESI Code: 67000572510001002	Perpetual	-

C. Other Registration and Certificates

Sr. No.	Nature of License / Approvals	Authority	Particulars of License / Approvals	Validity Period	Special conditions, if any
1.	Registration under Micro, Small and Medium Enterprises Development Act, 2006 for property situated at A-181, Sector - 63, Noida, Gautam Buddha Nagar- 201301.	Ministry of Micro, Small & Medium Enterprises, District Industries Centre, Gautam Buddha Nagar	Udyog Aadhaar No. – UP28B0007517	Perpetual	-

Sr. No.	Nature of License / Approvals	Authority	Particulars of License / Approvals	Validity Period	Special conditions, if any
2.	Registration under Factories Act, 1948 for property situated at A-181, Ground Floor, Sector - 63, Noida, Gautam Buddha Nagar.	Labour Department, Uttar Pradesh	Registration No. – UPFA10003437	December 31, 2018	-
3.	ISO 9001:2008 certification for manufacturing Mobile Power Bank and LCD/LED TVs.	Quality Control Certification Head Office situated at 2nd Floor, Aman Market, Narela Mandi, Delhi -	Certificate No. QMS/04089/1216	December 19, 2019	-
4.	SA 8000:2008 certification for manufacturing Mobile Power Banks (2600mAh to 20000mAh) and LED TVs of different sizes.	Quality Control Certification Head Office situated at 2nd Floor, Aman Market, Narela Mandi, Delhi - 110040	Certificate No. SA/04087/1216	December 18, 2019	-
5.	Certificate of Importer – Exporter Code	Foreign Trade Development Officer	IEC No: 0515901580	Perpetual	-

D. Under Previous Indirect Laws

Sr. No.	Nature of License / Approvals	Authority	Particulars of License / Approvals	Validity Period	Special conditions, if any
1.	Registration under Delhi Value Added Tax Act, 2004	Department of Trade and Taxes, Government of NCT of Delhi	TIN: 07337198607	-	-
2.	Registration under Uttar Pradesh Value Added Tax Act, 2007	Commercial Taxes Department, Uttar Pradesh	TIN: 09165721932C	-	-
3.	Registration under Central Board of Excise and Customs for property situated at A-181, Sector - 63, Noida- 201307	Central Board of Excise and Customs, Central Excise Division, Noida	Registration No. AAICP0349JEM001	-	-

INTELLECTUAL PROPERTY

In order to protect our intellectual property rights, we have applied for the application form for trademark registration summarized as follows: -

Sr. No.	Logo	Act Under Which Application Was Made	Country	Date of Application/ Approval date	Application No./Trade mark No.	Class	Current Status*	Valid Upto
1.	POWEREYE	Trademarks Act, 1999	India	July 23, 2015	3016144	9	Pending for Show Cause Hearing	-

**Our Company has filed a reply with Registrar of Trade Marks with clarifications for all the objections raised by the department.*

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

The Issue has been authorized by a resolution passed by our Board of Directors at its meeting held on February 28, 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 Extra Ordinary General Meeting of our Company held on March 01, 2018 at registered office of the Company.

PROHIBITION BY SEBI, RBI OR OTHER GOVERNMENTAL AUTHORITIES

Our Company, our Promoters, our Directors and our Promoter Group, have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.

The Companies with which our Promoters, our Directors or persons in control of our Company are/ were associated as promoters, directors or persons in control have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.

None of our Directors are in any manner associated with the securities market. There has been no action taken by SEBI against any of our Directors or any entity our Directors are associated with as directors.

PROHIBITION BY RBI

Neither our Company, nor our Promoters, or the relatives (as defined under the Companies Act) of our Promoters or Group Companies have been identified as wilful defaulters by the RBI or any other governmental authority. There are no violations of securities laws committed by them in the past or no proceedings thereof are pending against them.

ELIGIBILITY FOR THIS ISSUE

Our Company is eligible for the Issue in terms of Regulation 106M(2) of chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, an issuer whose post issue face value capital exceeds Rs. 1,000.00 Lakhs, may issue shares to the public in accordance with the provisions of Chapter XB of the SEBI (ICDR) Regulations, 2009. Our Company also complies with the eligibility conditions laid by the NSE Emerge Platform for listing of our Equity Shares.

We confirm that:

1. In accordance with regulation 106(P) of the SEBI ICDR Regulations, this Issue will be 100% underwritten and that the LM will underwrite at least 15% of the total issue size. For further details pertaining to underwriting please refer to chapter titled "General Information" beginning on page 49 of this Draft Prospectus.
2. In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date our company becomes liable to repay it, then our company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed u/s 40 of the Companies Act, 2013.
3. In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, we have not filed any Offer Document with SEBI nor has SEBI issued any observations on our Offer Document. Also, we shall ensure that our Lead Manager submits the copy of Draft Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.
4. In accordance with Regulation 106(V) of the SEBI ICDR Regulations, the Lead Manager will ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the Issue. We have signed Market Making Agreement dated [●] with [●] For further details of the market making arrangement see chapter titled "General Information" beginning on page 49 of this Draft Prospectus.
5. The Company has Net Tangible assets of at least Rs. 1 crore as per the latest audited financial results.

6. The Net worth (excluding revaluation reserves) of the Company is at least Rs. 1.00 crore as per the latest audited financial results. Net worth of the Company as on March 31, 2018 is Rs. 12.60 crores.
7. The Post-issue paid up capital of the Company shall be at least Rs. 1 Crore. The paid-up capital shall be Rs. 10.02 Crores after the issue.
8. The Company shall mandatorily facilitate trading in demat securities. We have entered into the agreements with both the depositories.
9. The Company has not been referred to Board for Industrial and Financial Reconstruction.
10. No petition for winding up is admitted by a court of competent jurisdiction or a liquidator has been appointed against the Company.
11. No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past one year in respect of promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) of the applicant company.
12. No defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs have been made by the Company, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) during the past three years.
13. The Company, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) litigation record, the nature of litigation, and status of litigation have been disclosed in the Draft Prospectus.
14. There is no track record of the directors, with respect to criminal cases filed or nature of the investigation being undertaken with regard to alleged commission of any offence by any of its directors and its effect on the business of the company, where all or any of the directors of issuer have or has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences etc.
15. The Company has a website: www.powerfultech.in

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter X-B of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 7, Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to us in this Issue.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE OFFER DOCUMENT TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED TO MEAN THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THIS ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MANAGER, FINSHORE MANAGEMENT SERVICES LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS FOR THE TIME BEING IN FORCE. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT PROSPECTUS, THE LEAD MANAGER, FINSHORE MANAGEMENT SERVICES LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, FINSHORE MANAGEMENT SERVICES LIMITED, HAS FURNISHED TO STOCK EXCHANGE/SEBI A DUE DILIGENCE CERTIFICATE DATED [ ], WHICH SHALL ALSO BE SUBMITTED TO SEBI AFTER REGISTERING THE PROSPECTUS WITH ROC AND BEFORE OPENING OF THE ISSUE IN

ACCORDANCE WITH THE SEBI (MERCHANT BANKERS) REGULATIONS, 1992 AFTER FILING OF PROSPECTUS WITH ROC AND BEFORE OPENING OF ISSUE.

"WE, THE UNDER NOTED LEAD MANAGER TO THE ABOVE MENTIONED FORTHCOMING ISSUE STATE AS FOLLOWS:

1. **WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, CIVIL LITIGATIONS, DISPUTES WITH COLLABORATORS, CRIMINAL LITIGATIONS ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE DRAFT PROSPECTUS PERTAINING TO THE SAID ISSUE;**

2. **ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:**

   A. **THE DRAFT PROSPECTUS FILED WITH THE EXCHANGE IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;**

   B. **ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**

   C. **THE DISCLOSURES MADE IN THE DRAFT PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL-INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013/ COMPANIES ACT, 1956, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.**

3. **WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.**

4. **WE SHALL SATISFY OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITER TO FULFILL THEIR UNDERWRITING COMMITMENTS.**

5. **WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTER's CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTER's CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT PROSPECTUS WITH THE BOARD TILL THE DATE OF COMPLETION OF LOCK-IN PERIOD AS STATED IN THE DRAFT PROSPECTUS.**

6. **WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTER's CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT PROSPECTUS.**

7. **WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE**

BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTER's CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTER's CONTRIBUTION SHALL BE KEPT IN AN PUBLIC ISSUE ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – NOT APPLICABLE

8. **WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.**

9. **WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT IN A SCHEDULED BANK AS PER THE PROVISIONS OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM THE STOCK EXCHANGE MENTIONED IN THE DRAFT PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION – NOTED FOR COMPLIANCE.**

10. **WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE DRAFT PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE. – NOT APPLICABLE, AS IN TERMS OF THE PROVISIONS OF SECTION 29 OF THE COMPANIES ACT, 2013, THE SHARES ISSUED IN THE PUBLIC ISSUE SHALL BE IN DEMAT MODE ONLY.**
11. **WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL-INFORMED DECISION.**

12. **WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT PROSPECTUS:**

    A. **AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND**

    B. **AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.**

13. **WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE.**

14. **WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE THAT HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTER's EXPERIENCE, ETC.**

15. **WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.**

16. **WE ENCLOSE STATEMENT ON PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKER AS PER FORMAT SPECIFIED BY THE BOARD (SEBI) THROUGH CIRCULAR – DETAILS ARE ENCLOSED IN "ANNEXURE - A"**

17. **WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTION HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS."**

ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING SME EXCHANGE

(1) "WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE DRAFT PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.

(2) WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN DRAFT PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.- 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 ISSUER.

(5) WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISO 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 PROSPECTUS. – NOT APPLICABLE.

(6) WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION [106P] AND [106V] OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE.

Note:

The filing of this Draft Prospectus does not, however, absolve our Company from any liabilities under Section 34, Section 35, Section 36 OR Section 38(1) of the Companies Act, 2013 or from the requirement of obtaining such statutory and other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up at any point of time, with the Lead manager any irregularities or lapses in the Draft Prospectus.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, NCT of Delhi & Haryana, in terms of Section 26 and 33 of the Companies Act, 2013.

DISCLAIMER STATEMENT FROM OUR COMPANY AND THE LEAD MANAGER

Our Company, our Directors and the Lead Manager accept no responsibility for statements made otherwise than in this Draft Prospectus or in the advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website, www.powerfultech.in would be doing so at his or her own risk.

Caution

The Lead Manager accepts no responsibility, save to the limited extent as provided in the Agreement for Issue Management entered into among the Lead Manager and our Company dated June 25, 2018, the Underwriting Agreement dated [●]entered into among the Underwriter and our Company and the Market Making Agreement dated [●]to be entered among the Market Maker, Lead Manager and our Company.

Our Company and the 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 centers, *etc*.

Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares. Our Company and the Lead 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 LEAD MANAGER

For details regarding the price information and the track record of the past Issues handled by the Lead Manager to the Issue as specified in Circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015 issued by the SEBI, please refer to '**Annexure A**' to this Draft Prospectus and the website of the Lead Manager at www.finshoregroup.com

DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of Rs. 2,500 Lakhs, pension funds with minimum corpus of Rs. 2,500 Lakhs and the National Investment Fund, and permitted non-residents including FIIs, Eligible NRIs, QFIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. The Draft Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Delhi only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Prospectus has been filed with NSE for its observations and NSE shall give its observations in due course. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

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

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

DISCLAIMER CLAUSE OF THE NSE EMERGE PLATFORM

As required, a copy of this Draft Prospectus shall be submitted to National Stock Exchange of India Limited (NSE). The Disclaimer Clause as intimated by NSE to us, post scrutiny of this Draft Prospectus, shall be included in the Prospectus prior to the RoC filing.

FILING

This Draft Prospectus shall not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in term of Regulation 106(M)(3). However, a copy of the Prospectus shall be filed with SEBI at the SEBI Northern Regional Office, 5th Floor, Bank of Baroda Building, 16, Sansad Marg, New Delhi - 110001. A copy of the Prospectus, along with the documents required to be filed under Section 26 of the Companies Act, 2013 will be delivered to the Registrar of Companies situated at 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi – 110019, India.

LISTING

An application will be made to the NSE for obtaining permission to deal in and for an official quotation of our Equity Shares. NSE-Emerge will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The NSE Limited has given its in-principle approval for using its name in the Draft Prospectus vide its letter dated [●].

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the NSE, our Company will forthwith repay, without interest, all moneys received from the applicants in pursuance of the Prospectus. If such money is not repaid within 8 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 days from the Issue Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 8 days, be liable to repay the money, with interest at the rate of 15% per annum on application money, as prescribed under section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the NSE-Emerge mentioned above are taken within Six Working Days from the Issue Closing Date.

CONSENTS

Consents in writing of: (a) the Promoters, the Directors, the Company Secretary and Compliance Officer, Chief Financial Officer, the Statutory Auditor, Peer Review Auditor, the Banker to the Company; and (b) Lead Manager, Underwriter, Market Maker, Registrar to the Issue, Banker(s) to the Issue, Legal Advisor to the Issue, Lenders, to act in their respective capacities have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Section 26 of Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC. Our Auditors have given their written consent to the inclusion of their report in the form and context in which it appears in this Draft Prospectus and such consent and report is not withdrawn up to the time of delivery of this Draft Prospectus with NSE.

EXPERT TO THE ISSUE

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

1. Report of the Statutory Auditor on Statement of Tax Benefits.

EXPENSES OF THE ISSUE

The expenses of this Issue include, among others, underwriting and management fees, selling commission, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. For details of total expenses of the Issue, see the chapter "Objects of the Issue" beginning on page 83 of this Draft Prospectus.

DETAILS OF FEES PAYABLE

Fees Payable to the Lead Manager

The total fees payable to the Lead Manager will be as per the Mandate Letter dated June 19, 2018, issued by Lead Manager to our Company, the copy of which is available for inspection at our Registered Office.

Fees Payable to the Registrar to the Issue

The fees payable to the Registrar to the Issue will be as per the Agreement signed by our Company and the Registrar dated March 01, 2018 and addendum dated May 23, 2018, a copy of which is available for inspection at our Registered Office. The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided by the Company to the Registrar to the Issue to enable them to send allotment advice by registered post/ speed post/ under certificate of posting.

Fees Payable to Others

The total fees payable to the Legal Advisor, Auditor and Advertiser, *etc*. will be as per the terms of their respective engagement letters.

UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION

The underwriting commission and selling commission for this Issue is as set out in the Underwriting Agreement and addendum entered into between our Company and the Lead Manager. Payment of underwriting commission, brokerage and selling commission would be in accordance with applicable laws.

PREVIOUS RIGHTS AND PUBLIC ISSUES DURING THE LAST THREE YEARS

We have not made any previous rights and/or public issues during the last three years and are an "Unlisted Issuer" in terms of the SEBI ICDR Regulations and this Issue is an "Initial Public Offering" in terms of the SEBI ICDR Regulations.

PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH

Except as stated in the chapter titled *"Capital Structure"* beginning on page 57 of this Draft Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

COMMISSION AND BROKERAGE ON PREVIOUS ISSUES

Since this is the initial public offer of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares since our inception.

PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED COMPANIES UNDER THE SAME MANAGEMENT WITHIN THE MEANING OF SECTION 186 OF COMPANIES ACT, 2013 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS

None of the equity shares of our Group Entities are listed on any recognized stock exchange. None of the above companies have raised any capital during the past 3 years.

PROMISE VERSUS PERFORMANCE FOR OUR COMPANY

Our Company is an "Unlisted Issuer" in terms of the SEBI ICDR Regulations, and this Issue is an "Initial Public Offering" in terms of the SEBI ICDR Regulations. Therefore, data regarding promise versus performance is not applicable to us.

OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY OUR COMPANY

As on the date of this Draft Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

STOCK MARKET DATA FOR OUR EQUITY SHARES

Our Company is an "Unlisted Issuer" in terms of the SEBI ICDR Regulations, and this Issue is an "Initial Public Offering" in terms of the SEBI ICDR Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Agreement between the Registrar and our Company provides for retention of records with the Registrar for a period of at least three years from the last date of dispatch of the letters of allotment, demat credit to enable the investors to approach the Registrar to this Issue for redressal of their grievances. All grievances relating to this Issue may be addressed to the Registrar with a copy to the Company Secretary and Compliance Officer, giving full details such as the name, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection centres of SCSBs where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection center of the SCSB where the Application Form was submitted by the ASBA applicants.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company or the Registrar to the Issue or the SCSB in case of ASBA Applicant shall redress routine investor grievances within 15 working days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

We have constituted the Stakeholders Relationship Committee of the Board *vide* resolution passed at the Board Meeting held on March 03, 2018. For further details, please refer to the chapter titled "*Our Management*" beginning on page 131 of this Draft Prospectus.

Our Company has appointed Aagat Singh as the Company Secretary and Compliance Officer and he may be

contacted at the following address:

POWERFUL TECHNOLOGIES LIMITED

G1 Prakash Chamber Ground Floor'

6, Netaji Subash Marg, Darya Ganj,

New Delhi- 110002

Tel: +91 120 2427181

E-mail: cs@pcpl.in

Website: www.powerfultech.in

Investors can contact the Company Secretary and Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account, *etc.*

CHANGES IN AUDITORS DURING THE LAST THREE FINANCIAL YEARS

Our Company has appointed RPMD & Associates, Chartered Accountants in place of Chhabra B. K. & Associates, Chartered Accountants from financial year 2017-18.

CAPITALISATION OF RESERVES OR PROFITS

Save and except as stated in the chapter titled "*Capital Structure*" beginning on page 57 of this Draft Prospectus, our Company has not capitalized its reserves or profits at any time since inception.

REVALUATION OF ASSETS

Our Company has not revalued its assets since incorporation.

PURCHASE OF PROPERTY

Other than as disclosed in this Draft Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Draft Prospectus.

Except as stated elsewhere in this Draft Prospectus, our Company has not purchased any property in which the Promoters and/or Directors have any direct or indirect interest in any payment made thereunder.

SERVICING BEHAVIOR

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits. Our Promoter, Group Company (ies), Companies promoted by the Promoter have confirmed that they have not defaulted in respect of payment of interest and/or principal to the debenture/ bond/fixed deposit holder/ Banks/ FIs during the past three years.

SECTION VIII – ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued are subject to the provisions of the Companies Act, the Memorandum and Articles, the terms of this Draft Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note ('CAN') and other terms and conditions as may be incorporated in the Allotment advices and other documents/ certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws, guidelines, notifications and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI, the Government of India, NSE, RoC, RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable.

Please note that, in accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process.

RANKING OF EQUITY SHARES

The Equity Shares being offered shall be subject to the provisions of the Companies Act, 2013, our Articles of Association and shall rank *pari-passu* in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please refer to the section titled, 'Main Provisions of the Articles of Association of the Company' on page 246 of this Draft Prospectus.

MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013 and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act, 2013. For further details, please refer to the chapter titled 'Dividend Policy' on page 156 of this Draft Prospectus.

FACE VALUE AND ISSUE PRICE

The Equity Shares having a Face Value of Rs. 10/- each are being offered in terms of this Draft Prospectus at the price of Rs. 51/- per Equity Share. The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the chapter titled 'Basis for Issue Price' beginning on page 88 of this Draft Prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive annual reports and notices to members;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; Right of free transferability; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act and the Memorandum and Articles of Association of the Company.

MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT

As per the provisions of the Depositories Act, 1996 & regulations made thereunder and Section 29(1) of the Companies Act, 2013, the equity shares of a body corporate can be in dematerialized form i.e. not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode. The trading of the Equity Shares will happen in the minimum contract size of 2000 Equity Shares and the same may be modified by the NSE from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of 2000 Equity Shares subject to a minimum allotment of 2000 Equity Shares to the successful Applicants terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

MINIMUM NUMBER OF ALLOTTEES

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and all the monies blocked by SCSBs shall be unblocked within 6 working days of closure of Issue.

JOINT HOLDERS

Where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

NOMINATION FACILITY TO INVESTOR

In accordance with Section 72 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014, the sole Applicant, or the first Applicant along with other joint Applicants, may nominate any one person in whom, in the event of the death of sole Applicant or in case of joint Applicants, death of all the Applicants, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with section 72 of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of Equity Share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or Corporate Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

a. to register himself or herself as the holder of the Equity Shares; or
b. to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may, at any time, give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board may, thereafter, withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the Applicants require changing of their nomination, they are requested to inform their respective depository participant.

MINIMUM SUBSCRIPTION

In the event our Company does not receive a minimum subscription of 100% of the Issue, subject to the Issue being made for at least 25% of the post-Issue paid up Indian Equity Share capital of our Company, in accordance with Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, including devolvement to the Underwriters within 60 days from the Issue Closing Date, we shall forthwith refund the entire subscription amount received not later than 70 days from the Issue Closing Date. If there is a delay beyond eight days after the expiry of 70 days from the Issue Closing Date, the Directors of our Company who are officers in default shall jointly and severally be liable to repay the money with such interest as prescriber under section 39(3) of the Companies Act, 2013 and Companies (Prospectus and Allotment of Securities) Rules, 2014. Further Section 39(5) states that in case of default under section 39(3), the Company and its officers who are in default shall be liable to a penalty of Rs. 1,000 for each day during which the default continues or Rs. 1,00,000, whichever is less.

Additionally, section 40(3) of the 2013 Act requires application money to be refunded in the event of failure to Allot Equity Shares for any other reason. If a default is made in complying with the provisions of this section the Company shall be punishable with a fine which shall not be less than Rs. 5,00,000, but which may extend to Rs. 5,000,000 and every officer of the Company who is in default shall be punishable with imprisonment for a term which may extend to one year or with fine which shall not be less than Rs. 50,000 but which may extend to Rs. 3,00,000 or with both.

MIGRATION TO MAIN BOARD

Our company may migrate to the main board of National Stock Exchange of India Limited at a later date subject to the following:

a) If the Paid-up Capital of our Company is likely to increase above Rs. 25 crore by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), our Company shall apply to NSE for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

b) If the Paid-up Capital of our company is more than 10 crores but below Rs. 25 crores, our Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

MARKET MAKING

The shares offered through this issue are proposed to be listed on the NSE Emerge Platform wherein the Lead Manager to the issue shall ensure compulsory Market Making through registered Market Makers of the National Stock Exchange of India Limited for a minimum period of three years from the date of listing of shares offered though this Draft Prospectus. For further details of the Market Making arrangement see chapter titled *"General Information - Details of the Market Making Arrangements for this Issue"* beginning on page 49 of this Draft Prospectus.

RESTRICTIONS, IF ANY, ON TRANSFER AND TRANSMISSION OF SHARES OR DEBENTURES AND ON THEIR CONSOLIDATION OR SPLITTING

Except for lock-in of the pre-Issue Equity Shares and Promoter's minimum contribution as detailed in chapter titled "Capital Structure" beginning on page 57 of this Draft Prospectus, and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of Equity Shares and on their consolidation/ splitting except as provided in the Articles of Association. Please refer to the section "Main Provisions of the Articles of Association" beginning on page 246 of this Draft Prospectus.

ARRANGEMENTS FOR DISPOSAL OF ODD LOTS

The trading of the Equity Shares will happen in the minimum contract size of 2000 shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the NSE Emerge Platform.

ALLOTMENT OF EQUITY SHARES IN DEMATERIALIZED FORM

Our Company shall issue shares only in dematerialized form. Investors making application in dematerialized form may get the specified securities rematerialized subsequent to allotment.

NEW FINANCIAL INSTRUMENTS

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company.

JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Delhi, India.

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

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

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 106(M)(2) of Chapter XB of SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, an issuer whose post-issue face value capital exceeds ten crore rupees, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the NSE Emerge). For further details regarding the salient features and terms of such an Issue please refer to the chapters titled 'Terms of the Issue' and 'Issue Procedure' beginning on page 220 and 226 of this Draft Prospectus.

The Issue is being made by way of Fixed Price method.

FOLLOWING IS THE ISSUE STRUCTURE:

Public Issue of 26,56,000 Equity shares of face value of Rs. 10/- each fully paid (the 'Equity Shares') for cash at a price of Rs. 51/- per Equity Share aggregating to Rs. 1354.56 Lakhs ('the Issue') by our Company.

The Issue comprises a Net Issue to Public of 25,22,000 Equity Shares ('the Net Issue') and a reservation of 1,34,000 Equity Shares for subscription by the designated Market Maker ('the Market Maker Reservation Portion').

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
Number of Equity Shares available for allocation	25,22,000 Equity Shares	1,34,000 Equity Shares
Percentage of Issue Size available for allocation	94.95% of the Issue size (50% to Retail Individual Investors and the balance 50% to other investors).	5.05 % of the Issue size
Basis of Allotment	Proportionate subject to minimum allotment of 2000 Equity Shares and further allotment in multiples of 2000 Equity Shares each. For further details, please refer to the "Basis of Allotment" on page 236 of this Draft Prospectus.	Firm Allotment
Mode of Application	All Applicants must compulsorily apply through ASBA Process (online or the physical form)	Through ASBA Process Only
Minimum Application Size	For QIB and NII: Such number of Equity Shares in multiples of 2000 Equity Shares such that the Application Value exceeds Rs. 2,00,000/- For Retail Individuals: 2000 Equity Shares	1,34,000Equity Shares
Maximum Application Size	For QIB and NII: Such number of equity shares in multiples of 2000 Equity Shares such that the Application Size does not exceed 25,22,000 Equity Shares. For Retail Individuals:	Application size shall be 1,34,000 equity shares since there is a firm allotment

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
	Such number of Equity Shares in multiples of 2000 Equity Shares such that the Application Value does not exceed Rs. 2,00,000/-.	
Mode of Allotment	Dematerialized Form	
Trading Lot	2000 Equity Shares	2000 Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2009.
Terms of Payment	The entire Application Amount will be payable at the time of submission of the Application Form.	

This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. For further details, please refer to "Issue Structure" on page 224 of this Draft Prospectus.

*As per Regulation 43, sub regulation (4) of the SEBI (ICDR) Regulations, the allocation in the net issue to public category shall be made as follows:

a) Minimum fifty percent to retail individual investors; and

b) Remaining to:

   i. individual applicants other than retail individual investors; and

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

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

For the purpose of Regulation 43(4), if the retail individual investor category is entitled to more than fifty percent, on proportionate basis, the retail individual investors shall be allocated that higher percentage.

ISSUE OPENING DATE	[●]
ISSUE CLOSING DATE	[●]

Applications and any revision to the same (except that on the Issue Closing Date) will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centers mentioned in the Application Form. On the Issue Closing date application and revision to the same will be accepted between 10.00 a.m. and 3.00 p.m. Applications will be accepted only on Working Days, i.e., all trading days of stock exchange excluding Sundays and bank holidays.

ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI ("General Information Document") included below under section "PART B – General Information Document", which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act 2013 (to the extent notified), the Companies Act, 1956 (to the extent not repealed by the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations as amended. The General Information Document has been updated to include reference to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations 2015 and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchanges and the Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.

Pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, there have been certain changes in the issue procedure for initial public offerings including making ASBA Process mandatory for all investors, allowing registrar, share transfer agents, collecting depository participants and stock brokers to accept application forms. Further, SEBI, by its circular No. (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, reduced the time taken for listing after the closure of an issue to six working days. These changes are applicable for all public issues which open on or after January 01, 2016.

Please note that the information stated/ covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Prospectus.

This section applies to all the Applicants, please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form.

Our Company and the LM are not liable for any amendments, modifications or change in applicable laws or regulations, which may occur after the date of this Draft Prospectus.

FIXED PRICE ISSUE PROCEDURE

This Issue is being made in terms of Regulation 106(M)(2) of Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 via Fixed Price Process.

Applicants are required to submit their Applications to the SCSB or Registered Brokers of Stock Exchanges or Registered Registrar to an Issue and Share Transfer Agents (RTAs) or Depository Participants (DPs) registered with SEBI.

In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing. In case of Non-Institutional Applicants and Retail Individual Applicants, our Company would have a right to reject the Applications only on technical grounds.

As per the provisions Section 29(1) of the Companies Act, 2013, the Allotment of Equity Shares in the Issue shall be only in a de-materialized form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). The Equity Shares on Allotment shall, however, be traded only in the dematerialized segment of the Stock Exchange, as mandated by SEBI.

APPLICATION FORM

Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Draft Prospectus. The Application Form shall contain space for indicating number of specified securities subscribed for in demat form.

ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking funds that are available in the bank account specified in the Application Form used by ASBA applicants.

The prescribed color of the Application Form for various categories is as follows:

Category	Color of Application Form
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents and Eligible NRIs, FIIs, FVCIs, etc. FIIs, their Sub-Accounts (other than Sub-Accounts which are foreign corporates or foreign individuals bidding under the QIB Portion) applying on a repatriation basis	Blue

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process.

Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Draft Prospectus.

WHO CAN APPLY?

Persons eligible to invest under all applicable laws, rules, regulations and guidelines: -

- Indian national's resident in India who are not incompetent to contract in single or joint names (not more than three) or in the names of minors as natural/legal guardian;
- Hindu Undivided Families or HUFs, in the individual name of the *Karta*. The applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*. Applications by HUFs would be considered at par with those from individuals;
- Companies, Corporate Bodies and Societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- Mutual Funds registered with SEBI;
- Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
- Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals only under the Non-Institutional applicant's category;
- Alternative Investment Funds, Venture Capital Funds, Foreign Venture Capital Investors registered with SEBI;
- Portfolio Manager registered with SEBI;

- State Industrial Development Corporations;
- Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- Provident Funds with minimum corpus of Rs. 2,500 Lakhs and who are authorized under their constitution to hold and invest in equity shares;
- Pension Funds with minimum corpus of Rs. 2,500 Lakhs and who are authorized under their constitution to hold and invest in equity shares;
- Multilateral and Bilateral Development Financial Institutions;
- National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- Insurance funds set up and managed by army, navy or air force of the Union of India.

As per the existing regulations, OCBs cannot participate in this Issue.

PARTICIPATION BY ASSOCIATES OF LM

The LM shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the LM may subscribe to Equity Shares in the Issue, either in the QIB Portion and Non-Institutional Portion where the allotment is on a proportionate basis. All categories of Applicants, including associates and affiliates of the LM, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS

The Memorandum Form 2A containing the salient features of the Prospectus together with the Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, Lead Manager to the Issue and The Registrar to the Issue, as mentioned in the Application Form. The application forms may also be downloaded from the website of National Stock Exchange of India Limited i.e. www.nseindia.com.

OPTION TO SUBSCRIBE IN THE ISSUE

a) As per Section 29(1) of the Companies Act 2013, Investors will get the allotment of Equity Shares in dematerialization form only.

b) The Equity Shares, on allotment, shall be traded on Stock Exchange in demat segment only.

c) In a single Application Form any investor shall not exceed the investment limit/minimum number of specified securities that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRIS APPLYING ON NON-REPATRIATION

Application must be made only in the names of individuals, limited companies or Statutory Corporations/institutions and not in the names of minors, foreign nationals, non-residents (except for those applying on non-repatriation), trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a company), Hindu undivided families, partnership firms or their nominees. In case of HUF's application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public. Eligible NRIs applying on a non-repatriation basis should authorize their SCSB to block their NRE/FCNR accounts as well as NRO accounts.

APPLICATION BY MUTUAL FUNDS

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to reject any application without assigning any reason thereof. Applications made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Applications are made. As per the current regulations, the following restrictions are applicable for investments by mutual funds:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any single Company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific funds/Schemes. No mutual fund under all its schemes should own more than 10% of any Company's paid up share capital carrying voting rights.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

APPLICATIONS BY ELIGIBLE NRIS

Application Forms have been made available for Eligible NRIs at our Company's registered Office and at the office of Lead Manager to the Issue. Eligible NRI applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment.

Under the Foreign Exchange Management Act, 1999 (FEMA) general permission is granted to the companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRI's subject to the terms and conditions stipulated therein. The Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 days from the date of issue of shares for allotment to NRI's on repatriation basis. Allotment of Equity Shares to Non-Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in Equity Shares will be allowed to be repatriated along with the income thereon subject to permission of the RBI and subject to the Indian Tax Laws and regulations and any other applicable laws. The Company does not require approvals from FIPB or RBI for the issue of equity shares to eligible NRIs, FIIs, Foreign Venture Capital Investors registered with SEBI and multilateral and bilateral development financial institutions.

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in colour) and should authorise their SCSBs to block their Non-Resident Ordinary ("NRO") accounts the full application amount, at the time of submission of the Application Form.

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non- Residents (blue in colour). NRIs applying on a repatriation basis should authorise their SCSBs to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") accounts the full application amount, at the time of submission of the Application Form.

APPLICATIONS BY ELIGIBLE FIIs/FPIs

On January 07, 2014, SEBI notified the FPI Regulations pursuant to which the existing classes of portfolio investors namely 'foreign institutional investors' and 'qualified foreign investors' will be subsumed under a new category namely 'foreign portfolio investors' or 'FPIs'. On March 13, 2014, the RBI amended the FEMA Regulations and laid down conditions and requirements with respect to investment by FPIs in Indian companies.

In terms of the FPI Regulations, an FII who holds a valid certificate of registration from SEBI shall be deemed to be a registered FPI until the expiry of the block of three years for which fees have been paid as per the FII Regulations. Accordingly, such FIIs can participate in the Issue in accordance with Schedule 2 of the FEMA Regulations. An FII shall not be eligible to invest as an FII after registering as an FPI under the FPI Regulations.

The issue of Equity Shares to a single FPI or FII should not exceed 10% of our post-Issue paid- up capital. In respect of an FPI or FII investing in the Equity Shares on behalf of its sub-accounts, the investment on behalf of each sub-account shall not exceed 10% of our total issued capital of the Company or 5% of the total issued capital,

in case such sub-account is a foreign corporate or an individual. In accordance with the foreign investment limits applicable to our Company, such investment must be made out of funds raised or collected or brought from outside India through normal banking channels and the investment must not exceed the overall ceiling specified for FIIs. Under the portfolio investment scheme, the aggregate issue of equity shares to FIIs and their sub-accounts should not exceed 24% of post-issue paid-up equity capital of a company. However, this limit can be increased to the permitted sectoral cap/statutory limit, as applicable to our Company after obtaining approval of its Board of Directors followed by a special resolution to that effect by its shareholders in their general meeting. As on the date of this Draft Prospectus, no such resolution has been recommended to the shareholders of our Company for adoption.

Subject to compliance with all applicable Indian laws, rules, regulations guidelines and approvals in terms of Regulation 15A(1) of the SEBI (Foreign Institutional Investors) Regulations 1995, as amended, by the SEBI (Foreign Institutional Investors)(Amendment) Regulations, 2008 ('SEBI FII Regulations'), an FII, as defined in the SEBI FII Regulations, or its sub account may issue, deal or hold, off shore derivative instruments (defined under the SEBI FII Regulations, as any instrument, by whatever name called, which is issued overseas by a foreign institutional investor against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate foreign regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. The FII or sub-account is also required to ensure that no further issue or transfer of any offshore derivative instrument issued by it is made to any persons that are not regulated by an appropriate foreign regulatory authority as defined under the SEBI FII Regulations. Associates and affiliates of the underwriters including the LM that are FIIs may issue offshore derivative instruments against Equity Shares Allotted to them in the Issue. Any such offshore derivative instrument does not constitute any obligation or claim or claim on or an interest in, our Company.

In case of FII's in NRI/FII Portion, number of Equity Shares applied shall not exceed issue size.

AS PER THE CURRENT REGULATIONS, THE FOLLOWING RESTRICTIONS ARE APPLICABLE FOR INVESTMENTS BY FPIS:

1. A foreign portfolio investor shall invest only in the following securities, namely- (a) Securities in the primary and secondary markets including shares, debentures and warrants of companies, listed or to be listed on a recognized stock exchange in India; (b) Units of schemes floated by a domestic mutual funds, whether listed on a recognized stock exchange or not; (c) Units of Schemes floated by a collective investment scheme; (d) Derivatives traded on a recognized Stock Exchange; (e) Treasury bills and dated government securities; (f) Commercial papers issued by an Indian Company; (g) Rupee denominated credit enhanced bonds; (h) Security receipts issued by asset reconstruction companies; (i) Perpetual debt instruments and debt capital instruments, as specified by the Reserve Bank of India from time to time; (j) Listed and unlisted nonconvertible debentures/bonds issued by an Indian company in the infrastructure sector, where 'infrastructure' is defined in terms of the extant External Commercial Borrowings (ECB) guidelines; (k) Non-Convertible debentures or bonds issued by Non – Banking Financial Companies categorized as 'Infrastructure Finance Companies' (IFC) by the Reserve Bank of India; (i) Rupee denominated bonds or units issued by infrastructure debt funds; (m) Indian depository receipts; and (n) Such other instruments specified by the Board from time to time.

2. Where a foreign institutional investor or a sub account, prior to commencement of SEBI (Foreign Portfolio Investors) Regulations, 2014, hold equity shares in a company whose shares are not listed on any recognized stock exchange, and continues to hold such shares after Initial Public Offering and listing thereof, such shares shall be subject to lock-in for the same period, if any, as is applicable to shares held by a foreign direct investor placed in similar position, under the policy of the Government of India relating to foreign direct investment from the time being in force.

3. In respect of investments in the secondary market, the following additional conditions shall apply:

a) A foreign portfolio investor shall transact in the securities in India only on the basis of taking and giving delivery of securities purchased or sold;

b) Nothing contained in clause (a) shall apply to:

- ❖ Any transactions in derivatives on a recognized stock exchange;
- ❖ Short selling transactions in accordance with the framework specified by the Board;
- ❖ Any transaction in securities pursuant to an agreement entered into with the merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
- ❖ Any other transaction specified by the Board.

c) No transaction on the stock exchange shall be carried forward;

d) The transaction of business in securities by a foreign portfolio investor shall be only through stockbrokers registered by the Board; provided nothing contained in this clause shall apply to;

i. transactions in Government securities and such other securities falling under the purview of the Reserve Bank of India which shall be carried out in the manner specified by the Reserve Bank of India;

ii. Sale of securities in response to a letter of offer sent by an acquirer in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

iii. Sale of securities in response to an offer made by any promoter or acquirer in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

iv. Sale of securities, in accordance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998;

v. divestment of securities in response to an offer by Indian Companies in accordance with Operative Guidelines of Disinvestment of shares of Indian Companies in the overseas market through issue of American Depository Receipts or Global Depository Receipts as notified by the Government of India and directions issued by Reserve Bank of India from time to time;

vi. Any bid for, or acquisition of, securities in response to an offer for disinvestment of shares made by the Central Government or any State Government;

vii. Any transaction in securities pursuant to an agreement entered into with merchant banker in the process of market making portion of the issue in accordance with Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

viii. Any other transaction specified by Board.

e) A foreign portfolio investor shall hold, deliver or cause to be delivered securities only in dematerialized form: Provided that any shares held in non-dematerialized form, before the commencement of these regulation, can be held in non-dematerialized form, if such shares cannot be dematerialized.

4. Unless otherwise approved by the Board, securities shall be registered in the name of the foreign portfolio investor as a beneficial owner for the purposes of the Depositories Act, 1996.

5. The purchase of Equity Shares of each company by a single foreign portfolio investor or an investor group shall be below ten percent of the total issued capital of the company.

6. The investment by the foreign portfolio investor shall also be subject to such other conditions and restrictions as may be specified by the Government of India from time to time.

7. In cases where the Government of India enters into agreements or treaties with other sovereign Governments and where such agreements or treaties specifically recognize certain entities to be distinct and separate, the Board may, during the validity of such agreements or treaties, recognize them as such, subject to conditions as may be specified by it.

8. A foreign portfolio investor may lend or borrow securities in accordance with the framework specified by the Board in this regard.

No foreign portfolio investor may issue, subscribe to or otherwise deal in offshore derivative instruments, directly or indirectly, unless the following conditions are satisfied:

a) Such offshore derivative instruments are issued only to persons who are regulated by an appropriate foreign regulatory authority

b) Such offshore derivatives instruments are issued after compliance with 'know your client' norms:

Provided that those unregulated broad-based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated shall not issue, subscribe or otherwise deal, in offshore derivatives instruments directly or indirectly.

Provided further that no Category III foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivatives instruments directly or indirectly.

A foreign portfolio investor shall ensure that further issue or transfer of any offshore derivative instruments issued by or on behalf of it is made only to persons who are regulated by an appropriate foreign regulatory authority.

Foreign portfolio investors shall fully disclose to the Board any information concerning the terms of and parties to off-shore derivative instruments such as participatory notes, equity linked notes or any other such instruments, by whatever names they are called, entered into by it relating to any securities listed or proposed to be listed in any stock exchange in India, as and when and in such form as the Board may specify.

Any offshore derivative instruments issued under the Securities and Exchange Board of India of India (Foreign Institutional Investors) Regulations, 1995 before commencement of SEBI (Foreign Portfolio Investors) Regulation, 2014 shall be deemed to have been issued under the corresponding provision of SEBI (Foreign Portfolio Investors) Regulation, 2014.

The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below 10 per cent of the total issued capital of the company.

An FII or its subaccount which holds a valid certificate of registration shall, subject to the payment of conversion fees, be eligible to continue to buy, sell or otherwise deal in securities till the expiry of its registration as a foreign institutional investor or sub-account, or until he obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

Qualified foreign investor may continue to buy, sell or otherwise deal in securities subject to the provision of SEBI (Foreign Portfolio Investors) Regulation, 2014, for a period of one year from the date of commencement of aforesaid regulations, or until it obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

APPLICATIONS BY SEBI REGISTERED ALTERNATIVE INVESTMENT FUND (AIF), VENTURE CAPITAL FUNDS AND FOREIGN VENTURE CAPITAL INVESTORS

The SEBI (Venture Capital) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. As per the current regulations, the restrictions are applicable for SEBI registered venture capital funds and foreign venture capital investors:

Accordingly, the holding by any individual venture capital fund registered with SEBI in one company should not exceed 25% of the corpus of the venture capital fund; a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one company. Further, Venture Capital Funds and Foreign Venture Capital Investor can invest only up to 33.33% of the funds available for investment by way of subscription to an Initial Public Offer.

The SEBI (Alternative Investment Funds) Regulations, 2012 prescribes investment restrictions for various categories of AIF's.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to a further public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations.

Notwithstanding as prescribed under the general information document, AIFs that are owned or controlled by Non-Resident investors, VCFs and Non-Resident investors, including multilateral and bilateral financial institutions and any other QIB that is a Non-Resident and/or owned or controlled by Non-Residents/Persons resident outside India, as defined under FEMA are not eligible to participate in this Issue. Any application received from such category of investor(s) or application wherein a foreign address is provided by the depositories would be rejected.

APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS

In case of applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

APPLICATIONS BY INSURANCE COMPANIES

In case of applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended (the "IRDA Investment Regulations"), are broadly set forth below:

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 operates: 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 points (a), (b) and (c) above, as the case may be.

In addition, the IRDA partially amended the exposure limits applicable to investments in public limited companies in the infrastructure and housing sectors on December 26, 2008, providing, among other things, that the exposure of an insurer to an infrastructure company may be increased to not more than 20%, provided that in case of equity investment, a dividend of not less than 4% including bonus should have been declared for at least five preceding years. This limit of 20% would be combined for debt and equity taken together, without sub ceilings.

Further, investments in equity including preference shares and the convertible part of debentures shall not exceed 50% of the exposure norms specified under the IRDA Investment Regulations.

Insurance companies participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

APPLICATIONS BY BANKING COMPANIES

Applications by Banking Companies: In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company reserves the right to reject any Application without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

Applications by SCSBs: SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 02, 2013 respectively. Such SCSBs are required to ensure that for making applications on their own account, using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account.

APPLICATION BY PROVIDENT FUNDS/ PENSION FUNDS

In case of applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of Rs. 2,500 Lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

APPLICATION UNDER POWER OF ATTORNEY

In case of Applications made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, eligible FPIs (including FIIs), Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2,500 Lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/ or bye laws must be lodged along with the Application Form. Failing this, our Company reserve the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

Our Company in consultation with the Lead Manager in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application form.

In addition to the above, certain additional documents are required to be submitted by the following entities:

(a) With respect to applications by VCFs, FVCIs, FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.

(b) With respect to applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged with the Application Form as applicable. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.

(c) With respect to applications made by provident funds with minimum corpus of Rs. 250.00 million (subject to applicable law) and pension funds with a minimum corpus of Rs. 250.00 million, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.

Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that our Company, the lead manager may deem fit.

Our Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that, for the purpose of mailing of the Allotment Advice / CANs / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Issue shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories.

The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

MAXIMUM AND MINIMUM APPLICATIONSIZE

a) For Retail Individual Applicants

The Application must be for a minimum of 2000 Equity Shares. As the Application Price payable by the Applicant cannot exceed Rs. 2,00,000/-, they can make Application for only minimum Application size i.e. for 2000 Equity Shares.

b) For Other Applicants (Non- Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds Rs. 2,00,000/- and in multiples of 2000 Equity Shares thereafter. An Application cannot be submitted for more than the Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application. In case of revision in Applications, the Non- Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 2,00,000/- for being considered for allocation in the Non- Institutional Portion.

Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Prospectus.

INFORMATION FOR THE APPLICANTS

a) Our Company will file the Prospectus with the Registrar of Companies, NCT of Delhi & Haryana, at least 3 (three) days before the Issue Opening Date.

b) Any investor (who is eligible to invest in our Equity Shares) who would like to obtain the Prospectus and/ or the Application Form can obtain the same from our Registered Office or from the office of the LM.

c) Applicants who are interested in subscribing for the Equity Shares should approach the LM or their authorized agent(s) to register their Applications.

INSTRUCTIONS FOR COMPLETING THE APPLICATION FORM

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. ASBA Application Forms should bear the stamp of the SCSB's. ASBA Application Forms, which do not bear the stamp of the SCSB, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit application forms in public issues using the stock broker ("broker") network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of National Stock Exchange of India Limited i.e. www.nseindia.com.

APPLICANT'S DEPOSITORY ACCOUNT AND BANK DETAILS

Please note that, providing bank account details in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). Applicants should carefully fill in their Depository Account details in the Application Form.

These Demographic Details would be used for all correspondence with the Applicants including mailing of the CANs / Allocation Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

BASIS OF ALLOTMENT

Allotment will be made in consultation with the National Stock Exchange of India Limited (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
3. For applications where the proportionate allotment works out to less than 2000 equity shares the allotment will be made as follows:
   a) Each successful applicant shall be allotted 2000 equity shares; and
   b) The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of 2000 equity shares, the applicant would be allotted Shares by rounding off to the nearest multiple of 2000 equity shares subject to a minimum allotment of 2000 equity shares.
5. If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of 2000 equity shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the offer specified under the Capital Structure mentioned in this Draft Prospectus.

6. The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual applicants as described below:
   a) As the retail individual investor category is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
   b) The balance net offer of shares to the public shall be made available for allotment to
      i. Individual applicants other than retails individual investors and
      ii. Other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
   c) The unsubscribed portion of the net offer to any one of the categories specified in a) or b) shall/may be made available for allocation to applicants in the other category, if so required.

'Retail Individual Investor' means an investor who applies for shares of value of not more than Rs. 2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.

For the purpose of Regulation 43(4), if the retail individual investor category is entitled to more than fifty percent, on proportionate basis, the retail individual investors shall be allocated that higher percentage.

The Executive Director / Managing Director of NSE – the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

PAYMENT BY STOCK INVEST

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003 04 dated November 05, 2003; the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

GENERAL INSTRUCTIONS

Do's:

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about Depository Participant and Beneficiary Account are correct as Allotment of Equity Shares will be in the dematerialized form only;
- Each of the Applicants should mention their Permanent Account Number (PAN) allotted under the Income Tax Act, 1961;
- Ensure that the Demographic Details (as defined herein below) are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.
- All Applicants should submit their application through ASBA process only.

Don'ts:

- Do not apply for lower than the minimum Application size;
- Do not apply at a Price Different from the Price Mentioned herein or in the Application Form;
- Do not apply on another Application Form after you have submitted an Application to the Bankers of the Issue.
- Do not pay the Application Price in cash, by money order or by postal order or by stock invest;
- Do not send Application Forms by post.
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/ or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground.

OTHER INSTRUCTIONS

Joint Applications in the case of Individuals

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

Multiple Applications

An Applicant should submit only one Application (and not more than one) for the total number of Equity Shares required. Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

(i) All applications are electronically strung on first name, address (1st line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications.

(ii) Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.

(iii) Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

In cases where there are more than 20 valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of' know your client' norms by the depositories. The Company reserves the right to reject, in our absolute discretion, all or any multiple Applications in any or all categories.

PERMANENT ACCOUNT NUMBER OR PAN

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number ('PAN') to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 02, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. Applications without this information will be considered incomplete and are liable to be rejected. It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

RIGHT TO REJECT APPLICATIONS

In case of QIB Applicants, the Company in consultation with the LM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non- Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

GROUNDS FOR REJECTIONS

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount 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;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form, duplicate PAN and mismatch of PAN;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of The Issue;
- Applications for number of Equity Shares which are not in multiples of 2000;
- Category not ticked;
- Multiple Applications as defined in this Draft Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non-Institutional Applicants where the Application Amount is in excess of Rs. 2,00,000, received after 3.00 pm on the Issue Closing Date;
- Detailed of ASBA Account not provided in the Application Form;

- Amount not blocked in ASBA within prescribed time;
- More than five application forms blocked from one ASBA Account.

IMPERSONATION

Attention of the applicants is specifically drawn to the provisions of section 38(1) of the Companies Act, 2013 which is reproduced below:

'Any person who:

a. makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
b. makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
c. otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

Shall be liable for action under section 447 of Companies Act, 2013 and shall be treated as Fraud.'

SIGNING OF UNDERWRITING AGREEMENT

Vide an Underwriting agreement dated [●] this issue is 100% Underwritten.

FILING OF THE PROSPECTUS WITH THE ROC

The Company will file a copy of the Prospectus with the Registrar of Companies, NCT of Delhi & Haryana, in terms of Section 26 of Companies Act, 2013.

PRE-ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act, 2013 the Company shall, after registering the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation. In the pre-issue advertisement, we shall state the Offer Opening Date and the Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule XIII of the SEBI Regulations.

DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

The Company will issue and dispatch letters of allotment/ securities certificates and/ or letters of regret or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Issue Closing Date.

In case the Company issues Letters of allotment, the corresponding Security Certificates will be kept ready within two months from the date of allotment thereof or such extended time as may be approved by the Company Law Board under Section 56 of the Companies Act, 2013 or other applicable provisions, if any.

Allottees are requested to preserve such Letters of Allotment, which would be exchanged later for the Security Certificates. After the funds are transferred from the SCSB's to Public Issue Account on the Designated Date, the Company would ensure the credit to the successful Applicants depository account. Allotment of the Equity Shares to the Allottees shall be within one working day of the date of approval of Basis of Allotment by Designated Stock Exchange. Investors are advised to instruct their Depository Participants to accept the Equity Shares that may be allocated/ allotted to them pursuant to this issue.

PAYMENT OF REFUND

In the event that the listing of the Equity Shares does not occur in the manner described in this Draft Prospectus, the Lead Manager shall intimate Public Issue bank and Public Issue Bank shall transfer the funds from Public Issue account to Refund Account as per the written instruction from lead Manager and the Registrar for further payment to the beneficiary applicants.

UNDERTAKINGS BY OUR COMPANY

The Company undertakes the following:

1. that if our Company do not proceed with the Issue after the Issue Closing Date, the reason thereof shall be given as a public notice in the newspapers to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers in which the Pre-Issue advertisement was published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
2. that if our Company withdraw the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the ROC/SEBI, in the event our Company subsequently decides to proceed with the Issue;
3. that the complaints received in respect of this Issue shall be attended to by us expeditiously and satisfactorily;
4. that all steps shall be taken to ensure the listing and commencement of trading of the Equity Shares at the Stock Exchange where the Equity Shares are proposed to be listed are taken within six Working days of Issue Closing Date or such time as prescribed;
5. that if allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under applicable law for the delayed period;
6. that the letter of allotment/unblocking of funds to the non-resident Indians shall be dispatched within specified time; and
7. that no further issue of Equity Shares shall be made till the Equity Shares offered through this Draft Prospectus are listed.

UTILIZATION OF ISSUE PROCEEDS

Our Board certifies that:

1. All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in Section 40 of the Companies Act, 2013;
2. Details of all monies utilized out of the issue referred to in point 1 above shall be disclosed and continued to be disclosed till the time any part of the issue proceeds remains unutilized under an appropriate separate head in the balance-sheet of the issuer indicating the purpose for which such monies had been utilized;
3. Details of all unutilized monies out of the Issue referred to in 1, if any shall be disclosed under the appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested
4. Our Company shall comply with the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
5. Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

WITHDRAWAL OF THE ISSUE

Our Company, in consultation with the Lead Manager, reserves the right not to proceed with the Issue, in whole or any part thereof at any time after the Issue Opening Date but before the Allotment, with assigning reason thereof. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared within Two days of Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for such decision and. The LM, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. Our Company shall also inform the same to the Stock Exchange on which Equity Shares are proposed to be listed. Notwithstanding the foregoing; the Issue is also subject to obtaining the following:

1. The final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and

2. The final RoC approval of the Prospectus after it is filed with the concerned RoC.

If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with afresh public offering of Equity Shares, our Company shall file a fresh Prospectus with Stock Exchange.

EQUITY SHARES IN DEMATERIALISED FORM WITH NSDL OR CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company has entered following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

(a) Tripartite agreement has been entered between NSDL, the Company and the Registrar to the Issue dated April 02, 2018.

(b) Tripartite agreement has been entered between CDSL, the Company and the Registrar to the Issue dated March 12, 2018.

The Company's Equity shares bear an ISIN No. INE650Z01011.

An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.

- The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Application Form or Revision Form.
- Allotment to a successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.
- Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis à vis those with his or her Depository Participant.
- Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- The allotment and trading of the Equity Shares of the Company would be in dematerialized form only for all investors.

COMMUNICATIONS

All future communications in connection with the Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application was submitted and a copy of the acknowledgement slip. Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

ISSUE PROCEDURE FOR ASBA (APPLICATION SUPPORTED BY BLOCKED AMOUNT) APPLICANTS

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the LM are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

This section is for the information of investors proposing to subscribe to the Issue through the ASBA process. Our Company and the LM are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. ASBA Applicants are advised to make the independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34. For details on designated branches of SCSB collecting the Application Form, please refer the above mentioned SEBI link.

ASBA PROCESS

A Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant ('ASBA Account') is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the LM.

ASBA Applicants are required to submit their Applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB or Registered Brokers or Registered RTAs or DPs registered with SEBI. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

Who can apply?

In accordance with the SEBI (ICDR) Regulations, 2009 in public issues w.e.f. May 01, 2010 all the investors can apply through ASBA process and after SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all investors must apply through the ASBA Process.

Mode of Payment

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.

Application Amount paid in cash, by money order or by postal order or by stock invest, or ASBA Application Form accompanied by cash, money order, postal order or any mode of payment other than blocked amounts in the SCSB bank accounts, shall not be accepted.

After verifying that sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the ASBA Application Form till the Designated Date.

On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue.

The entire Application Amount, as per the Application Form submitted by the respective ASBA Applicants, would be required to be blocked in the respective ASBA Accounts until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against allocated shares to the Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the ASBA Application, as the case may be.

Unblocking of ASBA Account

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the Public Issue Account as per the provisions of section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account. However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case may be.

RESTRICTION ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Foreign investment is allowed up to 100% under automatic route in our Company.

India's current Foreign Direct Investment ("FDI") Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GoI ("DIPP") by circular of 2016 with effect from June 07, 2016 ("Circular of 2016"), consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP. The Government usually updates the consolidated circular on FDI Policy once every Year and therefore, this circular of 2016 will be valid until the DIPP issues an updated circular.

The transfer of shares between an Indian resident and a Non-resident does not require the prior approval of the FIPB or the RBI, subject to fulfilment of certain conditions as specified by DIPP / RBI, from time to time. Such conditions include (i) the activities of the investee company are under the automatic route under the foreign direct investment ("FDI") Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI and such other conditions as provided in the FDI Policy from time to time. Investors are advised to refer to the exact text of the relevant statutory provisions of law before investing and / or subsequent purchase or sale transaction in the Equity Shares of Our Company.

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

The above information is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them.

SECTION IX – MAIN PROVISION OF ARTICLES OF ASSOCIATION

Pursuant to Schedule II of the Companies Act and the SEBI Regulation, the main provisions of our Articles relating to, inter alia, voting rights, dividend, lien, forfeiture, restrictions on transfer and transmission of Equity Shares or debentures and/or on their consolidation/splitting are detailed below. Please note that each Provision herein below is numbered as per the corresponding article number in our Articles and capitalized/defined terms herein have the same meaning given to them in our Articles.

CAPITAL AND INCREASE AND REDUCTION OF CAPITAL

Title of Article	Article Number and contents
Share Capital	**3.** The Authorised Share Capital of the Company shall be such amount, divided into such class(es) denomination(s) and number of shares in the Company as stated in Clause V of the Memorandum Of Association of the Company, with power to increase or reduce such Capital from time to time and power to divide the shares in the Capital for the time being into other classes and to attach thereto respectively such preferential, convertible, deferred, qualified, or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate the same in such manner as may be determined by or in accordance with the regulations of the Company or the provisions of the Company or the provisions of the law for the time being in force.
Increase of capital by the Company how carried into effect	**4.** The Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of new Shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Companies Act, 2013. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 64 of the Companies Act, 2013.
New Capital sameas existing capital	**5.** Except so far as otherwise provided by the conditions of issue or by These Presents, any capital raised by the creation of new Shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.
Non-Voting Shares	**6.** The Board shall have the power to issue a part of authorised capital by way of non-voting Shares at price(s) premia, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, in the event it is permitted by law to issue shares without voting rights attached to themsubject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force.
	7. Subject to the provisions of Section 55 of the Companies Act, 2013, the Company shall have the power to issue preferenceshares which are or at the option of the Company,

Title of Article	Article Number and contents
Redeemable Preference Shares	liable to be redeemed and the resolution authorizing such issue shall prescribe the manner, terms and conditions of redemption.
Voting rights of preference shares	**8.** The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares and in circumstances provided under Section 47(2).
Provisions to apply on issue of Redeemable Preference Shares	**9.** On the issue of redeemable preference shares under the provisions of Article 7 hereof, the following provisions-shall take effect: (a) No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption. (b) No such Shares shall be redeemed unless they are fully paid. (c) The premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account, before the Shares are redeemed. (d) Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed, and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55 of the Companies Act, 2013 apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company. (e) Subject to the provisions of Section 55 of the Companies Act, 2013, the redemption of preference shares hereunder may be affected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit.
Reduction of capital	**10.** The Company may (subject to the provisions of section 52, 55(1) & (2) of the Companies Act, 2013 and Section 80 of the Companies Act, 1956, to the extent applicable, and Section 100 to 105 of the Companies Act, 1956, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce (a) the share capital;

Title of Article	Article Number and contents
	(b) any capital redemption reserve account; or (c) any security premium account. Inany manner for the time being, authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, if it were omitted.
Purchase of own Shares	**11.** The Company shall have power, subject to and in accordance with all applicable provisions of the Act, to purchase any of its own fully paid Shares whether or not they are redeemable and may make a payment out of capital in respect of such purchase.
Sub-division consolidation and cancellation of Shares	**12.** Subject to the provisions of Section 61 of the Companies Act, 2013 and other applicable provisions of the Act, the Company in General Meeting may, from time to time, sub-divide or consolidate its Shares, or any of them and the resolution whereby any Share is sub-divided may determine that, as between the holders of the Shares resulting from such sub-divisions, one or more of such Shares shall have some preference or special advantage as regards dividend, capital or otherwise over or as compared with the other(s). Subject as aforesaid, the Company in General Meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the Shares so cancelled.

MODIFICATION OF RIGHTS

Title of Article	Article Number and contents
Modification of rights	**13.** Whenever the capital, by reason of the issue of preference shares or otherwise, is divided into different classes of Shares, all or any of the rights and privileges attached to each class may, subject to the provisions of Sections 48 of the Companies Act, 2013 be modified, commuted, affected, abrogated, dealt with or varied with the consent in writing of the holders of not less than three-fourth of the issued capital of that class or with the sanction of a Special Resolution passed at a separate General Meeting of the holders of Shares of that class, and all the provisions hereafter contained as to General Meeting shall mutatis mutandis apply to every such Meeting. This Article is not to derogate from any power the Company would have if this Article was omitted. The rights conferred upon the holders of the Shares (including preference shares, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of Shares of that class, be deemed not to be modified, commuted, affected, dealt with or varied by the creation or issue of further Shares ranking paripassu therewith.

SHARES, CERTIFICATES AND DEMATERIALISATION

Title of Article	Article Number and contents
Restriction on allotment and return of allotment	**14.** The Board of Directors shall observe the restrictions on allotment of Shares to the public contained in Section 39 of the Companies Act, 2013, and shall cause to be made the returns as to allotment provided for in Section 39 of the Companies Act, 2013.
Further issue of shares	**15.** (1) Where at any time, a company having a share capital proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered- (a) to persons who, at the date of the offer, are holders of equity shares of the company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the following conditions, namely:— (i) the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days and not exceeding thirty days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined; (ii) the offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; and the notice referred to in clause (i) shall contain a statement of this right; (iii) after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not dis-advantageous to the shareholders and the company; (b) to employees under a scheme of employees' stock option, subject to special resolution passed by company and subject to such conditions as may be prescribed; or (c) to any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is determinedby the valuation report of a registered valuer subject to such conditions as may be prescribed. (2) The notice referred to in sub-clause (a)(i) of Clause (1) shall be dispatched through registered post or speed post or through electronic mode to all the existing shareholders at least three days before the opening of the issue.

Title of Article	Article Number and contents
	(3) Nothing aforesaid shall apply to the increase of the subscribed capital of a company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company: Provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the company in general meeting.
Shares at the disposal of the Directors	**16.** Subject to the provisions of Section 62 of the Companies Act, 2013 and these Articles, the Shares in the capital of the Company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such person, in such proportion and on such terms and conditions and either at a premium or at par or (subject to the compliance with the provision of Section 53 of the Companies Act, 2013) at a discount and at such time as they may from time to time think fit and with sanction of the Company in the General Meeting to give to any person or persons the option or right to call for any Shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot Shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any Shares which may so be allotted may be issued as fully paid up Shares and if so issued, shall be deemed to be fully paid Shares. Provided that option or right to call for Shares shall not be given to any person or persons without the sanction of the Company in the General Meeting.
Power to offer Shares/options to acquire Shares	**16A** (1) Without prejudice to the generality of the powers of the Board under Article 16 or in any other Article of these Articles of Association, the Board or any Committee thereof duly constituted may, subject to the applicable provisions of the Act, rules notified thereunder and any other applicable laws, rules and regulations, at any point of time, offer existing or further Shares (consequent to increase of share capital) of the Company, or options to acquire such Shares at any point of time, whether such options are granted by way of warrants or in any other manner (subject to such consents and permissions as may be required) to its employees, including Directors (whether whole-time or not), whether at par, at discount or at a premium, for cash or for consideration other than cash, or any combination thereof as may be permitted by law for the time being in force. (2) In addition to the powers of the Board under Article 16A (1), the Board may also allot the Shares referred to in Article 16A (1) to any trust, whose principal objects would *inter alia* include further transferring such Shares to the Company's employees [including by way of options, as referred to in Article 16A (1)] in accordance with the directions of the Board or any Committee thereof duly constituted for this purpose. The Board may make such provision of moneys for the purposes of such trust, as it deems fit.

Title of Article	Article Number and contents
	(3) The Board, or any Committee thereof duly authorized for this purpose, may do all such acts, deeds, things, etc. as may be necessary or expedient for the purposes of achieving the objectives set out in Articles 16A (1) and (2) above.
Application of premium received on Shares	**17.** (1) Where the Company issues Shares at a premiumwhether for cash or otherwise, a sum equal to the aggregate amount or value of the premium on theseShares shall be transferred to an account, to be called"the securities premium account" and the provisions of theAct relating to the reduction of the share capital of theCompany shall except as provided in this Article, applyas if the securities premium account were paid up sharecapital of the Company. (2) The securities premium account may, notwithstanding anything in clause (1) thereof be applied by the Company: (a) In paying up unissued Shares of the Company, to be issued to the Members of the Company as fully paid bonus shares; (b) In writing off the preliminary expenses of the Company; (c) In writing off the expenses of or the commission paid or discount allowed or any issue of Shares or debentures of the Company ; or (d) In providing for the premium payable on the redemption of any redeemable preference shares or of any debentures of the Company. (e) For the purchase of its own shares or other securities under Section 68 of the Companies Act, 2013.
Power also to Company in General Meeting to issue Shares	**18.** In addition to and without derogating from the powers for that purpose conferred on the Board under these Articles, the Company in General Meeting may, subject to the provisions of Section 62 of the Companies Act, 2013, determine that any Shares (whether forming part of the original capital or of any increased capital of the Company) shall be offered tosuchpersons (whether Members or not) in such proportion and on such terms and conditions and either (subject to compliance with the provisions of Sections 52 and 53 of the Companies Act, 2013) at a premium or at par or at a discount as such General Meeting shall determine and with full power to give any person (whether a Member or not) the option or right to call for or buy allotted Shares of any class of the Company either (subject to compliance with the provisions of Sections 52 and 53 of the Companies Act, 2013) at a premium or at par or at a discount, such option being exercisable at such times and for such consideration as may be directed by such General Meeting or the Company in General Meeting may make any other provision whatsoever for the issue, allotment, or disposal of any Shares.
Power of General Meeting to authorize Board to offer Shares/Options to employees	**18A** (1) Without prejudice to the generality of the powers of the General Meeting under Article 18 or in any other Article of these Articles of Association, the General Meeting may, subject to the applicable provisions of the Act, rules notified thereunder and any other applicable laws, rules and regulations, determine, or give the right to the Board or any Committee thereof to determine, that any existing or further Shares (consequent to

Title of Article	Article Number and contents
	increase of share capital) of the Company, or options to acquire such Shares at any point of time, whether such options are granted by way of warrants or in any other manner (subject to such consents and permissions as may be required) be allotted/granted to its employees, including Directors (whether whole-time or not), whether at par, at discount or a premium, for cash or for consideration other than cash, or any combination thereof as may be permitted by law for the time being in force. The General Meeting may also approve any Scheme/Plan/ other writing, as may be set out before it, for the aforesaid purpose. (2) In addition to the powers contained in Article 18A (1), the General Meeting may authorize the Board or any Committee thereof to exercise all such powers and do all such things as may be necessary or expedient to achieve the objectives of any Scheme/Plan/other writing approved under the aforesaid Article.
Shares at a discount	**19.** The Company shall not issue Shares at a discount except the issue of Sweat Equity Shares of a class already issued, if the following conditions are fulfilled, namely: (a) the issue is authorized by a special resolution passed by the company; (b) the resolution specifies the number of shares, the current market price, consideration, if any, and the class or classes of directors or employees to whom such equity shares are to be issued; (c)not less than one year has, at the date of such issue, elapsed since the date on which the company had commenced business; and (d) where the equity shares of the company are listed on a recognized stock exchange, the sweat equity shares are issued in accordance with the regulations made by the Securities and Exchange Board in this behalf and if they are not so listed, the sweat equity shares are issued in accordance with the prescribed rules.
Installments of Shares to be dulypaid	**20.** If by the conditions of any allotment of any Shares the whole or any part of the amount or issued price thereof shall, be payable by installments, every such installment shall when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the Shares or his legal representatives, and shall for the purposes of these Articles be deemed to be payable on the date fixed for payment and in case of non-payment the provisions of these Articles as to payment of interest and expenses forfeiture and like and all the other relevant provisions of the Articles shall apply as if such installments were a call duly made notified as hereby provided.
The Board may issue Shares as fullypaid-up	**21.** Subject to the provisions of the Act and these Articles, the Board may allot and issue Shares in the Capital of the Company as payment for any property purchased or acquired or for services rendered to the Company in the conduct of its business or in satisfaction of any

Title of Article	Article Number and contents
	other lawful consideration. Shares which may be so issued may be issued as fully paid-up or partly paid up Shares.
Acceptance of Shares	**22.** Any application signed by or on behalf of an applicant for Share(s) in the Company, followed by an allotment of any Share therein, shall be an acceptance of Share(s) within the meaning of these Articles, and every person who thus or otherwise accepts any Shares and whose name is therefore placed on the Register of Members shall for the purpose of this Article, be a Member.
Deposit and call etc., to be debt payable	**23.** The money, if any which the Board of Directors shall on the allotment of any Shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any Shares allotted by them shall immediately on the inscription of the name of the allottee in the Register of Members as the holder of such Shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.
Liability of Members	**24.** Every Member, or his heirs, executors or administrators to the extent of his assets which come to their hands, shall be liable to pay to the Company the portion of the capital represented by his Share which may, for the time being, remain unpaid thereon in such amounts at such time or times and in such manner as the Board of Directors shall, from time to time, in accordance with the Company's requirements require or fix for the payment thereof.
Dematerialisation of securities	**25.(A)** **Definitions:** **Beneficial Owner** "Beneficial Owner" means a person whose name is recorded as such with a Depository. **SEBI** "SEBI" means the Securities and Exchange Board of India. **Bye-Laws** "Bye-Laws" mean bye-laws made by a depository under Section 26 of the Depositories Act, 1996; **Depositories Act** "Depositories Act" means the Depositories Act, 1996 including any statutory modifications or re-enactment thereof for the time being in force; **Depository** "Depository" means a company formed and registered under the Companies Act, 1956 and which has been granted a certificate of registration under sub-section (1A) of Section 12 of the Securities and Exchange Board of India Act, 1992; **Record** "Record" includes the records maintained in the form of books or stored in a computer or in such other form as may be determined by the regulations made by SEBI; **Regulations** "Regulations" mean the regulations made by SEBI; **Security** "Security" means such security as may be specified by SEBI.

Title of Article	Article Number and contents
Dematerialisation of securities	**25.(B)** Either on the Company or on the investor exercising an option to hold his securities with a depository in a dematerialised form, the Company shall enter into an agreement with the depository to enable the investor to dematerialise the Securities, in which event the rights and obligations of the parties concerned shall be governed by the Depositories Act.
Options to receive security certificates or hold securities with depository	**25.(C)** Every person subscribing to securities offered by the Company shall have the option to receive the Security certificates or hold securities with a depository. Where a person opts to hold a Security with a depository, the Company shall intimate such depository the details of allotment of the Security, and on receipt of such information the depository shall enter in its record the name of the allotted as the Beneficial Owner of that Security.
Securities in depositories to be in fungible form	**25.(D)** All Securities held by a Depository shall be dematerialized and shall be in a fungible form;
Rights of depositories and beneficial owners	**25.(E)** (1) Notwithstanding anything to the contrary contained in the Articles, a Depository shall be deemed to be a registered owner for the purposes of effecting transfer of ownership of Security on behalf of the Beneficial Owner; (2) Save as otherwise provided in (1) above, the Depository as a registered owner shall not have any voting rights or any other rights in respect of Securities held by it; (3) Every person holding equity share capital of the Company and whose name is entered as Beneficial Owner in the Records of the Depository shall be deemed to be a Member of the Company. The Beneficial Owner shall be entitled to all the rights and benefits and be subjected to all the liabilities in respect of the Securities held by a Depository.
Depository ToFurnishInformation	**25.(F)** Every Depository shall furnish to the Company information about the transfer of Securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by the bye-laws and the Company in that behalf.
Service of documents	**25.(G)** Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.
	25.(H) If a Beneficial Owner seeks to opt out of a Depository in respect of any Security, the Beneficial Owner shall inform the Depository accordingly. The Depository shall on receipt

Title of Article	Article Number and contents
Option to optout in respect ofany security	of information as above make appropriate entries in its Records and shall inform the Company. The Company shall, within thirty (30) days of the receipt of intimation from the depository and on fulfillment of such conditions and on payment of such fees as may be specified by the regulations, issue the certificate of securities to the Beneficial Owner or the transferee as the case may be.
Sections 45 and56 of the Companies Act, 2013 not to apply	**25.(I)** Notwithstanding anything to the contrary contained in the Articles: (1) Section 45 of the Companies Act, 2013 shall not apply to the Shares held with a Depository; (2) Section 56 of the Companies Act, 2013 shall not apply to transfer of Security affected by the transferor and the transferee both of whom are entered as Beneficial Owners in the Records of a Depository.
Share certificate	**26.** (a) Every Member or allottee of Shares is entitled, without payment, to receive one certificate for all the Shares of the same class registered in his name. (b) Any two or more joint allottees or holders of Shares shall, for the purpose of this Article, be treated as a single Member and the certificate of any Share which may be the subject of joint ownership may be delivered to any one of such joint owners, on behalf of all of them.
Limitation of time for issue of certificates	**26A.** Every Member shall be entitled, without payment to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the directors so approve (upon paying such fee as the Directors so time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within three months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within two months of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its Shares as the case may be. Every certificate of Shares shall be under the seal of the company and shall specify the number and distinctive numbers of Shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe and approve, provided that in respect of a Share or Shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate of Shares to one or several joint holders shall be a sufficient delivery to all such holder.
Renewal of share certificates	**27.** No certificate of any Share or Shares shall be issued either in exchange for those, which are sub-divided or consolidated or in replacement of those which are defaced, torn or old, decrepit, worn out, or where the pages on the reverse for recording transfer have been duly utilised unless the certificate in lieu of which it is issued is surrendered to the Company. PROVIDED THAT no fee shall be charged for issue of new certificate in replacement of those which are old, decrepit or worn out or where the pages on the reverse for recording transfer have been fully utilized.

Title of Article	Article Number and contents
Issue of new certificate in place of one defaced, lost or destroyed	**28.** If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new Certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the company deem adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every certificate under the article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.2/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new Certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer. Provided that notwithstanding what is stated above the Directors shall comply with such rules or regulations or requirements of any Stock Exchange or the rules made under the Act or rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable thereof in this behalf. The provision of this Article shall mutatis mutandis apply to Debentures of the Company.
The first name joint holder deemed sole holder	**29.** If any Share(s) stands in the name of two or more persons, the person first named in the Register of Members shall, as regards receipt of dividends or bonus or service of notice and all or any other matters connected with Company except voting at Meetings and the transfer of the Shares be deemed the sole holder thereof but the joint holders of a Share shall severally as well as jointly be liable for the payment of all incidents thereof according to the Company's Articles.
Issue of ShareswithoutVotin gRights	**30.** In the event it is permitted by law to issue shares without voting rights attached to them, the Directors may issue such share upon such terms and conditions and with such rights and privileges annexed thereto as thought fit and as may be permitted bylaw.
Buy-Back of Sharesand Securiti es	**31.** Notwithstanding anything contained in these articles, in the event it is permitted by law for a company to purchase its own shares or securities, the Board of Directors may, when and if thought fit, buy back, such of the Company's own shares or securities as it may think necessary, subject to such limits, upon such terms and conditions, and subject to such approvals, provision of section 67 and SEBI (Buy Back of Shares) Regulations as may be permitted by law.
	32. The Directors shall have the power to offer , issue and allot Equity Shares in or Debentures (Whether fully/ partly convertible or not into Equity Shares) of the Company with or without Equity Warrants to such of the Officers, Employees, Workers of the Company or

Title of Article	Article Number and contents
Employees Stock Options Scheme/Plan	of its Subsidiary and / or Associate Companies or Managing and Whole Time Directors of the Company (hereinafter in this Article collectively referred to as "the Employees") as may be selected by them or by the trustees of such trust as may be set up for the benefit of the Employees in accordance with the terms and conditions of the Scheme, trust, plan or proposal that may be formulated , created, instituted or set up by the Board of Directors or the Committee thereof in that behalf on such terms and conditions as the Board may in its discretion deem fit.
Sweat Equity	**33.** Subject to the provisions of the Act (including any statutory modification or re-enactment thereof, for the time being in force), shares of the Company may be issued at a discount or for consideration other than cash to Directors or employees who provide know-how to the Company or create an intellectual property right or other value addition.
Postal Ballot	**34.** The Company may pass such resolution by postal ballot in the manner prescribed by Section 110 of the Companies Act, 2013 and such other applicable provisions of the Act and any future amendments or re-enactment thereof and as may be required by any other law including Listing Regulations as amended from time to time. Notwithstanding anything contained in the provisions of the Act, the Company shall in the case of a resolution relating to such business, as the Central Government may, by notification, declare to be conducted only by postal ballot, get such resolution passed by means of postal ballot instead of transacting such business in a general meeting of the Company.
Company not bound to recognize any interest in Shares other than of registered holder	**35.** Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognize, even when having notice thereof any equitable, contingent, future or partial interest in any Share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a Share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as holder thereof but the Board shall be at liberty at their sole discretion to register any Share in the joint names of any two or more persons (but not exceeding 4 persons) or the survivor or survivors of them.
Trust recognized	**36.** (a) Except as ordered, by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognize, even when having notice thereof, any equitable, contingent, future or partial interest in any Share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a Share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as holder thereof but the Board shall be at liberty at their sole discretion to register any Share in the joint names of any two or more persons (but not exceeding 4 persons) or the survivor or survivors of them. (b) Shares may be registered in the name of an incorporated Company or other body corporate but not in the name of a minor or of a person of unsound mind (except in case where they are fully paid) or in the name of any firm or partnership.

Title of Article	Article Number and contents
Declaration by person not holding beneficial interest in any Shares	**37.** (1) Notwithstanding anything herein contained a person whose name is at any time entered in Register of Member of the Company as the holder of a Share in the Company, but who does not hold the beneficial interest in such Shares, shall, if so required by the Act within such time and in such forms as may be prescribed, make declaration to the Company specifying the name and other particulars of the person or persons who hold the beneficial interest in such Share in the manner providedin the Act. (2) A person who holds a beneficial interest in a Share or a class of Shares of the Company, shall if so required by the Act, within the time prescribed, after his becoming such beneficial owner, make a declaration to the Company specifying the nature of his interest, particulars of the person in whose name the Shares stand in the Register of Members of the Company and such other particulars as may be prescribed as provided in the Act. (3) Whenever there is a change in the beneficial interest in a Share referred to above, the beneficial owner shall, of so required by the Act, within the time prescribed, from the date of such change, make a declaration to the Company in such form and containing such particulars as may be prescribed in the Act (4) Notwithstanding anything contained in the Act and Articles 35 and 36 hereof, where any declaration referred to above is made to the Company, the Company shall, if so required by the Act, make a note of such declaration in the Register of Members and file within the time prescribed from the date of receipt of the declaration a return in the prescribed form with the Registrar with regard to such declaration.
Funds of Company not to be applied in purchase of Shares of the Company	**38.** No funds of the Company shall except as provided by Section 67 of the Companies Act, 2013 be employed in the purchase of its own Shares, unless the consequent reduction of capital is effected and sanction in pursuance of Sections 52, 55 (to the extent applicable) of Companies Act, 2013 and Sections 80 and 100 to 105 of the Companies Act, 1956 and these Articles or in giving either directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any Share in the Company in its holding Company.

UNDERWRITING AND BROKERAGE

Title of Article	Article Number and contents
Commission may be paid	**39.** Subject to the provisions of Section 40 of the Companies Act, 2013, the Company may at anytime pay commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any Shares in or debentures of the Company.
Brokerage	**40.** The Company may on any issue of Shares or Debentures or on deposits pay such brokerage as may be reasonable and lawful.
Commission to be included in the annual return	**41.** Where the Company has paid any sum by way of commission in respect of any Shares or Debentures or allowed any sums by way of discount in respect to any Shares or Debentures, such statement thereof shall be made in the annual return as required by Section 92 to the Companies Act, 2013.

DEBENTURES

Title of Article	Article Number and contents
Debentures with voting rights not to be issued	**42.** (a) The Company shall not issue any debentures carrying voting rights at any Meeting of the Company whether generally or in respect of particular classes of business. (b) Payments of certain debts out of assets subject to floating charge in priority to claims under the charge may be made in accordance with the provisions of Section 327 of the Companies Act, 2013. (c) Certain charges (which expression includes mortgage) mentioned in Section 77 of the Companies Act, 2013 shall be void against the Liquidator or creditor unless registered as provided in Section 77 of the Companies Act, 2013. (d) A contract with the Company to take up and pay debentures of the Company may be enforced by a decree for specific performance. (e) Unless the conditions of issue thereof otherwise provide, the Company shall (subject to the provisions of Section 56 of the Companies Act, 2013) within six months after the allotment of its debentures or debenture-stock and within one month after the application for the registration of the transfer of any such debentures or debentures-stock have completed and ready for delivery the certificate of all debenture-stock allotted or transferred. (f) The Company shall comply with the provisions of Section 71 of the Companies Act, 2013 as regards supply of copies of Debenture Trust Deed and inspection thereof.

Title of Article	Article Number and contents
	(g) The Company shall comply with the provisions of Section 2(16), 77 to 87 (inclusive) of the Companies Act, 2013 as regards registration of charges.

CALLS

Title of Article	Article Number and contents
Directors may make calls	**43.** (a) Subject to the provisions of Section 49 of the Companies Act, 2013 the Board of Directors may from time to time by a resolution passed at a meeting of a Board (and not by a circular resolution) make such calls as it thinks fit upon the Members in respect of all moneys unpaid on the Shares or by way of premium, held by them respectively and not by conditions of allotment thereof made payable at fixed time and each Member shall pay the amount of every call so made on him to person or persons and at the times and places appointed by the Board of Directors. A call may be made payable by installments. A call may be postponed or revoked as the Board may determine. No call shall be made payable within less than one month from the date fixed for the payment of the last preceding call. (b) The joint holders of a Share shall be jointly and severally liable to pay all calls in respect thereof.
Notice of call when to be given	**44.** Not less than **fourteen days** notice in writing of any call shall be given by the Company specifying the time and place of payment and the person or persons to whom such call shall be paid.
Call deemed to have been made	**45.** A call shall be deemed to have been made at the time when the resolution authorizing such call was passed at a meeting of the Board of Directors and may be made payable by the Members of such date or at the discretion of the Directors on such subsequent date as shall be fixed by the Board of Directors.
Directors may extend time	**46.** The Directors may, from time to time, at their discretion, extend the time fixed for the payment of any call, and may extend such time as to all or any of the members who from residence at a distance or other cause, the Directors may deem fairly entitled to such extension, but no member shall be entitled to such extension, save as a matter of grace and favour.
Amount payable at fixed time or by installments to be treated as calls	**47.** If by the terms of issue of any Share or otherwise any amount is made payable at any fixed time or by installments at fixed time (whether on account of the amount of the Share or by way of premium) every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the

Title of Article	Article Number and contents
	provisions herein contained in respect of calls shall apply to such amount or installment accordingly.
When interest on call or installment payable	**48.** If the sum payable in respect of any call or installment is not paid on or before the day appointed for the payment thereof, the holder for the time being or allottee of the Share in respect of which the call shall have been made or the installment shall be due, shall pay interest on the same at such rate not exceeding ten percent per annum as Directors shall fix from the day appointed for the payment thereof up to the time of actual payment but the Directors may waive payment of such interest wholly or in part.
Evidence in action by Company against share holder	**49.** On the trial of hearing of any action or suit brought by the Company against any Member or his Legal Representatives for the recovery of any money claimed to be due to the Company in respectof his Shares, it shall be sufficient to prove that the name of the Member in respect of whose Shares the money is sought to be recovered is entered on the Register of Members as the holder or as one of the holders at or subsequent to the date at which the money sought to be recovered is alleged to have become due on the Shares in respect of which the money is sought to be recovered, that the resolution making the call is duly recorded in the minute book and the notice of such call was duly given to the Member or his legal representatives sued in pursuance of these Articles and it shall not be necessary to prove the appointment of Directors who made such call, nor that a quorum of Directors was present at the Board meeting at which any call was made nor that the meeting at which any call was made was duly convened or constituted nor any other matter whatsoever but the proof of the matters aforesaid shall be conclusive evidence of the debt.
Payment in anticipation of calls may carry interest	**50.** The Directors may, if they think fit, subject to the provisions of Section 50 of the Companies Act, 2013, agree to and receive from any Member willing to advance the same whole or any part of the moneys due upon the shares held by him beyond the sums actually called for, and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate, as the member paying such sum in advance and the Directors agree upon provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The Directors may at any time repay the amount so advanced. The Members shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable. The provisions of these Articles shall *mutatis mutandis* apply to the calls on Debentures of the Company.

LIEN

Title of Article	Article Number and contents
Partial payment not to preclude forfeiture	**51.** Neither the receipt by the Company of a portion of any money which shall, from time to time be due from any Member to the Company in respect of his Shares, either by way of principal or interest, or any indulgence granted by the Company in respect of the payment of such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of such Shares as hereinafter provided.
Company's lien on Shares/ Debentures	**52.** The Company shall have first and paramount lien upon all Shares/Debentures (other than fully paid up Shares/ Debentures) registered in the name of each Member (whether solely or jointly with others) and upon the proceeds of sale thereof, for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such Shares/ Debentures and no equitable interest in any Share shall be created except upon the footing and condition that this Article will have full effect and such lien shall extend to all dividends and bonuses from time to time declared in respect of such Shares/Debentures; Unless otherwise agreed the registration of a transfer of Shares/ Debentures shall operate as a waiver of the Company's lien if any, on such Shares/Debentures. The Directors may at any time declare any Shares/ Debentures wholly or in part exempt from the provisions of this Article.
As to enforcing lien by sale	**53.** The Company may sell, in such manner as the Board thinks fit, any Shares on which the Company has lien for the purpose of enforcing the same. 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. For the purpose of such sale the Board may cause to be issued a duplicate certificate in respect of such Shares and may authorize one of their members to execute a transfer there from on behalf of and in the name of such Members The purchaser shall not be bound to see the application of the purchase money, nor shall his title to the Shares be affected by any irregularity, or invalidity in the proceedings in reference to the sale.
Application of proceeds of sale	**54.** (a) The net proceeds of any such sale shall be received by the Company and applied in or towards satisfaction of such part of the amount in respect of which the lien exists as is presently payable, and

Title of Article	Article Number and contents
	(b) The residue if any, after adjusting costs and expenses if any incurred shall be paid to the person entitled to the Shares at the date of the sale (subject to a like lien for sums not presently payable as existed on the Shares before the sale).

FORFEITURE OF SHARES

Title of Article	Article Number and contents
If money payable on Shares not paid notice to be given	**55.** If any Member fails to pay the whole or any part of any call or any installments of a call on or before the day appointed for the payment of the same or any such extension thereof, the Board of Directors may, at any time thereafter, during such time as the call for installment remains unpaid, give notice to him requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.
Sum payable on allotment to be deemed a call	**56.** For the purposes of the provisions of these Articles relating to forfeiture of Shares, the sum payable upon allotment in respect of a share shall be deemed to be a call payable upon such Share on the day of allotment.
Form of notice	**57.** The notice shall name a day, (not being less than fourteen days form the day of the notice) and a place or places on and at which such call in installment and such interest thereon at such rate notexceedingeighteen percent per annum as the Directors may determine and expenses as aforesaid are to be paid. The notice shall also state that in the event of the non-payment at or before the time and at the place appointed, Shares in respect of which the call was made or installment is payable will be liable to be forfeited.
In default of payment Shares to be forfeited	**58.** If the requirements of any such notice as aforesaid are not complied with, any Share or Shares in respect of which such notice has been given may at any time thereafter before payment of all calls or installments, interests and expenses due in respect thereof, be forfeited by a resolution of the Board of Directors to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited Shares and not actually paid before the forfeiture.
Notice of forfeiture to a Member	**59.** When any Share shall have been so forfeited, notice of the forfeiture shall be given to the Member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof, shall forthwith be made in the Register of Members, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.

Title of Article	Article Number and contents
Forfeited Shares to be the property of the Company and may be sold etc.	**60.** Any Share so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted or otherwise disposed of, either to the original holder or to any other person, upon such terms and in such manner as the Board of Directors shall think fit.
Member still liable for money owning at the time of forfeiture and interest	**61.** Any Member whose Shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company on demand all calls, installments, interest and expenses owing upon or in respect of such Shares at the time of the forfeiture together with interest thereon from the time of the forfeiture until payment, at such rate not exceeding eighteen percent per annum as the Board of Directors may determine and the Board of Directors may enforce the payment of such moneys or any part thereof, if it thinks fit, but shall not be under any obligation to do so.
Effects of forfeiture	**62.** The forfeiture of a Share shall involve the extinction at the time of the forfeiture, of all interest in and all claims and demand against the Company in respect of the Share and all other rights incidental to the Share, except only such of those rights as by these Articles are expressly saved.
Power to annul forfeiture	**63.** The Board of Directors may at any time before any Share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.
Declaration of forfeiture	**64.** (a) A duly verified declaration in writing that the declarant is a Director, the Managing Director or the Manager or the Secretary of the Company, and that Share in the Company has been duly forfeited in accordance with these Articles, 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. (b) The Company may receive the consideration, if any, given for the Share on any sale, re-allotment or other disposal thereof and may execute a transfer of the Share in favour of the person to whom the Share is sold or disposed off. (c) The person to whom such Share is sold, re-allotted or disposed of shall thereupon be registered as the holder of the Share. (d) Any such purchaser or allotee shall not (unless by express agreement) be liable to pay calls, amounts, installments, interests and expenses owing to the Company prior to such purchase or allotment nor shall be entitled (unless by express agreement) to any of the dividends, interests or bonuses accrued or which might have accrued upon the Share before the time of completing such purchase or before such allotment. (e) Such purchaser or allottee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the Share be effected by the irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the Shares.

Title of Article	Article Number and contents
Provisions of these articles as to forfeiture to apply in case of nonpayment of any sum	**65.** The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which by the terms of issue of a Share becomes payable at a fixed time, whether on account of the nominal value of Share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
Cancellation of shares certificates in respect of forfeited Shares	**66.** Upon sale, re-allotment or other disposal under the provisions of these Articles, the certificate or certificates originally issued in respect of the said Shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting Member) stand cancelled and become null and void and of no effect and the Directors shall be entitled to issue a new certificate or certificates in respect of the said Shares to the person or persons entitled thereto.
Evidence of forfeiture	**67.** The declaration as mentioned in Article 64(a) of these Articles shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Share.
Validity of sale	**68.** Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares sold, and the purchasers shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such Shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.
Surrender of Shares	**69.** The Directors may subject to the provisions of the Act, accept surrender of any share from any Member desirous of surrendering on such terms and conditions as they think fit.

TRANSFER AND TRANSMISSION OF SHARES

Title of Article	Article Number and contents
No transfers to minors etc.	**70.** No Share which is partly paid-up or on which any sum of money is due shall in any circumstances be transferred to any minor, insolvent or person of unsound mind.
Instrument of transfer	**71.** The instrument of transfer shall be in writing and all provisions of Section 56 of the Companies Act, 2013 and statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof.

Title of Article	Article Number and contents
Application for transfer	**72.** (a) An application for registration of a transfer of the Shares in the Company may be made either by the transferor or the transferee. (b) Where the application is made by the transferor and relates to partly paid Shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice. (c) For the purposes of clause (b) above notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post to the transferee at the address, given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.
Execution of transfer	**73.** The instrument of transfer of any Share shall be duly stamped and executed by or on behalf of both the transferor and the transferee and shall be witnessed. The transferor shall be deemed to remain the holder of such Share until the name of the transferee shall have been entered in the Register of Members in respect thereof. The requirements of provisions of Section 56 of the Companies Act, 2013 and any statutory modification thereof for the time being shall be duly complied with.
Transfer by legal representatives	**74.** A transfer of Share in the Company of a deceased Member thereof made by his legal representative shall, although the legal representative is not himself a Member be as valid as if he had been a Member at the time of the execution of the instrument of transfer.
Register of Members etc when closed	**75.** The Board of Directors shall have power on giving not less than seven days pervious notice by advertisement in some newspaper circulating in the district in which the registered office of the Company is situated to close the Register of Members and/or the Register of debentures holders , in accordance with Section 91 of the Companies Act, 2013 and rules made thereunder, at such time or times and for such period or periods, not exceeding thirty days at a time and not exceeding in the aggregate forty five days in each year as it may seem expedient to the Board.
Directors may refuse to register transfer	**76.** Subject to the provisions of Section 58 & 59 of the Companies Act, 2013, these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may refuse whether in pursuance of any power of the company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any Shares or interest of a Member in or Debentures of the Company. The Company shall within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal. Provided that the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except where the Company has a lien on Shares.

Title of Article	Article Number and contents
Death of one ormore joint holders of Shares	**77.** In case of the death of any one or more of the persons named in the Register of Members as the joint holders of any Share, the survivor or survivors shall be the only persons recognised by the Company as having any title or interest in such Share, but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on Shares held by him with any other person.
Titles of Shares of deceased Member	**78.** The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks it, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register Shares standing in the name of a deceased Member, as a Member. However, provisions of this Article are subject to Sections 72 and 56 of the Companies Act, 2013.
Notice of application when to be given	**79.** Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Companies Act, 2013.
Registration of persons entitled to Shares otherwise than by transfer (Transmission Clause)	**80.** Subject to the provisions of the Act and Article 77 hereto, any person becoming entitled to Share in consequence of the death, lunacy, bankruptcy or insolvency of any Member or by any lawful means other than by a transfer in accordance with these Articles may, with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of such title as the Board thinks sufficient, either be registered himself as the holder of the Share or elect to have some person nominated by him and approved by the Board registered as such holder; provided nevertheless, that if such person shall elect to have his nomineeregistered as a holder, he shall execute an instrument of transfer in accordance with the provisions herein contained, and until he does so, he shall not be freed from any liability in respect of the Shares. This clause is hereinafter referred to as the "Transmission Clause".
Refusal to register nominee	**81.** Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse to register a person entitled by transmission to any Share of his nominee as if he were the transferee named in an ordinary transfer presented for registration.

Person entitled may receive dividend without being registered as a Member	**82.** A person entitled to a Share by transmission shall subject to the right of the Directors to retain dividends or money as is herein provided, be entitled to receive and may give a discharge for any dividends or other moneys payable in respect of the Share.
No fee on transfer or transmissions	**83.** No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate & Letters of Administration, Certificate of Death or Marriage, Power of Attorney or other similar document.
Transfer to be presented with evidence of title	**84.** Every instrument of transfer shall be presented to the Company duly stamped for registration accompanied by such evidence as the Board may require to prove the title of the transferor, his right to transfer the Shares and generally under and subject to such conditions and regulations as the Board may, from time to time prescribe, and every registered instrument of transfer shall remain in the custody of the Company until destroyed by order of the Board.
` Company not liable for disregard of a notice prohibiting registration of transfer	**85.** The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of Shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the said Shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice, or referred thereto, in any book of the Company, and the Company shall not be bound to be required to regard or attend to give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting to do so, though it may have been entered or referred to in some book of the Company, but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.

CONVERSION OF SHARES INTO STOCK AND RECONVERSION

Title of Article	Article Number and contents
Share may be converted into stock	**86.** The Company may, by Ordinary Resolution convert any fully paid up Share into stock, and reconvert any stock into fully paid-up Shares.
Transfer of stock	**87.** The several holders of such stock may transfer their respective interest therein or any part thereof in the same manner and subject to the same regulations under which the stock arose might before the conversion, have been transferred, or as near thereto as circumstances admit.

Title of Article	Article Number and contents
	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 stock arose.
Right of stock holders	**88.** The holders of stock shall, according to the amount of stock held by them, have the same right, privileges and advantages as regards dividends, voting at meeting of the Company, and other matters, as if they held them in 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 those privileges or advantages.
Regulation applicable to stock and share warrant	**89.** Such of the regulations of the Company as are applicable to the paid up Shares shall apply to stock and the words "Share" and "Shareholder" in these regulations shall include "stock" and "stock holder" respectively.

BORROWING POWERS

Title of Article	Article Number and contents
Power to borrow	**90.** Subject to the provisions of Sections 73, 74 and 179 of the Companies Act, 2013 and these Articles, the Board of Directors may, from time to time at its discretion by a resolution passed at a meeting of the Board, borrow, accept deposits from Members either in advance of calls or otherwise and generally raise or borrow or secure the payment of any such sum or sums of money for the purposes of the Company from any source. PROVIDED THAT, where the moneys to be borrowed together with the moneys already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the paid up capital of the Company and its free reserves (not being reserves set apart for any specific purpose) the Board of Directors shall not borrow such money without the sanction of the Company in General Meeting. No debts incurred by the Company in excess of the limit imposed by this Article shall be valid or effectual unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed bythis Article had been exceeded.
The payment or repayment of moneys borrowed	**91.** The payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board of Directors may think fit, and in particular in pursuance of a resolution passed at a meeting of the Board (and not by circular resolution) by the issue of bonds, debentures or debentures stock of the Company, charged upon all or any part of the property of the Company, (both present and future), including its un-called capital for the time being and the debentures and the debenture stock and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

Title of Article	Article Number and contents
Bonds, Debentures, etc. to be subject to control of Directors	**92.** Any bonds, debentures, debenture-stock or other securities issued or to be issued by the Company shall be under the control of the Directors who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider being for the benefit of the Company.
Terms of issue of Debentures	**93.** Any Debentures, Debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into Shares of any denomination, and with any privileges and conditions as to redemption, surrender, drawing, allotment of Shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. However, Debentures with the right to conversion into or allotment of Shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.
Mortgage of uncalled capital	**94.** If any uncalled capital of the Company is included in or charged by mortgage or other security, the Directors may, subject to the provisions of the Act and these Articles, make calls on the Members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security has been executed.
Indemnity may be given	**95.** Subject to the provisions of the Act and these Articles, if the Directors or any of them or any other person shall incur or about to incur any liability as principal or surety for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.

RELATED PARTY TRANSACTIONS

Related Party Transactions	**96.** **A.** Subject to the provisions of the Act, the Company may enter into contracts with the Related Party which are at arm's length and are in ordinary course of business of the company with approval of the Audit Committee. **B.** Subject to the provisions of the Act, the Company may enter into contracts with the related parties which are of such nature wherein it requires consent of shareholders in terms of Act or Listing Regulations or any other law for the time being in force, with approval of the shareholders in the general meeting.

MEETING OF MEMBERS

Title of Article	Article Number and contents
Annual General Meeting	**97.** i. An Annual General Meeting of the Company shall be held within six months after the expiry of each financial year, provided that not more than fifteen months shall lapse between the date of one Annual General Meeting and that of next. ii. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of Section 96(1) of the Act to extend the time with which any Annual General Meeting may be held. iii. Every Annual General Meeting shall be called at a time during business hours i.e. 9 a.m. to 6 p.m., on a day that is not a Nationalholiday, and shall be held at the office of the Company or at some other place within the city in which the Registered Office of the Company is situated as the Board may determine and the notices calling the Meeting shall specify it as the Annual General Meeting. iv. The company may in any one Annual General Meeting fix the time for its subsequent Annual General Meeting. v. Every Member of the Company shall be entitled to attend, either in person or by proxy and the Auditors of the Companyshall have the right to attend and be heard at any General Meeting which he attends on any part of the business which concerns him as an Auditor. vi. At every Annual General Meeting of the Company, there shall be laid on the table the Director's Report and Audited statement of accounts, the Proxy Register with proxies and the Register of Director's Shareholding, which Registers shall remain open and accessible during the continuance of the Meeting. vii. The Board shall cause to be prepared the annual list of Members, summary of share capital, balance sheet and profit and loss account and forward the same to the Registrar in accordance with Sections 92 and 137 of the Act.
Report statement and registers to be laid before the Annual General Meeting	**98.** The Company shall in every Annual General Meeting in addition to any other Report or Statement lay on the table the Director's Report and audited statement of accounts, Auditor's Report (if not already incorporated in the audited statement of accounts), the Proxy Register with proxies and the Register of Director’s Shareholdings, which Registers shall remain open and accessible during the continuance of the Meeting.
Extra-Ordinary General Meeting	**99.** All General Meeting other than Annual General Meeting shall be called Extra-Ordinary General Meeting.

Title of Article	Article Number and contents
Requisitionists' Meeting	**100.** (1) Subject to the provisions of Section 111 of the Companies Act, 2013, the Directors shall on the requisition in writing of such number of Members as is hereinafter specified:- (a) Give to the Members of the Company entitled to receive notice of the next Annual General Meeting, notice of any resolution which may properly be moved and is intended to be moved at that meeting. (b) Circulate to the Members entitled to have notice of any General Meeting sent to them, any statement with respect to the matter referred to in any proposed resolution or any business to be dealt with at that Meeting. (2) The number of Members necessary for a requisition under clause (1) hereof shall be such number of Members as represent not less than one-tenth of the total voting power of all the Members having at the date of the resolution a right to vote on the resolution or business to which the requisition relates; or (3) Notice of any such resolution shall be given and any such statement shall be circulated, to Members of the Company entitled to have notice of the Meeting sent to them by serving a copy of the resolution or statement to each Member in any manner permitted by the Act for service of notice of the Meeting and notice of any such resolution shall be given to any other Member of the Company by giving notice of the general effect of the resolution in any manner permitted by the Act for giving him notice of meeting of the Company. The copy of the resolution shall be served, or notice of the effect of the resolution shall be given, as the case may be in the same manner, and so far as practicable, at the same time as notice of the Meeting and where it is not practicable for it to be served or given at the time it shall be served or given as soon as practicable thereafter. (4) The Company shall not be bound under this Article to give notice of any resolution or to circulate any statement unless: (a) A copy of the requisition signed by the requisitionists (or two or more copies which between them contain the signature of all the requisitionists) is deposited at the Registered Office of the Company. i. In the case of a requisition, requiring notice of resolution, not less than six weeks before the Meeting; ii. In the case of any other requisition, not less than two weeks before the Meeting, and (b) There is deposited or tendered with the requisition sum reasonably sufficient to meet the Company's expenses in giving effect thereto.

Title of Article	Article Number and contents
	PROVIDED THAT if, after a copy of the requisition requiring notice of a resolution has been deposited at the Registered Office of the Company, an Annual General Meeting is called for a date six weeks or less after such copy has been deposited, the copy although not deposited within the time required by this clause, shall be deemed to have been properly deposited for the purposes thereof. (5) The Company shall also not be bound under this Article to circulate any statement, if on the application either of the Company or of any other person who claims to be aggrieved, the Company Law Board is satisfied that the rights conferred by this Article are being abused to secure needless publicity for defamatory matter. (6) Notwithstanding anything in these Articles, the business which may be dealt with at Annual General Meeting shall include any resolution for which notice is given in accordance with this Article, and for the purposes of this clause, notice shall be deemed to have been so given, notwithstanding the accidental omission in giving it to one or more Members.
Extra-Ordinary General Meeting by Board and by requisition When a Director or any two Membersmay call an ExtraOrdinary General Meeting	**101.** (a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of the Members as herein provided, forthwith proceed to convene Extra-Ordinary General Meeting of the Company. (b) If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up share capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.
Contents of requisition, and number of requisitionistsrequired and the conduct of Meeting	**102.** (1) In case of requisition the following provisions shall have effect: (a) The requisition shall set out the matter for the purpose of which the Meeting is to be called and shall be signed by the requisitionists and shall be deposited at the Registered Office of the Company. (b) The requisition may consist of several documents in like form each signed by one or more requisitionists. (c) The number of Members entitled to requisition a Meeting in regard to any matter shall be such number as hold at the date of the deposit of the

Title of Article	Article Number and contents
	requisition, not less than one-tenth of such of the paid-up share capital of the Company as that date carried the right of voting in regard to that matter. (d) Where two or more distinct matters are specified in the requisition, the provisions of sub-clause (c) shall apply separately in regard to each such matter and the requisition shall accordingly be valid only in respect of those matters in regard to which the conditions specified in that clause are fulfilled. (e) If the Board does not, within twenty-one days from the date of the deposit of a valid requisition in regard to any matters, proceed duly to call a Meeting for the consideration of those matters on a day not later than forty-five days from the date of the deposit of the requisition, the Meeting may be called: (i) by the requisitionists themselves; or (ii) by such of the requisitionists as represent either a majority in value of the paid up share capital held by all of them or not less than one tenth of the paid-up share capital of the Company as is referred to in sub clauses (c) of clause (I) whichever is less. PROVIDED THAT for the purpose of this sub-clause, the Board shall, in the case of a Meeting at which a resolution is to be proposed as a Special Resolution, be deemed not to have duly convened the Meeting if they do not give such notice thereof as is required by sub-section (2) of Section 114 of the Companies Act, 2013. (2) A meeting called under sub-clause (c) of clause (1) by requisitionists or any of them: (a) shall be called in the same manner as, nearly as possible, as that in which meeting is to be called by the Board; but (b) shall not be held after the expiration of three months from the date of deposit of the requisition. PROVIDED THAT nothing in sub-clause (b) shall be deemed to prevent a Meeting duly commenced before the expiry of the period of three months aforesaid, from adjourning to some days after the expiry of that period. (3) Where two or more Persons hold any Shares in the Company jointly; a requisition or a notice calling a Meeting signed by one or some only of them

Title of Article	Article Number and contents
	shall, for the purpose of this Article, have the same force and effect as if it has been signed by all of them. (4) Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board to duly to call a Meeting shall be repaid to the requisitionists by the Company; and any sum repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration for their services to such of the Directors as were in default.
Length of notice of Meeting	**103.** (1) A General Meeting of the Company may be called by giving not less than twenty-one days notice in writing. (2) A General Meeting may be called after giving shorter notice than that specified in clause (1) hereof, if consent is accorded thereto: (i) In the case of Annual General Meeting by all the Members entitled to vote thereat; and (ii) In the case of any other Meeting, by Members of the Company holding not less than ninety-five percent of such part of the paid up share capital of the Company as gives a right to vote at the Meeting. PROVIDED THAT where any Members of the Company are entitled to vote only on some resolution, or resolutions to be moved at a Meeting and not on the others, those Members shall be taken into account for the purposes of this clause in respect of the former resolutions and not in respect of the later.
Contents and manner of service of notice and persons on whom it is to be served	**104.** (1) Every notice of a Meeting of the Company shall specify the place and the day and hour of the Meeting and shall contain a statement of the business to be transacted thereat. (2) Subject to the provisions of the Act notice of every General Meeting shall be given; **(a)** to every Member of the Company, in any manner authorized by Section 20 of the Companies Act, 2013**;** (b) to the persons entitled to a Share in consequence of the death or insolvency of a Member, by sending it through post in a prepaid letter addressed to them by name or by the title of representative of the deceased, or assignees of the insolvent, or by like description, at the address, if any in India supplied for the purpose by the persons claiming to be so entitled or until such an address has

Title of Article	Article Number and contents
	been so supplied, by giving the notice in any manner in which it might have been given if the death or insolvency had not occurred; and (c) to the Auditor or Auditors for the time being of the Company (3) Every notice convening a Meeting of the Company shall state with reasonable prominence that a Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of himself and that a proxy need not be a Member of the Company.
Special and ordinary business and explanatory statement	**105.** (1) **(a)** In the case of an Annual General Meeting all business to be transacted at the Meeting shall be deemed special, with the exception of business relating to (i) the consideration of the accounts, balance sheet, the reports of the Board of Directors and Auditors; (ii) the declaration of dividend; (iii) the appointment of Directors in the place of those retiring; and (iv) the appointment of, and the fixing of the remuneration of the Auditors, and **(b)** In the case of any other meeting, all business shall be deemed special. (2) Where any items of business to be transacted at the Meeting of the Company are deemed to be special as aforesaid, there shall be annexed to the notice of the Meeting a statement setting out all material facts concerning each such item of business, including in particular the nature of the concern or interest, if any, therein of every Director. PROVIDED THAT where any such item of special business at the Meeting of the Company relates to or affects, any other company, the extent of shareholding interest in that other company of every Director of the Company shall also be set out in the statement, if the extent of such shareholding interest is not less than twenty percent of the paid up-share capital of the other company. (3) Where any item of business consists of the according of approval to any document by the Meeting, the time and place where the document can be inspected shall be specified in the statement aforesaid.
Omission to give notice not to invalidate proceedings	**106.** The accidental omission to give such notice as aforesaid to or non-receipt thereof by any Member or other person to whom it should be given, shall not invalidate the proceedings of any such Meeting.

MEETING OF MEMBERS

Title of Article	Article Number and contents
Notice of business to be given	**107.** No General Meeting, Annual or Extra-Ordinary shall be competent to enter upon, discuss or transact any business which has not been mentioned in the notice or notices convening the Meeting.
Quorum	**108.** The quorum for General Meetings shall be as under:- (i) five members personally present if the number of members as on the date of meeting is not more than one thousand; (ii) fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand; (iii) thirty members personally present if the number of members as on the date of the meeting exceeds five thousand; No business shall be transacted at the General Meeting unless the quorum requisite is present at the commencement of the Meeting. A body corporate being a Member shall be deemed to be personally present if it is represented in accordance with Section 113 of the Companies Act, 2013. The President of India or the Governor of a State being a Member of the Company shall be deemed to be personally present if it is presented in accordance with Section 113 of the Companies Act, 2013.
If quorum not present when Meeting to be dissolved and when to be adjourned	**109.** If within half an hour from the time appointed for holding a Meeting of the Company, a quorum is not present, the Meeting, if called by or upon the requisition of the Members shall stand dissolved and in any other case the Meeting shall stand, adjourned to the same day in the next week or if that day is a public holiday until the next succeeding day which is not a public holiday, at the same time and place or to such other day and at such other time and place as the Board may determine. If at the adjourned meeting also, a quorum is not present within half an hour from the time appointed for holding the Meeting, the Members present shall be a quorum and may transact the business for which the Meeting was called.
Resolution passed at adjourned Meeting	**110.** Where a resolution is passed at an adjourned Meeting of the Company, the resolution for all purposes is treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date.
Chairman of General Meeting.	**111.** At every General Meeting the Chair shall be taken by the Chairman of the Board of Directors. If at any Meeting, the Chairman of the Board of Directors is not present within ten minutes after the time appointed for holding the Meeting or though present, is unwilling to act as Chairman, the Vice Chairman of the Board of Directors would act as Chairman of the Meeting and if Vice Chairman of the Board of Directors is not present or, though present, is unwilling to act as Chairman, the Directors present may choose

Title of Article	Article Number and contents
	one of themselves to be a Chairman, and in default or their doing so or if no Directors shall be present and willing to take the Chair, then the Members present shall choose one of themselves, being a Member entitled to vote, to be Chairman.
Act for resolution sufficiently done or passed by Ordinary Resolution unless otherwise required	**112.** Any act or resolution which, under the provisions of these Articles or of the Act, is permitted or required to be done or passed by the Company in General Meeting shall be sufficiently done so or passed if effected by an Ordinary Resolution unless either the Act or the Articles specifically require such act to be done or resolution be passed by a Special Resolution.
Business confined to election of Chairman whilst the Chair is vacant	**113.** No business shall be discussed at any General Meeting except the election of a Chairman whilst the Chair is vacant.
Chairman may adjourn Meeting	**114.** (a) The Chairman may with the consent of 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. (b) No business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place (c) 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. (d) Save as aforesaid, it shall not be necessary to give any notice of an adjournment of or of the business to be transacted at any adjourned Meeting.
How questions are decided at Meetings	**115.** Every question submitted to a General Meeting shall be decided in the first instance by a show of hands unless the poll is demanded as provided in these Articles.
Chairman's declaration of result of voting on show of hands	**116.** A declaration by the Chairman of the Meeting that on a show of hands, a resolution has or has not been carried either unanimously or by a particular majority, and an entry to that effect in the book containing the minutes of the proceeding of the Company's General Meeting shall be conclusive evidence of the fact, without proof of the number or proportion of votes cast in favour of or against such resolution.
Demand of poll	**117.** Before or on the declaration of the result of the voting on any resolution on a show of hands a poll may be ordered to be taken by the Chairman of the Meeting on his own motion and shall be ordered to be taken by him on a demand made in that behalf by any Member or Members present in person or by proxy and holding Shares in the Company

Title of Article	Article Number and contents
	which confer a power to vote on the resolution not being less than one-tenth of the total voting power in respect of the resolution, or on which an aggregate sum of not less than fifty thousand rupees has been paid up. The demand for a poll may be withdrawn at any time by the Person or Persons who made the demand.
Time of taking poll	**118.** A poll demanded on a question of adjournment or election of a Chairman shall be taken forthwith. A poll demanded on any other question shall be taken at such time notbeing later than forty-eight hours from the time when the demand was made and in such manner and place as the Chairman of the Meeting may direct and the result of the poll shall be deemed to be the decision of the Meeting on the resolution on which the poll was taken.
Chairman's casting vote	**119.** In the case of equality of votes, the Chairman shall both on a show of hands and on a poll (if any) have a casting vote in addition to the vote or votes to which he may be entitled as a Member.
Appointment of scrutineers	**120.** Where a poll is to be taken, the Chairman of the Meeting shall appoint two scrutineers to scrutinise the vote given on the poll and to report thereon to him. One of the scrutineers so appointed shall always be a Member (not being an officer or employee of the Company) present at the Meeting, provided such a Member is available and willing to be appointed. The Chairman shall have power, at any time before the result of the poll is declared, to remove a scrutineer from office and fill vacancies in the office of the scrutineer arising from such removal or from any other cause.
Demand for poll not to prevent transaction of other business	**121.** The demand for a poll shall not prevent transaction of other business (except on the question of the election of the Chairman and of an adjournment) other than the question on which the poll has been demanded.
Special notice	**122.** Where by any provision contained in the Act or in these Articles, special notice is required for any resolution, the notice of the intention to move the resolution shall be given to the Company not less than fourteen days before the Meeting at which it is to be moved, exclusive of the day which the notice is served or deemed to be served on the day of the Meeting. The Company shall immediately after the notice of the intentionto move any such resolution has been received by it, give its Members notice of the resolution in the same manner as it gives notice of the Meeting, or if that is not practicable shall give them notice thereof, either by advertisement in a newspaper having an appropriate circulation or in any other mode allowed by these presents not less than seven days before the Meeting.

VOTES OF MEMBERS

Title of Article	Article Number and contents
Member paying money in advance not to be entitled to vote in respect thereof	**123.** A Member paying the whole or a part of the amount remaining unpaid on any Share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of moneys so paid by him until the same would but for such payment become presently payable.
Restriction on exercise of voting rights of Members who have not paid calls	**124.** No Member shall exercise any voting rights in respect of any Shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien.
Number of votes to which Member entitled	**125.** Subject to the provisions of Article 123, every Member of the Company holding any equity share capital and otherwise entitled to vote shall, on a show of hands when present in person (or being a body corporate present by a representative duly authorized) have one vote and on a poll, when present in person (including a body corporate by a duly authorized representative), or by an agent duly authorized under a Power of Attorney or by proxy, his voting right shall be in proportion to his share of the paid-up equity share capital of theCompany. Provided however, if any preference shareholder is present at any meeting of the Company, (save as provided in sub-section (2) of Section 47 of Companies Act, 2013) he shall have a right to vote only on resolutions before the Meeting which directly affect the rights attached to his preference shares. A Member is not prohibited from exercising his voting rights on the ground that he has not held his Shares or interest in the Company for any specified period preceding the date on which the vote is taken.
Votes of Members of unsound mind	**126.** A Member of unsound mind, or in respect of whom 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.
Votes of joint Members	**127.** If there be joint registered holders of any Shares, one of such persons may vote at any Meeting personally or by an agent duly authorized under a Power of Attorney or by proxy in respect of such Shares, as if he were solely entitled thereto but the proxy so appointed shall not have any right to speak at the Meeting, and if morethan one of such joint holders be present at any Meeting either personally or by agent or by proxy, that one of the said persons so present whose name appears higher on the Register of Members shall alone be entitled to speak and to vote in respect of such Shares, but the other holder(s) shall be entitled to vote in preference to a person present by an agent

Title of Article	Article Number and contents
	duly authorized under a Power of Attorney or by proxy although the name of such person present by agent or proxy stands first or higher in the Register of Members in respect of such Shares. Several executors or administrators of a deceased Member in whose name Shares stand shall for the purpose of these Articles be deemed joint holders thereof.
Representation of body corporate	**128.** (a) A body corporate (whether a company within the meaning of the Act or not) may, if it is a Member or creditor of the Company (including a holder of Debentures) authorize such person as it thinks fit by a resolution of its Board of Directors or other governing body, to act as its representative at any Meeting of the Company or any class of shareholders of the Company or at any meeting of the creditors of the Company or Debenture-holders of the Company. A person authorized by resolutions aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate which he represents as that body could exercise if it were an individual Member, shareholder, creditor or holder of Debentures of the Company. The production of a copy of the resolution referred to above certified by a Director or the Secretary of such body corporate before the commencement of the Meeting shall be accepted by the Company as sufficient evidence of the validity of the said representatives' appointment and his right to vote thereat. (b) Where the President of India or the Governor of a State is a Member of the Company, the President or as the case may be the Governor may appoint such person as he thinks fit to act as his representative at any Meeting of the Company or at any meeting of any class of shareholders of the Company and such a person shall be entitled to exercise the same rights and powers, including the right to vote by proxy, as the President, or as the case may be, the Governor could exercise as a Member of the Company.
Votes in respects of deceased or insolvent Members	**129.** Any person entitled under the Transmission Article to transfer any Shares may vote at any General Meeting in respect thereof in the same manner as if he was the registered holder of such Shares; provided that at least forty-eight hours before the time of holding the Meeting or adjourned Meeting, as the case may be, at which he proposes to vote, he shall satisfy the Directors of the right to transfer such Shares and give such indemnity (if any) as the Directors may require unless the Directors shall have previously admitted his right to vote at such Meeting in respect thereof.
Voting in person or by proxy	**130.** Subject to the provisions of these Articles, votes may be given either personally or by proxy. A body corporate being a Member may vote either by a proxy or by a representative duly authorized in accordance with Section 105 of the Companies Act, 2013.

Title of Article	Article Number and contents
Rights of Members to use votes differently	**131.** On a poll taken at a Meeting of the Company a Member entitled to more than one vote or his proxy, or other persons entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses
Proxies	**132.** Any Member of the Company entitled to attend and vote at a Meeting of the Company, shall be entitled to appoint another person (whether a Member or not) as his proxy to attend and vote instead of himself. PROVIDED that a proxy so appointed shall not have any right whatsoever to speak at the Meeting. Every notice convening a Meeting of the Company shall state that a Member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of himself, and that a proxy need not be a Member of the Company.
Proxy either for specified meeting or for a period	**133.** An instrument of proxy may appoint a proxy either for the purposes of a particular Meeting specified in the instrument and any adjournment thereof or it mayappoint a proxy for the purpose of every Meeting to be held before a date specified in the instrument and every adjournment of any such Meeting.
No proxy to vote on a show of hands	**134.** No proxy shall be entitled to vote by a show of hands.
Instrument of proxy when to be deposited	**135.** The instrument appointing a proxy and the Power of Attorney or authority (if any) under which it is signed or a notarially certified copy of that Power of Attorney or authority, shall be deposited at the Registered Office of the Company at least forty-eight hours before the time for holding the Meeting at which the person named in the instrument purposes to vote and in default the instrument of proxy shall not be treated as valid.
Form of Proxy	**136.** Every instrument of proxy whether for a specified Meeting or otherwise shall, as nearly as circumstances will admit, be in any of the forms as prescribed in the Companies Act, 2013, and signed by the appointer or his attorney duly authorized in writing or if the appointer is a body corporate, be under its seal or be signed by any officer or attorney duly authorized by it.
Validity of votes given by proxy notwithstanding revocation of authority	**137.** 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 revocation of the proxy or of any Power of Attorney under which such proxy was signed, or the transfer of the Share in respect of which the vote is given, provided that no intimation in writing of the death, insanity, revocation or transfer shall have been received by the Company at the Registered Office before the commencement of the Meeting or adjourned Meeting

Title of Article	Article Number and contents
	at which the proxy is used provided nevertheless that the Chairman of any Meeting shall be entitled to require such evidence as he may in his discretion think fit of the due execution of an instrument of proxy and of the same not having been revoked.
Time for objection to vote	**138.** No objection shall be made to the qualification of any voter or to the validity of a vote except at the Meeting or adjourned Meeting at which the vote objected to is given or tendered, and every vote, whether given personally or by proxy, not disallowed at such Meeting, shall be valid for all proposes and such objection made in due time shall be referred to the Chairman of the Meeting.
Chairman of any Meeting to be the judge of Validity of any value	**139.** The Chairman of any Meeting shall be the sole judge of the validity of every vote tendered at such Meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll. The decision of the Chairman shall be final and conclusive.
Custody of Instrument	**140.** If any such instrument of appointment is confined to the object of appointing at attorney or proxy for voting at Meetings of the Company, it shall remain permanently or for such time as the Directors may determine, in the custody of the Company. If such instrument embraces other objects, a copy thereof examined with the original shall be delivered to the Company to remain in the custody of the Company.

DIRECTORS

Title of Article	Article Number and contents
Number of Directors	**141.** Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Companies Act, 2013, the number of Directors shall not be less than three and not more than fifteen. **141A** **First Directors** of the Company were: i. Mr. Aditya Gupta ii. Ms. Karuna Chhabra
Appointment of Directors	**142.** The appointment of Directors of the Company shall be in accordance with the provisions of the Act and these Articles, to the extent applicable.

Title of Article	Article Number and contents
Debenture Directors	**143.** Any Trust Deed for securing Debentures may if so arranged, provide for the appointment, from time to time by the Trustees thereof or by the holders of Debentures, of some person to be a Director of the Company and may empower such Trustees or holder of Debentures, from time to time, to remove and re-appoint any Director so appointed. The Director appointed under this Article is herein referred to as "Debenture Director" and the term “Debenture Director” means the Director for the time being in office under this Article. The Debenture Director shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provisions as may be agreed between the Company and the Trustees and all such provisions shall have effect notwithstanding any of the other provisions contained herein.
Nominee Director or Corporation Director	**144.** (a) Notwithstanding anything to the contrary containedin these Articles, so long as any moneys remain owing by the Company to any Finance Corporation or Credit Corporation or to any Financing company or body, (which corporation or body is hereinafter in this Article referred to as “the corporation”) out of any loans granted or to be granted by them to the Company or so long as the corporation continue to hold Debentures in the Company by direct subscription or private placement, or so long as the Corporation holds Shares in the Company as a result of underwriting or direct subscription or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time any person or persons as a Director, whole time or non-whole time (which Director or Directors is/are hereinafter referred to as "Nominee Director(s)") on the Board of the Company and to remove from such office any persons so appointed and to appoint any person or persons in his/their places. (b) The Board of Directors of the Company shall have no power to remove from office the Nominee Director(s). Such Nominee Director(s) shall not be required to hold any Share qualification in the Company. Further Nominee Director shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Directors(s) shall be entitled to the same rights and privileges and be subject to the obligations as any other Director of the Company. (c) The Nominee Director(s) so appointed shall hold the said office only so long as any moneys remain owing by the Company to the Corporation and the Nominee Director/s so appointed in exercise of the said power, shall *ipso facto* vacate such office immediately on the moneys owing by the Company to the Corporation being paid off. (d) The Nominee Director(s) appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and all the Meetings of the Committee of which the Nominee Director(s) is/are Member(s) as also the minutes of such Meetings. The Corporation shall also be entitled to receive all such notices and minutes.

Title of Article	Article Number and contents
	(e) The sitting fees in relation to such Nominee Director(s) shall also accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation. Any other fees, commission, moneys or remuneration in any form is payable to the Nominee Director of the Company, such fees, commission, moneys and remuneration in relation to such Nominee Director(s) shall accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or such Nominee Director(s), in connection with their appointment or Directorship, shall also be paid or reimbursed by the Company to the Corporation or as the case may be to such Nominee Director/s provided that if any such Nominee Director/s is/are an officer(s) of the Corporation.. Provided also that in the event of the Nominee Director(s) being appointed as Whole-time Director(s); such Nominee Director/s shall exercise such power and duties as may be approved by the lenders and have such rights as are usually exercised or available to a whole-time Director in the management of the affairs of Company. Such Nominee Director shall be entitled to receive such remuneration, fees, commission and moneys as may be approved by the Corporation(s) nominated by him.
Special Director	**145.** (a) In connection with any collaboration arrangement with any company or corporation or any firm or person for supply of technical know-how and/or machinery or technical advice the directors may authorize such company, corporation, firm or person herein-after in this clause referred to as "collaboration" to appoint from time to time any person as director of the company (hereinafter referred to as "special director") and may agree that such special director shall not be liable to retire by rotation and need not possess any qualification shares to qualify him for office of such director, so however that such special director shall hold office so long as such collaboration arrangement remains in force unless otherwise agreed upon between the Company and such collaborator under the collaboration arrangements or at any time thereafter. (b) The collaborators may at any time and from time to time remove any such special director appointed by it and may at the time of such removal and also in the case of death or resignation of the person so appointed, at any time appoint any other person as special director in his place and such appointment or removal shall be made in writing signed by such company or corporation or any partner or such person and shall be delivered to the Company at its registered office. (c) It is clarified that every collaborator entitled to appoint a director under this article may appoint one such person as a director and so that if more then one collaborator is so entitled there may be at any time as may special directors as the collaborators eligible to make the appointment.

Title of Article	Article Number and contents
Limit on number of non-retiring Directors	**146.** The provisions of Articles 143, 144 and 145 are subject to the provisions of Section 152 of the Companies Act, 2013 and number of such Directors appointed shall not exceed in the aggregate one third of the total number of Directors for the time being in office.
Alternate Director	**147.** The Board may appoint, an Alternate Director recommended for such appointment by the Director (hereinafter in this Article called "the Original Director") to act for him during his absence for a period of not less than three months from the State in which the meetings of the Board are ordinarily held. Every such Alternate Director shall, subject to his giving to the Company an address in India at which notice may be served on him, be entitled to notice of meetings of Directors and to attend and vote as a Director and be counted for the purposes of a quorum and generally at such Meetings to have and exercise all the powers and duties and authorities of the Original Director. The Alternate Director appointed under this Article shall vacate office as and when the Original Director returns to the State in which the meetings of the Board are ordinarily held and if the term of office of the Original Director is determined before he returns to as aforesaid, any provisions in the Act or in these Articles for automatic reappointment of retiring Director in default of another appointment shall apply to the Original Director and not the Alternate Director.
Directors may fill in vacancies	**148.** The Directors shall have power at any time and from time to time to appoint any person to be a Director to fill a casual vacancy. Such casual vacancy shall be filled by the Board of Directors at a meeting of the Board. Any person so appointed shall hold office only up to the date to which the Director in whose place he is appointed would have held office, if it had not been vacated as aforesaid. However, he shall then be eligible for re-election.
Additional Directors	**149.** Subject to the provisions of Section 161 of the Companies Act, 2013 the Directors shall have the power at any time and from time to time to appoint any other person to be a Director as an addition to the Board ("Additional Director") so that the total number of Directors shall not at any time exceed the maximum fixed by these Articles. Any person so appointed as an Additional Director to the Board shall hold his office only up to the date of the next Annual General Meeting and shall be eligible for election at such Meeting.
Qualification shares	**150.** A Director need not hold any qualification shares.
Directors' sitting fees	**151.** The fees payable to a Director for attending each Board meeting shall be such sum as may be fixed by the Board of Directors not exceeding such sum as may be prescribed by the Central Government for each of the meetings of the Board or a Committee thereof and adjournments thereto attended by him. The Directors, subject to the sanction of the

Title of Article	Article Number and contents
	Central Government (if any required) may be paid such higher fees as the Company in General Meeting shall from time to time determine.
Extra remuneration to Directors for special work	**152.** Subject to the provisions of Sections 188 and 197 of the Companies Act, 2013, if any Director, being willing, shall be called upon to perform extra services (which expression shall include work done by a Director as a Member of any Committee formed by the Directors or in relation to signing share certificate) or to make special exertions in going or residing or residing out of his usual place of residence or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or otherwise as may be determined by the Director, and such remuneration may be either in addition to or in substitution for his share in the remuneration herein provided. Subject to the provisions of the Act, a Director who is neither in the whole time employment nor a Managing Director may be paid remuneration either: i. by way of monthly, quarterly or annual payment with the approval of the Central Government; or ii. by way of commission if the Company by a Special Resolution authorized such payment.
Traveling expenses incurred by Directors on Company's business	**153.** The Board of Directors may subject to the limitations provided by the Act allow and pay to any Director who attends a meeting of the Board of Directors or any Committee thereof or General Meeting of the Company or in connection with the business of the Company at a place other than his usual place of residence, for the purpose of attending a Meeting such sum as the Board may consider fair compensation for traveling, hotel, and other incidental expenses properly incurred by him in addition to his fees for attending such Meeting as above specified.
Director may act notwithstanding vacancy	**154.** The continuing Director or Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the quorum fixed by these Articles for a meeting of the Board, the Director or Directors may act for the purpose of increasing the number of Directors or that fixed for the quorum or for summoning a General Meeting of the Company but for no other purposes.
Board resolution necessary for certain contracts	**155.** (1) Subject to the provisions of Section 188 of the Companies Act, 2013, except with the consent of the Board of Directors of the Company, a Director of the Company or his relative, a firm in which such a Director or relative is partner, any other partner in such a firm or a private company of which the Director is a member or director, shall not enter into any contract with the Company: (a) For the sale, purchase or supply of goods, materials or services; or (b) for underwriting the subscription of any Share in or debentures of the Company; (c) nothing contained in clause (a) of sub-clause (1) shall affect:-

Title of Article	Article Number and contents
	(i) the purchase of goods and materials from the Company, or the sale of goods and materials to the Company by any Director, relative, firm, partner or private company as aforesaid for cash at prevailing market prices; or (ii) any contract or contracts between the Company on one side and any such Director, relative, firm, partner or private company on the other for sale, purchase or supply of any goods, materials and services in which either the Company, or the Director, relative, firm, partner or private company, as the case may be regularly trades or does business. **PROVIDED THAT** such contract or contracts do not relate to goods and materials the value of which, or services the cost of which, exceeds five thousand rupees in the aggregate in any year comprised in the period of the contract or contracts. (b) Notwithstanding any contained in sub-clause (1) hereof, a Director, relative, firm partner or private company as aforesaid may, in circumstances of urgent necessity, enter without obtaining the consent of the Board, into any contract with the Company for the sale, purchase or supply of any goods, materials or services even if the value of such goods or cost of such services exceeds rupees five thousand in the aggregate in any year comprised in the period of the contract; but in such a case the consent of the Board shall be obtained at a Meeting within three months of the date on which the contract was entered into. (c) Every consent of the Board required under this Article shall be accorded by a resolution passed at a meeting of the Board required under clause (1) and the same shall not be deemed to have been given within the meaning of that clause unless the consent is accorded before the contract is entered into or within three months of the data on which was entered into. (d) If consent is not accorded to any contract under this Article, anything done in pursuance of the contract will be voidable at the option of the Board. (e) The Directors, so contracting or being so interested shall not be liable to the Company for any profit realised by any such contract or the fiduciary relation thereby established.
Disclosure to the Members of Directors' interest in contract appointing Managers, Managing Director or Whole-time Director	**156.** When the Company:- (a) enters into a contract for the appointment of a Managing Director or Whole-time Director in which contract any Director of the Company is whether directly or indirectly, concerned or interested; or (b) varies any such contract already in existence and in which a Director is concerned or interested as aforesaid, the provisions of Section 190 of the Companies Act, 2013 shall be complied with.

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Directors of interest	**157.** (a) A Director of the Company who is in any way, whether directly or indirectly concerned or interested in a contract entered into or to be entered into by or on behalf of the Company shall disclose the nature of his concern or interest at a meeting of the Board in the manner provided in Section 184 of the Companies Act, 2013.
General notice of disclosure	(b) A general notice, given to the Board by the Director to the effect that he is a director or is a member of a specified body corporate or is a member of a specified firm under Sections 184 of the Companies Act, 2013 shall expire at the end of the financial year in which it shall be given but may be renewed for a further period of one financial year at a time by fresh notice given in the last month of the financial year in which it would have otherwise expired. No such general notice and no renewal thereof shall be of effect unless, either it is given at a meeting of the Board or the Director concerned takes reasonable steps to secure that is brought up and read at the first meeting of the Board after it is given.
Directors and Managing Director may contract with Company	**158.** Subject to the provisions of the Act the Directors (including a Managing Director and Whole time Director) shall not be disqualified by reason of his or their office as such from holding office under the Company or from contracting with the Company either as vendor, purchaser, lender, agent, broker, lessor or lessee or otherwise, nor shall any such contract or any contracts or arrangement entered into by or on behalf of the Company with any Director or with any company or partnership of or in which any Director shall be a member or otherwise interested be avoided nor shall any Director so contracting be liable to account to the Company for any profit realized by such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established, but it is declared that the nature of his interest shall be disclosed as provided by Section 184 of the Companies Act, 2013 and in this respect all the provisions of Section 184 and 189 of the Companies Act, 2013 shall be duly observed and complied with.
Disqualification of the Director	**159.** A person shall not be capable of being appointed as a Director of the Company if:- (a) he has been found to be of unsound mind by a Court of competent jurisdiction and the finding is in force; (b) he is an undischarged insolvent; (c) he has applied to be adjudged an insolvent and his application is pending; (d) he has been convicted by a Court of any offence involving moral turpitude sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed form the date of expiry of the sentence; (e) he has not paid any call in respect of Shares of the Company held by him whether alone or jointly with others and six months have lapsed from the last day fixed for the payment of the call; or

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	(f) an order disqualifying him for appointment as Director has been passed by a Court, unless the leave of the Court has been obtained for his appointment.
Vacation of office by Directors	**160.** The office of Director shall become vacant if:- (a) he is found to be of unsound mind by a Court of competent jurisdiction; or (b) he applies to be adjudged an insolvent; or (c) he is adjudged an insolvent; or (d) he is convicted by a Court of any offence involving moral turpitude and sentenced in respect thereof to imprisonment for less than six months; or (e) he fails to pay any call in respect of Shares of the Company held by him, whether alone or jointly with others within six months from the last date fixed for the payment of the call unless the Central Government, by a notification in the Official Gazette removes the disqualification incurred by such failure; or (f) absents himself from three consecutive meetings of the Board of Directors, or from all meetings of the Board for a continuous period of three months, whichever is longer, without obtaining leave of absence from the Board; or (g) he (whether by himself or by any person for his benefit or on his account or any firm in which he is a partner or any private company of which he is a director), accepts a loan, or any guarantee or security for a loan, from the Company in contravention of Section 185 of the Companies Act, 2013; or (h) he being in any way whether directly or indirectly concerned or interested in a contract or arrangement or proposed contract or arrangement, entered into or to be entered into by or on behalf of the Company fails to disclose the nature of his concern or interest at a meeting of the Board of Directors as required by Section 184 of the Companies Act, 2013; or (i) he is removed by an Ordinary Resolution of the Company before the expiry of his period of notice; or (j) if by notice in writing to the Company, he resigns his office, or (k) having been appointed as a Director by virtue of his holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company.
Vacation of office by Directors (contd.)	**161.** Notwithstanding anything contained in sub-clauses (c), (d) and (i) of Article 160 hereof, the disqualification referred to in these clauses shall not take effect: (a) for thirty days from the date of the adjudication, sentence or order; (b) where any appeal or petition is preferred within thirty days aforesaid against the adjudication, sentence or conviction resulting in the sentence or order until the

Title of Article	Article Number and contents
	expiry of seven days from the date on which such appeal or petition is disposed of; or *(c)* where within the seven days aforesaid, any further appeal or petition is preferred in respect of the adjudication, sentence, conviction or order, and the appeal or petition, if allowed, would result in the removal of the disqualification, until such further appeal or petition is disposed of.
Removal of Directors	**162.** (a) The Company may subject to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013 and these Articles by Ordinary Resolution remove any Director not being a Director appointed by the Central Government in pursuance of Section 242 of the Companies Act, 2013 before the expiry of his period of office. (b) Special Notice as provided by these Articles or Section 115 of the Companies Act, 2013 shall be required of any resolution to remove a Director under this Article or to appoint some other person in place of a Director so removed at the Meeting at which he is removed. (c) On receipt of notice of a resolution to remove a Director under this Article; the Company shall forthwith send a copy thereof to the Director concerned and the Director (whether or not he is a Member of a Company) shall be entitled to be heard on the resolution at the Meeting. (d) where notice is given of a resolution to remove a Director under this Article and the Director concerned makes with respect thereto representations in writing to the Company (not exceeding reasonable length) and requests their notification to Members of the Company, the Company shall, unless the representations are, received by it too late for it to do so: (i) in the notice of the resolution given to the Members of the Company state the fact of the representations having been made, and (ii) send a copy of the representations to every Member of the Company to whom notice of the Meeting is sent (before or after the representations by the Company) and if a copy of the representations is not sent as aforesaid because they were received too late\or because of the Company's default, the Director may (without prejudice to his right to be heard orally) require that the representation shall be read out at the Meeting: **Provided** that copies of the representation need not be sent or read out at the Meeting if, on the application either of the Company or of any other person who claims to be aggrieved, the Court is satisfied that the rights concerned by this sub-clause are being abused to secure needless publicity for defamatory matter. (e) A vacancy created by the removal of the Director under this Article may, if he had been appointed by the Company in General Meeting or by the Board, in pursuance of Article 153 or Section 161 of the Companies Act, 2013 be filled by the appointment of another Director in his place by the Meeting at which he is removed, provided special notice of the intended appointment has been given under clause (b) hereof. A Director so appointed shall hold office until the date upto which his predecessor would have held office if he had not been removed as aforesaid.

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	(f) If the vacancy is not filled under sub-clause (e) hereof, it may be filled as a casual vacancy in accordance with the provisions, in so far as they are applicable of Article 148 or Section 161 of the Companies Act, 2013 and all the provisions of that Article and Section shall apply accordingly Provided that the Director who was removed from office under this Article shall not be re-appointed as a Director by the Board of Directors. (g) Nothing contained in this Article shall be taken:- (i) as depriving a person removed hereunder of any compensation of damages payable to him in respect of the termination of his appointment as Director, or (ii) as derogating from any power to remove a Director which may exist apart from this Article.
Interested Directors not to participate or vote in Board's proceedings	**163.** No Director shall as a Director take part in the discussion of or vote on any contract arrangement or proceedings entered into or to be entered into by or on behalf of the Company, if he is in any way, whether directly or indirectly, concerned or interested in such contract or arrangement, not shall his presence count for the purpose of forming a quorum at the time of any such discussion or voting, and if he does vote, his vote shall be void. Provided however, that nothing herein contained shall apply to:- (a) any contract of indemnity against any loss which the Directors, or any one or more of them, may suffer by reason of becoming or being sureties or a surety for the Company; (b) any contract or arrangement entered into or to be entered into with a public company or a private company which is a subsidiary of a public company in which the interest of the Director consists solely; (i) in his being: (a) a director of such company; and (b) the holder of not more than shares of such number of value therein as is requisite to qualify him for appointment as a director, thereof, he having been nominated as director by the company, or (ii) in his being a member holding not more than two percent of its paid-up share capital.
Director may be director ofcompaniespromoted by the Company	**164.** A Director may be or become a director of any company promoted by the Company, or in which it may be interested as a vendor, shareholder, or otherwise and no such Director shall be accountable for any benefit received as director or shareholder of such company except in so far Section 197 or Section 188 of the Companies Act, 2013 may be applicable.

ROTATION AND APPOINTMENT OF DIRECTORS

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Rotation of Directors	**165.** Not less than two third of the total number of Directors shall: (a) Be persons whose period of the office is liable to termination by retirement by rotation and (b) Save as otherwise expressly provided in the Articles be appointed by the Company in General Meeting.
Retirement of Directors	**166.** Subject to the provisions of Articles 145 and 147, the non-retiring Directors should be appointed by the Board for such period or periods as it may in its discretion deem appropriate.
Retiring Directors	**167.** Subject to the provisions of Section 152 of the Companies Act, 2013 and Articles 143 to 154, at every Annual General Meeting of the Company, one-third or such of the Directors for the time being as are liable to retire by rotation; or if their number is not three or a multiple of three the number nearest to one-third shall retire from office. The Debenture Directors, Nominee Directors, Corporation Directors, Managing Directors if any, subject to Article 180, shall not be taken into account in determining the number of Directors to retire by rotation. In these Articles a "Retiring Director" means a Director retiring by rotation.
Appointment of Technical or Executive Directors	**168.** (a) The Board of Directors shall have the right from time to time to appoint any person or persons as Technical Director or Executive Director/s and remove any such persons from time to time without assigning any reason whatsoever. A Technical Director or Executive Director shall not be required to hold any qualification shares and shall not be entitled to vote at any meeting of the Board of Directors. (b) Subject to the provisions of Section 161 of the Companies Act, 2013 if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.
Ascertainment of Directors retiring by rotation and	**169.** Subject to Section 152 of the Companies Act, 2013 the Directors retiring by rotation under Article 167 at every Annual General Meeting shall be those, who have been longest in office since their last appointment, but as between those who became Directors on the

Title of Article	Article Number and contents
filling of vacancies	same day, those who are to retire shall in default of and subject to any agreement amongst themselves be determined by the lot.
Eligibility for re-election	**170.** A retiring Director shall be eligible for re-election and shall act as a Director throughout and till the conclusion of the Meeting at which he retires.
Company to fill vacancies	**171.** At the General Meeting, at which a Director retires as aforesaid, the Company may fill up the vacancy by appointing the retiring Director or some other person thereto.
Provision in default of appointment	**172.** (a) If the place of retiring Director is not sofilled up and the Meeting has not expressly resolved not to fill the vacancy, the Meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a public holiday, till the next succeeding day which is not a public holiday, at the same time and place. (b) If at the adjourned Meeting also, the place of the retiring Director is not filled up and the Meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been re-appointed at the adjourned Meeting, unless: (i) at that Meeting or the previous Meeting a resolution for the re-appointment of such Director has been put to the Meeting and lost. (ii) the retiring Director has by a notice in writing addressed to the Company or its Board of Directors expressed his unwillingness to be sore-appointed. (iii) he is not qualified or is disqualified for appointment. (iv) a resolution, whether Special or Ordinary is required for his appointment or re-appointment by virtue of any provisions of the Act, or (v) section 162 of the Companies Act, 2013 is applicable to the case
Company may increase or reduce the number of Directors or remove any Director	**173.** Subject to the provisions of Section 149 and 152 of the Companies Act, 2013 the Company may by Ordinary Resolution from time to time, increase or reduce the number of Directors and may alter qualifications.
Appointment of Directors to be voted individually	**174.** (a) No motion, at any General Meeting of the Company shall be made for the appointment of two or more persons as Directors of the Company by a single resolution unless a resolution that it shall be so made has been first agreed to by the Meeting without any vote being given against it.

Title of Article	Article Number and contents
	(b) A resolution moved in contravention of clause (a) hereof shall be void, whether or not objection was taken at the time of its being so moved, provided where a resolution so moved has passed no provisions or the automatic re-appointment of retiring Directors in default of another appointment as therein before provided shall apply. (c) For the purposes of this Article, a motion for approving a person's appointment, or for nominating a person for appointment, shall be treated as a motion for his appointment.
Notice of candidature for office of Directors except in certain cases	**175.** (1) No person not being a retiring Director shall be eligible for election to the office of Director at any General Meeting unless he or some other Member intending to propose him has given at least fourteen days' notice in writing under his hand signifying his candidature for the office of a Director or the intention of such person to propose him as Director for that office as the case may be, along with a deposit of one lakh rupees or such higher amount as may be prescribed which shall be refunded to such person or, as the case may be, to such Member, if the person succeeds in getting elected as a Director or gets more than twenty-five per cent. of total valid votes cast either on show of hands or on poll on such resolution. (2) The Company shall inform its Members of the candidature of the person for the office of Director or the intention, of a Member to propose such person as candidate for that office in such manner as may be prescribed. (3) Every person (other than Director retiring by rotation or otherwise or a person who has left at the office of the Company a notice under Section 160 of the Companies Act, 2013 signifying his candidature for the office of a Director) proposed as a candidate for the office a Director shall sign and file with the Company his consent in writing to act as a Director, if appointed. (4) A person other than: (a) a Director appointed after retirement by rotation or immediately on the expiry of his term of office, or (b) an Additional or Alternate Director or a person filling a casual vacancy in the office of a Director under Section 161 of the Companies Act, 2013 appointed as a Director or re-appointed as an additional or alternate Director, immediately on the expiry of his term of office shall not act as a Director of the Company unless he has within thirty days of his appointment signed and filled with the Registrar his consent in writing to act as such Director.

Disclosure by Directors of their holdings of their Shares and debentures of the Company	**176.** Every Director and every person deemed to be Director of the Company by virtue of Section 170 of the Companies Act, 2013 shall give notice to the Company of such matters relating to himself as may be necessary for the purpose of enabling the Company to comply with the provisions of that Section. Any such notice shall be given in writing and if it is not given at a meeting of the Board the person giving the notice shall take all reasonable steps to secure that it is brought up and read at the next meeting of the Board after it is given.
Votes of Body Corporate	**177.** A body corporate, whether a company within the meaning of the Act or not, which is a member of the Company, may by resolution of its Board of Directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of the company or at any meeting of any class of members of the company and the persons so authorized shall be entitled to exercise the same rights and power (including the right to vote by proxy) on behalf of the body corporate which he represents as that body could exercise as if it were an individual member of the company and the production of a copy of the Minutes of such resolution certified by a director or the copy of the Minutes of such resolution certified by a Director or the Secretary of such body corporate as being a true copy of the Minutes of such resolution shall be accepted as sufficient evidence of the validity of the said representative's appointment and of his right to vote.

MANAGING DIRECTOR

Title of Article	Article Number and contents
Powers to appoint Managing Director	**178.** Subject to the provisions of Section 196 and 203 of the Companies Act, 2013 the Board may, from time to time, appoint one or more Directors to be Managing Director or Managing Directors or Whole-time Directors of the Company, for a fixed term not exceeding five years as to the period for which he is or they are to hold such office, and may, from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places. (a) The Managing Director shall perform such functions and exercise such powers as are delegated to him by the Board of Directors of the Company in accordance with the provisions of the Companies Act, 2013 and Companies Act, 1956, to the extent applicable. (b) Subject to the provisions of Section 152 of the Companies Act, 2013 the Managing Director shall not be, while he continues to hold that office, subject to retirement by rotation.
Remuneration of Managing Director	**179.** Subject to the provisions of Sections 196 and 197 of the Companies Act, 2013 a Managing Director shall, in addition to any remuneration that might be payable to him as a Director

Title of Article	Article Number and contents
	of the Company under these Articles, receive such remuneration as may from time to time be approved by the Company.
Special position of Managing Director	**180.** Subject to any contract between him and the Company, a Managing or Whole-time Director shall not, while he continues to hold that office, be subject to retirement by rotation and he shall not be reckoned as a Director for the purpose of determining the rotation of retirement of Directors or in fixing the number of Directors to retire but (subject to the provision of any contract between him and the Company), he shall be subject to the same provisions as to resignation and removal as the Directors of the Company and shall, *ipso facto* and immediately, cease to be a Managing Director if he ceases to hold the office of Director from any cause.
Powers of Managing Director	**181.** The Director may from time to time entrust to and confer upon a Managing Director or Whole-time Director for the time being such of the powers exercisable under these provisions by the Directors, as they may think fit, and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions, as they think expedient and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf and from time to time, revoke, withdraw, alter, or vary all or any of such powers.
	182. The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Whole-time Director or Whole-time Directors of the Company and may exercise all the powers referred to in these Articles.
	183. Receipts signed by the Managing Director for any moneys, goods or property received in the usual course of business of the Company or for any money, goods, or property lent to or belonging to the Company shall be an official discharge on behalf of and against the Company for the money, funds or property which in such receipts shall be acknowledged to be received and the persons paying such moneys shall not be bound to see to the application or be answerable for any misapplication thereof. The Managing Director shall also have the power to sign, accept and endorse cheques on behalf of the Company.
	184. The Managing Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time by the appointment of any attorney or attorneys for the management and transaction of the affairs of the Company in any specified locality in such manner as they may think fit.

	185. Notwithstanding anything contained in these Articles, the Managing Director is expressly allowed generally to work for and contract with the Company and especially to do the work of Managing Director and also to do any work for the Company upon such terms and conditions and for such remuneration (subject to the provisions of the Act) as may from time to time be agreed between him and the Directors of the Company.
Appointment and powers of Manager	**186.** The Board may, from time to time, appoint any person as Manager (under Section 2(53) of the Companies Act, 2013) to manage the affairs of the Company. The Board may from time to time entrust to and confer upon a Manager such of the powers exercisable under these Articles by the Directors, as they may think fit, and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient.

WHOLE TIME DIRECTOR

Title of Article	Article Number and contents
Power to appoint Whole-Time Director and/or Whole-time Directors	**187.** Subject to the provisions of the Act and of these Articles, the Board may from time to time with such sanction of the Central Government as may be required by law appoint one or more of its Director/s or other person/s as Whole-Time Director or Whole-Time Directors of the Company out of the Directors/persons nominated under Article only either for a fixed term that the Board may determine or permanently for life time upon such terms and conditions as the Board may determine and thinks fit. The Board may by ordinary resolution and/or an agreement/s vest in such Whole-Time Director or Whole Time Directors such of the powers, authorities and functions hereby vested in the Board generally as it thinks fit and such powers may be made exercisable and for such period or periods and upon such conditions and subject to such restrictions as it may be determined or specified by the Board and the Board has the powers to revoke, withdraw, alter or vary all or any of such powers and/or remove or dismiss him or them and appoint another or others in his or their place or places again out of the Directors/persons nominated under Article 188 only. The Whole Time Director or Whole Time Directors will be entitled for remuneration as may be fixed and determined by the Board from time to time either by way of ordinary resolution or a Court act/s or an agreement/s under such terms not expressly prohibited by the Act.
To what provisions Whole time Directors shall subject	**188.** Subject to the provisions of Section 152 of the Companies Act, 2013 and these Articles, a Whole Time Director or Whole Time Directors shall not, while he/they continue to hold that office, be liable to retirement by rotation but (subject to the provisions of any contract between him/they and the Company) he/they shall be subject to the same provision as to resignation and removal as the other Directors and he/they shall *ipso facto* and immediately ceases or otherwise cease to hold the office of Director/s for any reason whatsoever save that if he/they shall vacate office whether by retirement, by rotation or otherwise under the provisions of the Act in any Annual General Meeting and shall be re-

	appointed as a Director or Directors at the same meeting he/they shall not by reason only of such vacation, cease to be a Whole Time Director or Whole Time Directors.
Seniority of Whole Time Director and Managing Director	**189.** If at any time the total number of Managing Directors and Whole Time Directors is more than one-third who shall retire shall be determined by and in accordance with their respective seniorities. For the purpose of this Article, the seniorities of the Whole Time Directors and Managing Directors shall be determined by the date of their respective appointments as Whole Time Directors and Managing Directors of the Company.

PROCEEDINGS OF THE BOARD OF DIRECTORS

Title of Article	Article Number and contents
Meeting of Directors	**190.** The Directors may meet together as a Board for the dispatch of business from time to time, and unless the Central Government by virtue of the provisions of Section 173 of the Companies Act, 2013 allow otherwise, Directors shall so meet at least once in every three months and at least four such Meetings shall be held in every year. The Directors may adjourn and otherwise regulate their Meetings as they think fit. The provisions of this Article shall not be deemed to have been contravened merely by reason of the fact that the meeting of the Board which had been called in compliance with the terms of this Article could not be held for want of a quorum.
Quorum	**191.** (a) Subject to Section 174 of the Companies Act, 2013 the quorum for a meeting of the Board of Directors shall be one-third of its total strength (excluding Directors, if any, whose place may be vacant at the time and any fraction contained in that one third being rounded off as one) or two Directors whichever is higher. PROVIDED that where at any time the number of interested Directors at any meeting exceeds or is equal to two-third of the Total Strength, the number of the remaining Directors that is to say, the number of directors who are not interested present at the Meeting being not less than two shall be, the quorum during such time. (b) For the purpose of clause (a) (i) "Total Strength" means total strength of the Board of Directors of the Company determined in pursuance of the Act after deducting there from number of the Directors if any, whose places may be vacant at the time, and (ii) "Interested Directors" mean any Directors whose presence cannot by reason of any provisions in the Act count for the purpose of forming a quorum at a meeting of the Board at the time of the discussion or vote on any matter.

Procedure when Meeting adjourned for want of quorum	**192.** If a meeting of the Board could not be held for want of quorum then, the Meeting shall automatically stand adjourned till the same day in the next week, at the same time and place, or if that day is a public holiday, till the next succeeding day which is not a public holiday at the same time and place, unless otherwise adjourned to a specific date, time and place.
Chairman of Meeting	**193.** The Chairman of the Board of Directors shall be the Chairman of the meetings of Directors, provided that if the Chairman of the Board of Directors is not present within five minutes after the appointed time for holding the same, meeting of the Director shall choose one of their members to be Chairman of such Meeting.
Question at Board meeting how decided	**194.** Subject to the provisions of Section 203 of the Companies Act, 2013 questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of any equality of votes, the Chairman shall have a second or casting vote.
Powers of Board meeting	**195.** A meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which by or under the Act, or the Articles for the time being of the Company which are vested in or exercisable by the Board of Directors generally.
Directors may appoint Committee	**196.** The Board of Directors may subject to the provisions of Section 179 and other relevant provisions of the Companies Act, 2013 and of these Articles delegate any of the powers other than the powers to make calls and to issue debentures to such Committee or Committees and may from time to time revoke and discharge any such Committee of the Board, either wholly or in part and either as to the persons or purposes, but every Committee of the Board so formed shall in exercise of the powers so delegated conform to any regulation(s) that may from time to time be imposed on it by the Board of Directors. All acts done by any such Committee of the Board in conformity with such regulations and in fulfillment of the purpose of their appointments, but not otherwise, shall have the like force and effect, as if done by the Board.
Meeting of the Committee how to be governed	**197.** The meetings and proceedings of any such Committee of the Board consisting of two or moremembers shall be governed by the provisions hereincontained for regulating the meetings and proceedingsof the Directors, so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding article. Quorum for the Committee meetings shall be two.
Circular resolution	**198.** (a) A resolution passed by circulation without a meeting of the Board or a Committee of the Board appointed under Article 197 shall subject to the provisions of sub-clause (b) hereof and the Act, be as valid and effectual as the resolution duly passed at a meeting of Directors or of a Committee duly called and held.

	(b) A resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation if the resolution has been circulated in draft together with necessary papers if any to all the Directors, or to all the members of the Committee, then in India (not being less in number than the quorum fixed for a meeting of the Board or Committee as the case may be) and to all other Directors or members of the Committee at their usual addresses in India or to such other addresses outside India specified by any such Directors or members of the Committee and has been approved by such of theDirectors or members of the Committee, as are then in India, or by a majority of such of them as are entitled to vote on the resolution.
Acts of Board or Committee valid notwithstanding defect in appointment	**199.** All acts done by any meeting of the Board or by a Committee of the Board or by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered; that there was some defect in the appointment of one or more of such Directors or any person acting as aforesaid; or that they or any of them were disqualified or had vacated office or that the appointment of any of them is deemed to be terminated by virtue of any provision contained in the Act or in these Articles, be as valid as if every such person had been duly appointed and was qualified to be a Director; provided nothing in the Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.

POWERS OF THE BOARD

Title of Article	Article Number and contents
General powers of management vested in the Board of Directors	**200.** The Board may exercise all such powers of the Company and do all such acts and things as are not, by the Act, or any other Act or by the Memorandum or by the Articles of the Company required to be exercised by the Company in General Meeting, subject nevertheless to these Articles, to the provisions of the Act, or any other Act and to such regulations being not inconsistent with the aforesaid Articles, as may be prescribed by the Company in General Meeting but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made. Provided that the Board shall not, except with the consent of the Company in General Meeting :- (a) sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking of the whole, or substantially the whole, of any such undertaking; (b) remit, or give time for the repayment of, any debt due by a Director, (c) invest otherwise than in trust securities the amount of compensation received by the Company in respect of the compulsory acquisition or any such undertaking as is referred to in clause (a) or of any premises or properties used for any such undertaking and without which it cannot be carried on or can be carried on only with difficulty or only after a considerable time; (d) borrow moneys where the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), will exceed the aggregate of

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	the paid-up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose; (e) contribute to charitable and other funds not directly relating to the business of the Company or the welfare of its employees, any amounts the aggregate of which will, in any financial year, exceed fifty thousand rupees or five per cent of its average net profits as determined in accordance with the provisions of Section 349 and 350 of the Act during the three financial years immediately preceding whichever is greater, provided that the Company in the General Meeting or the Board of Directors shall not contribute any amount to any political party or for any political purposes to any individual or body; (i) Provided that in respect of the matter referred to in clause (d) and clause (e) such consent shall be obtained by a resolution of the Company which shall specify the total amount upto which moneys may be borrowed by the Board under clause (d) of as the case may be total amount which may be contributed to charitable or other funds in a financial year under clause (e) (ii) Provided further that the expression "temporary loans" in clause (d) above shall mean loans repayable on demand or within six months from the date of the loan such as short term cash credit arrangements, the discounting of bills and the issue of other short term loans of a seasonal character, but does not include loans raised for the purpose of financing expenditure of a capital nature.
Certain powers to be exercised by the Board only at Meetings	**201.** (1) Without derogating from the powers vested in the Board of Directors under these Articles, the Board shall exercise the following powers on behalf of the Company and they shall do so only by means of resolutions passed at the meeting of the Board; (a) the power to make calls, on shareholders in respect of money unpaid on their Shares, (b) the power to issue Debentures, (c) the power to borrow moneys otherwise than on Debentures, (d) the power to invest the funds of the Company, and (e) the power to make loans Provided that the Board may, by resolution passed at a Meeting, delegate to any Committee of Directors, the Managing Director, the Manager or any other principal officer of the Company, the powers specified in sub-clause (c),(d) and (e) to the extent specified below. (2) Every resolution delegating the power referred to in sub-clause (1)(c) above shall specify the total amount outstanding at any one time, upto which moneys may be borrowed by the delegate. (3) Every resolution delegating the power referred to in sub-clause (1)(d) above shall specify the total amount upto which the funds of the Company may be invested, and the nature of the investments which may be made by the delegate.

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	(4) Every resolution delegating the power referred to in sub-clause (1)(e) above shall specify the total amount upto which loans may be made and the maximum amount of loans which may be made for each such purpose in individual cases.
Certain powers of the Board	**202.** Without prejudice to the general powers conferred by the last preceding Article and so as not in any way to limit or restrict those powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the last preceding Article, it is hereby declared that the Directors shall have the following powers, that is to say, power: (1) To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company. (2) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 76 and 208 of the Act. (3) Subject to Section 292 and 297 and other provisions applicable of the Act to purchase or otherwise acquire for the Company any property, right or privileges which the Company is authorized to acquire, at or for such price or consideration and generally on such terms and conditions as they may think fit and in any such purchase or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory. (4) At their discretion and subject to the provisions of the Act to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or partially in cash or in share, bonds, debentures, mortgages, or other securities of the Company, and any such Shares may be issued either as fully paid-up or with such amount credited as paid-up thereon as may be agreed upon and any such bonds, debentures, mortgages or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged. (5) To secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as they may think fit. (6) To accept from any Member, as far as may be permissible by law to a surrender of his Shares or any part thereof, on such terms and conditions as shall be agreed. (7) To appoint any person to accept and hold in trust for the Company any property belonging to the Company, in which it is interested, or for any other purpose and to execute and do all such deeds and things as may be required in relation to any trust, and to provide for the remuneration of such trustee or trustees. (8) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any debts due and of any claim or demands by or against the Company and to refer any differences to arbitration and observe and perform any awards made thereon either according to Indian law or according to foreign law and either in India or abroad and to observe and perform or challenge any award made thereon.

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	(9) To act on behalf of the Company in all matters relating to bankruptcy and insolvency, winding up and liquidation of companies. (10) To make and give receipts, releases and other discharges for moneys payable to the Company and for the claims and demands of the Company. (11) Subject to the provisions of Sections 291, 292, 295, 370, 372 and all other applicable provisions of the Act, to invest and deal with any moneys of the Company not immediately required for the purpose thereof upon such security (not being Shares of this Company), or without security and in such manner as they may think fit and from time to time vary or realise such investments. Save as provided in Section 49 of the Act, all investments shall be made and held in the Company's own name. (12) To execute in the name and on behalf of the Company, in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or surety, for the benefit of the Company, such mortgages of the Company's property (present and future) as they think fit, and any such mortgage may contain a power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon. (13) To open bank account and to determine from time to time who shall be entitled to sign, on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose. (14) To distribute by way of bonus amongst the staff of the Company a Share or Shares in the profits of the Company and to give to any Director, officer or other person employed by the Company a commission on the profits of any particular business or transaction and to charge such bonus or commission as a part of the working expenses of the Company. (15) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of Section 293(1)(e) of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise. (16) Before recommending any dividend, to set aside out of the profits of the Company such sums as they may think proper for depreciation or to depreciation fund, or to an insurance fund, or as reserve fund or any special fund to meet contingencies or to repay redeemable preference shares or debentures or debenture stock, or for special dividends or for equalising dividends or for repairing, improving, extending and maintaining any of the property of the Company and for such other purposes (including the purpose referred to in the preceding clause), as the Board may in their absolute discretion, think conducive to the interest of the Company and subject to Section 292 of the Act, to invest several sums so set aside or so much thereof as

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	required to be invested, upon such investments (other than Shares of the Company) as they may think fit, and from time to time to deal with and vary such investments and dispose of and apply and expend all or any such part thereof for the benefit of the Company, in such a manner and for such purposes as the Board in their absolute discretion, think conducive to the interest of the Company notwithstanding that the matters to which the Board apply or upon which they expend the same or any part thereof or upon which the capital moneys of the Company might rightly be applied or expended; and to divide the general reserve or reserve fund into such special funds as the Board may think fit with full power to transfer the whole or any portion of reserve fund or division of a reserve fund and with full power to employ the assets constituting all or any of the above funds, including the depreciation fund, in the business of the Company or in the purchase or repayment of redeemable preference shares or debentures or debenture stock, and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with power however, to the Board at their discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper. (17) To appoint, and at their discretion, remove or suspend, such general managers, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisors, research workers, laborers, clerks, agents and servants for permanent, temporary or special services as they may from time to time think fit and to determine their powers and duties, and fix their salaries or emoluments or remuneration, and to require security in such instances and to such amount as they may think fit. And also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think and the provisions contained in the four next following sub-clauses shall be without prejudice to the general powers conferred by this sub-clause. (18) To appoint or authorize appointment of officers, clerks and servants for permanent or temporary or special services as the Board may from time to time think fit and to determine their powers and duties and to fix their salaries and emoluments and to require securities in such instances and of such amounts as the Board may think fit and to remove or suspend any such officers, clerks and servants. Provided further that the Board may delegate matters relating to allocation of duties, functions, reporting etc. of such persons to the Managing Director or Manager. (19) From time to time and at any time to establish any local Board for managing any of the affairs of the Company in any specified locality in India or elsewhere and to appoint any person to be members of such local Boards, and to fix their remuneration or salaries or emoluments. (20) Subject to Section 292 of the Act, from time to time and at any time to delegate to any person so appointed any of the powers, authorities and discretions for the time being vested in the Board, other than their power to make calls or to make loans or borrow money, and to authorize the members for the time being of any such local Board, or any of them to fill up any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made on such terms and subject to such terms and subject to such conditions as the Board may think fit, and Board may at any time remove any person so appointed, and may annul or vary any such delegation.

Title of Article	Article Number and contents
	(21) At any time and from time to time by Power of Attorney under the Seal of the Company, to appoint any person or person to be the Attorney or Attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and subject to the provisions of Section 292 of the Act) and for such period and subject to such conditions as the Board may from time to time think fit; and any such appointment may (if the Board thinks fit) be made in favour of any company, or the shareholders, directors, nominees, or managers of any company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and such Power of Attorney may contain such powers for the protection or convenience of persons dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegates or attorneys as aforesaid to sub-delegate all or any of the powers authorities and discretions for the time being vested in them. (22) Subject to Sections 294 and 297 and other applicable provisions of the Act, for or in relation to any of the matters aforesaid or, otherwise for the purposes of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient. (23) From time to time to make, vary and repeal bye-laws for the regulations of the business of the Company, its officers and servants. (24) To purchase or otherwise acquire any land, buildings, machinery, premises, hereditaments, property, effects, assets, rights, credits, royalties, business and goodwill of any joint stock company carrying on the business which the Company is authorized to carry on in any part of India. (25) To purchase, take on lease, for any term or terms of years, or otherwise acquire any factories or any land or lands, with or without buildings and out-houses thereon, situated in any part of India, at such price or rent and under and subject to such terms and conditions as the Directors may think fit. And in any such purchase, lease or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory. (26) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as it may think proper all or any part of the buildings, machinery, goods, stores, produce and other movable property of the Company, either separately or co jointly, also to insure all or any portion of the goods, produce, machinery and other articles imported or exported-by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power. (27) To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how. (28) To sell from time to time any articles, materials, machinery, plants, stores and other articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products.

Title of Article	Article Number and contents
	(29) From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient. (30) To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on freehold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate. (31) To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested. (32) To let, sell or otherwise dispose of subject to the provisions of Section 293 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit. (33) Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid. (34) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.

MANAGEMENT

Title of Article	Article Number and contents
Appointment of different categories of Key managerial personnel	**203.** The Company shall have the following whole-time key managerial personnel,— (*i*) managing director, or Chief Executive Officer or manager and in their absence, a whole-time director; (*ii*) company secretary; and (*iii*) Chief Financial Officer

Same person may be Chairperson of the Board and MD/CEO	**203A.** The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.

MINUTES

Title of Article	Article Number and contents
Minutes to be made	**204.** (1) The Company shall cause minutes of all proceedings of General Meeting and of all proceedings of every meeting of the Board of Directors or every Committee thereof within thirty days of the conclusion of every such meeting concerned by making entries thereof in books kept for that purpose with their pages consecutively numbered. (2) Each page of every such books shall be initialed or signed and the last page of the record of proceedings of each Meeting in such books shall be dated and signed: (a) in the case of minutes of proceedings of a meeting of Board or of a Committee thereof by the Chairman of the said meeting or the Chairman of the next succeeding meeting. (b) in the case of minutes of proceeding of the General Meeting, by the Chairman of the said meeting within the aforesaid period of thirty days or in the event of the death or inability of that Chairman within that period by a Director duly authorized by the Board for the purpose.
Minutes to be evidence of the proceeds Books of minutes of General Meeting to be kept	**205.** (a) The minutes of proceedings of every General Meeting and of the proceedings of every meeting of the Board or every Committee kept in accordance with the provisions of Section 118 of the Companies Act, 2013 shall be evidence of the proceedings recorded therein. (b) The books containing the aforesaid minutes shall be kept at the Registered Office of the Company and be open to the inspection of any Member without charge as provided in Section 119 and Section 120 of the Companies Act, 2013 and any Member shall be furnished with a copy of any minutes in accordance with the terms of that Section.
Presumptions	**206.** Where the minutes of the proceedings of any General Meeting of the Company or of any meeting of the Board or of a Committee of Directors have been kept in accordance with the provisions of Section 118 of the Companies Act, 2013 until the contrary is proved, the meeting shall be deemed to have been duly called and held, all proceedings thereat to have been duly taken place and in particular all appointments of Directors or Liquidators made at the meeting shall be deemed to be valid.

THE SECRETARY

Title of Article	Article Number and contents
Secretary	**207.** TheDirectors may from time to time appoint, and at their discretion, remove any individual, (hereinafter called "the Secretary") to perform any functions, which by the Act are to be performed by the Secretary, and to execute any other ministerial or administrative duties, which may from time to time be assigned to the Secretary by the Directors. The Directors may also at any time appoint some person (who need not be the Secretary) to keep the registers required to be kept by the Company. The appointment of Secretary shall be made according to the provisions of the Companies Act, read with rules made thereunder.
The Seal, its custody and use	**208.** (a) The Board shall provide for the safe custody of the seal. (b) 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 CAPITALISATION OF RESERVES

Title of Article	Article Number and contents
Division of profits	**209.** (a) 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 Share in the Company, dividends may be declared and paid according to the amounts of the SharesRR; (b) No amount paid or credited as paid on a Share in advance of calls shall be treated for the purpose of this Article as paid on the Shares.
The Company at General Meeting may declare dividend	**210.** The Company in General Meeting may declare dividends, to be paid to Members according to their respective rights and interest in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Companies Act, 2013 but no dividends shall exceed the amount recommended by the Board of Directors. However, the Company may declare a smaller dividend than that recommended by the Board in General Meeting.

Title of Article	Article Number and contents
Dividends out of profits only	**211.** No dividend shall be payable except out of profits of the Company arrived at the manner provided for in Section 123 of the Companies Act, 2013.
Interim Dividend	**212.** The Board of Directors may from time to time pay to the Members such interim dividends as in their judgment the position of the Company justifies.
Debts may be deducted	**213.** (a) The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists. (b) The Board of Directors may retain the dividend payable upon Shares in respect of which any person is, under the Transmission Article, entitled to become a Member or which any person under that Article is entitled to transfer until such person shall become a Member or shall duly transfer the same.
Capital paid-up in advance to carry interest, not the right to earn dividend	**214.** Where the capital is paid in advance of the calls upon the footing that the same shall carry interest, such capital shall not, whilst carrying interest, confer a right to dividend or to participate in profits.
Dividends in proportion to amounts paid-up	**215.** 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 provided that it shall rank for dividends as from a particular date such Share shall rank for dividend accordingly.
No Member to receive dividend while indebted to the Company and the Company's right in respect thereof	**216.** No Member shall be entitled to receive payment of any interest or dividend or bonus in respect of his Share or Shares, whilst any money may be due or owing from him to the Company in respect of such Share or Shares (or otherwise however either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend to any Member all such sums of money so due from him to the Company.
Effect of transfer of Shares	**217.** A transfer of Shares shall not pass the right to any dividend declared therein before the registration of the transfer.

Title of Article	Article Number and contents
Dividend to joint holders	**218.** Any one of several persons who are registered as joint holders of any Shares may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such Shares.
Dividend how remitted	**219.** The dividend payable in cash may be paid by cheque or warrant sent through post directly to registered address of the shareholder entitled to the payment of the dividend or in case of joint holders to the registered address of that one of the joint holders 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. The Company shall not be liable or responsible for any cheque or warrant or pay slip or receipt lost in transit or for any dividend lost, to the Member or person entitled thereto by forged endorsement of any cheque or warrant or forged signature on any pay slip or receipt or the fraudulent recovery of the dividend by any other means.
Notice of dividend	**220.** Notice of the declaration of any dividend whether interim or otherwise shall be given to the registered holders of Share in the manner herein provided.
Reserves	**221.** The Directors may, before recommending or declaring any dividend set aside out of the profits of the Company such sums as they think proper as reserve or reserves, which shall, at the discretion of the Directors, be applicable for meeting contingencies or for any other purposes to which the profits of the Company may be properly applied 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 Directors may from time to time think fit.
Dividend to be paid within time required by law.	**222.** The Company shall pay the dividend, or send the warrant in respect thereof to the shareholders entitled to the payment of dividend, within such time as may be required by law from the date of the declaration unless:- (a) where the dividend could not be paid by reason of the operation on any law; or (b) where a shareholder has given directions regarding the payment of the dividend and those directions cannot be complied with; or (c) where there is dispute regarding the right to receive the dividend; or (d) where the dividend has been lawfully adjusted by the Company against any sum due to it from shareholder; or (e) where for any other reason, the failure to pay the dividend or to post the warrant within the period aforesaid was not due to any default on the part of the Company.

Unpaid or unclaimed dividend	**223.** (a) Where the Company has declared a dividend but which has not been paid or claimed within 30 days from the date of declaration, to any shareholder entitled to the payment of dividend, the Company shall within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of thirty days, to a special account to be opened by the Company in that behalf in any scheduled bank, to be called "Powerful Technologies Limited *(year)*Unpaid Dividend Account". (b) Any money transferred to the unpaid dividend account of a company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the company to the Fund known as Investor Education and Protection Fund established under section 125 of the Companies Act, 2013. (c) No unclaimed or unpaid divided shall be forfeited by the Board.
Set-off of calls against dividends	**224.** Any General Meeting declaring a dividend may on the recommendation of the Directors make a call on the Members of such amount as the Meeting fixes but so that the call on each Member shall not exceed the dividend payable to him, and so that the call be made payable at the same time as the dividend, and the dividend may, if so arranged between the Company and the Members, be set off against the calls.
Dividends in cash	**225.** No dividends shall be payable except in cash, provided that nothing in this Article shall be deemed to prohibit the capitalisation of the profits or reserves of the Company for the purpose of issuing fully paid up bonus Shares or paying up any amount for the time being unpaid on any Shares held by Members of the Company.
Capitalisation	**226.** (1) The Company in General Meeting may, upon the recommendation of the Board, resolve: (a) That is desirable to capitalise any part of the amount for the time being standing to the credit of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and (b) That such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the Members who would have been entitled thereto, if distributed by way of dividend and in the same proportion. (2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in clause (3) either in or towards; (a) paying up any amount for the time being unpaid on any Shares held by such Members respectively, or

	(b) paying up in full unissued Shares of the Company to be allocated and distributed, credited as fully paid up, to and amongst Members in the proportion aforesaid, or (c) partly in the way specified in sub clause (a) and partly in that specified in sub-clause(b) (3) A security premium account and capital redemption reserve account may, for the purpose of this Article, only be applied in the paying up of unissued Shares to be issued to Members of the Company as fully paid bonus shares.
Board to give effect	**227.** The Board shall give effect to the resolution passed by the Company in pursuance of above Article.
Fractional certificates	**228.** (1) Whenever such a resolution as aforesaid shall have been passed, the Board shall; (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid Shares and (b) Generally do all acts and things required to give effect thereto. (2) The Board shall have full power: (a) to make such provision by the issue of fractional cash certificate or by payment in cash or otherwise as it thinks fit, in the case of Shares becoming distributable in fractions, also (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 capitalisation or (as the case may require) for the payment by the Company on their behalf by the application thereof of the respective proportions of the profits resolved to be capitalised of the amounts remaining unpaid on their existing Shares. (3) Any agreement made under such authority shall be effective and binding on all such Members. (4) That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any question or difficulties that may arise in regard to any issue including distribution of new Shares and fractional certificates as they think fit.

ACCOUNTS

Title of Article	Article Number and Contents
Books to be kept	**229.** (1) The Company shall keep at its Registered Office proper books of account as would give a true and fair view of the state of affairs of the Company or its transactions with respect to: (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place (b) all sales and purchases of goods by the Company (c) the assets and liabilities of the Company and (d) if so required by the Central Government, such particulars relating to utilisation of material or labour or to other items of cost as may be prescribed by the Government Provided that all or any of the books of account aforesaid may be kept at such other place in India as the Board of Directors may decide and when the Board of Directors so decides the Company shall within seven days of the decision file with the Registrar a notice in writing giving the full address of that other place. (2) Where the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with the provisions of clause (1) if proper books of account relating to the transaction effected at the branch are kept at that office and proper summarised returns, made upto date at intervals of not more than three months, are sent by the branch office to the Company at its Registered Office or the other place referred to in sub-clause (1). The books of accounts and other books and papers shall be open to inspection by any Director during business hours.
Inspection by Members	**230.** No Members (not being a Director) shall have any right of inspecting any account books or documents of the Company except as allowed by law or authorized by the Board.
Statements of accounts to be furnished to General Meeting	**231.** The Board of Directors shall from time to time in accordance with Sections 129, 133, and 134 of the Companies Act, 2013, cause to be prepared and laid before each Annual General Meeting a profit and loss account for the financial year of the Company and a balance sheet made up as at the end of the financial year which shall be a date which shall not precede the day of the Meeting by more than six months or such extended period as shall have been granted by the Registrar under the provisions of the Act.
Right of Members or others to copies of balance sheet and Auditors' report and	**232.** (1) The Company shall comply with the requirements of Section 136 of the Companies Act, 2013. (2) The copies of every balance sheet including the Profit & Loss Account, the Auditors' Report and every other document required to be laid before the Company

statement under Section 136	in General Meeting shall be made available for inspection at the Registered Office of the Company during working hours for a period of 21 days before the Annual General Meeting. (3) A statement containing the salient features of such documents in the prescribed form or copies of the documents aforesaid, as the Company may deem fit will be sent to every Member of the Company and to every trustee of the holders of any Debentures issued by the Company not less than 21 days before the date of the Meeting.
Accounts to be audited	**233.** Once at least in every year the accounts of the Company shall be examined, balanced and audited and the correctness of the profit and loss Account and the balance sheet ascertained by one or more Auditor or Auditors.
Appointment of Auditors	**234.** (1) Auditors shall be appointed and their qualifications, rights and duties regulated in accordance with Section 139 to 146 of the Companies Act, 2013. (2) The Company shall at each Annual General Meeting appoint an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth annual general meeting and thereafter till the conclusion of every sixth meeting. The company shall place the matter relating to such appointment for ratification by members at every annual general meeting. The company shall also inform the auditor concerned of his or its appointment, and also file a notice of such appointment with the Registrar within fifteen days of the meeting in which the auditor is appointed. (3) The company or shall not appoint or re-appoint— (a) an individual as auditor for more than one term of five consecutive years; and (b) an audit firm as auditor for more than two terms of five consecutive years: Provided that— (i) an individual auditor who has completed his term under clause (*a*) shall not be eligible for re-appointment as auditor in the same company for five years from the completion of his term; (ii) an audit firm which has completed its term under clause (*b*), shall not be eligible for re-appointment as auditor in the same company for five years from the completion of such term: (4) Subject to the provisions of Clause (1) and the rules made thereunder, a retiring auditor may be re-appointed at an annual general meeting, if—

	(a) he is not disqualified for re-appointment; (b) he has not given the company a notice in writing of his unwillingness to be re-appointed; and (c) a special resolution has not been passed at that meeting appointing some other auditor or providing expressly that he shall not be re-appointed. (5) Where at any annual general meeting, no auditor is appointed or re-appointed, the existing auditor shall continue to be the auditor of the company. (6) Any casual vacancy in the office of an auditor shall be filled by the Board of Directors within thirty days, but if such casual vacancy is as a result of the resignation of an auditor, such appointment shall also be approved by the company at a general meeting convened within three months of the recommendation of the Board and he shall hold the office till the conclusion of the next annual general meeting. (7) Special notice shall be required for a resolution at an annual general meeting appointing as auditor a person other than a retiring auditor, or providing expressly that a retiring auditor shall not be re-appointed, except where the retiring auditor has completed a consecutive tenure of five years or, as the case may be, ten years, as provided under Clause (3).
Accounts when audited and approved to be conclusive except as to errors discovered within 3 months	**235.** Every account when audited and approved by a General Meeting shall be conclusive except as regards any errors discovered therein within the next three months after the approval thereof. Whenever any such error is discovered within that period, the account shall be corrected, and amendments effected by the Directors in pursuance of this Article shall be placed before the Members in General Meeting for their consideration and approval and, on such approval, shall be conclusive.

DOCUMENTS AND NOTICES

Title of Article	Article Number and Contents
To whom documents must be served or given	**236.** Document or notice of every Meeting shall be served or given on or to (a) every Member (b) every person entitled to a Share in consequence of the death or insolvency of a Member and (c) the Auditor or Auditors for the time being of the Company

Members bound by documents or notices served on or given to previous holders	**237.** Every person, who by operation of law, transfer or other means whatsoever, shall become entitled to any Share, shall be bound by every document or notice in respect of such Share, which prior to his name and address being entered in the Register of Members shall have been duly served on or given to the person from whom he derived, his title to such Share.
Service of documents on the Company	**238.** A document may be served on the Company or an officer thereof by sending it to the Company or officer at the Registered Office of the Company by post under a certificate of posting or by registered post or by leaving it at its Registered Office.
Authentication of documents and proceedings	**239.** Save as otherwise expressly provided in the Act, a document or proceedings requiring authentication by the Company may be signed by a Director, the Managing Director, or the Secretary or other authorized officer of the Company and need not be under the Seal of the Company.

REGISTERS AND DOCUMENTS

Title of Article	Article Number and Contents
Registers and documents to be maintained by the Company	**240.** The Company shall keep and maintain registers, books and documents required by the Act or these Articles, including the following: (a) Register of investments made by the Company but not held in its own name, as required by Section 187 of the Companies Act, 2013 (b) Register of mortgages and charges as required by Section 85 of the Companies Act, 2013 and copies of instruments creating any charge requiring registration according to Section 85 of the Companies Act, 2013. (c) Register and index of Members and debenture holders as required by Section 88 of the Companies Act, 2013. (d) Foreign register, if so thought fit, as required by Section 88 of the Companies Act, 2013. (e) Register of contracts, with companies and firms in which Directors are interested as required by Section 189 of the Companies Act, 2013. (f) Register of Directors and Secretaries etc. as required by Section 170 of the Companies Act, 2013. (g) Register as to holdings by Directors of Shares and/or Debentures in the Company as required by Section 170 of the Companies Act, 2013. (h) Register of investments made by the Company in Shares and Debentures of the bodies corporate in the same group as required by Section 186 of the Companies Act, 2013.

Title of Article	Article Number and Contents
	(i) Copies of annual returns prepared under Section 92 of the Companies Act, 2013 together with the copies of certificates and documents required to be annexed thereto under Section 92 of the Companies Act, 2013.
Inspection of Registers	**241.** The registers mentioned in clauses (f) and (i) of the foregoing Article and the minutes of all proceedings of General Meetings shall be open to inspection and extracts may be taken therefrom and copies thereof may be required by any Member of the Company in the same manner to the same extent and on payment of the same fees as in the case of the Register of Members of the Company provided for in clause (c) thereof. Copies of entries in the registers mentioned in the foregoing article shall be furnished to the persons entitled to the same on such days and during such business hours as may be consistent with the provisions of the Act in that behalf as determined by the Company in General Meeting.

WINDING UP

Title of Article	Article Number and Contents
Distribution of assets	**242.** If the Company shall be wound up, and the assets available for distribution among the Members as such shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the Members in the proportion to the capital paid up or which ought to have been paid up at the commencement of the winding up, on the Shares held by them respectively, and if in the winding up the assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the Members in proportion to the capital at the commencement of the winding up, paid up or which ought to have been paid up on the Shares held by them respectively. But this Article is to be without prejudice to the rights of the holders of Shares issued upon special terms and conditions.
Distribution in specie or kind	**243.** (a) If the Company shall be wound up, whether voluntarily or otherwise, the Liquidator may, with the sanction of a Special Resolution, divide amongst the contributories in specie or kind, any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them, as the liquidator, with the like sanction, shall think fit. (b) If thought expedient any such division may subject to the provisions of the Act be otherwise than in accordance with the legal rights of the contributions (except where unalterably fixed by the Memorandum of Association and in particular any class may be given preferential or special rights or may be excluded altogether or

Title of Article	Article Number and Contents
	in part but in case any division otherwise than in accordance with the legal rights of the contributories, shall be determined on any contributory who would be prejudicial thereby shall have a right to dissent and ancillary rights as if such determination were a Special Resolution passed pursuant to Section 494 of the Act. (c) In case any Shares to be divided as aforesaid involve a liability to calls or otherwise any person entitled under such division to any of the said Shares may within ten days after the passing of the Special Resolution by notice in writing direct the Liquidator to sell his proportion and pay him the net proceeds and the Liquidator shall, if practicable act accordingly.
Right of shareholders in case of sale	**244.** A Special Resolution sanctioning a sale to any other Company duly passed pursuant to Section 319 of the Companies Act, 2013 may subject to the provisions of the Act in like manner as aforesaid determine that any Shares or other consideration receivable by the liquidator be distributed against the Members otherwise than in accordance with their existing rights and any such determination shall be binding upon all the Members subject to the rights of dissent and consequential rights conferred by the said sanction.
Directors and others right to indemnity	**245.** Every Director or officer, or servant of the Company or any person (whether an officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors, out of the funds of the Company to pay all costs, charges, losses and damages whichany such person may incur or become liable to pay by reason of any contract entered into or any act, deed, matter or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act, neglect or default) including expenses, and in particular and so as not to limit thegenerality of the foregoing provisions against all liabilities incurred by him as such Director, officer or Auditor or other office of the Company in defending anyproceedings whether civil or criminal in whichjudgment is given in his favour, or in which he isacquitted or in connection with any application underSection 463 of the Companies Act, 2013 in which relief is granted to himby the Court.
Director, officer not responsible for acts of others	**246.** Subject to the provisions of Section 201 of the Act, no Director, Auditor or other officer of the Company shall be liable for the acts, receipts, neglects, or defaults of any other Director or officer or for joining in any receiptor other act for conformity or for any loss or expenseshappening to the Company through the insufficiency or deficiency of the title to any property acquired by order of the Directors for and on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested for any loss or damages arising from the insolvency or tortuous act of any person, firm or Company to or with whom any moneys, securities or effects shall be entrusted or deposited or any loss occasioned by any error of judgment, omission, default or oversight on his part of for any other loss, damage, or misfortune whatever shall happen in relation to execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.

SECRECY CLAUSE

Title of Article	Article Number and Contents
Secrecy Clause	**247.** Every Director/Manager, Auditor, treasurer, trustee, member of a committee, officer, servant, agent, accountant or any other person-employed in the business of the Company shall, if so required by the Director, before entering upon his duties, sign a declaration pledging himself, to observe a strict secrecy respecting all transactions and affairs of the Company with the Company customers and the state of the accounts with individuals and in matter thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in discharge of his duties except when required to do so by the Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained.
No Member to enter the premises of the Company without permission	**248.** No Member or other person (not being a Director) shall be entitled to visit or inspect any property or premises of the Company without the permission of the Board of Directors or Managing Director, or to inquire discovery of or any information respecting any details of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process or any other matter which relate to the conduct of the business of the Company and which in the opinion of the Directors, it would be inexpedient in the interest of the Company to disclose.

GENERAL

Title of Article	Article Number and Contents
General Power	**249.** Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry out such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

SECTION X: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Draft Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of this Draft 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 G1 Prakash Chamber Ground Floor, 6 Netaji Subash Marg, Darya Ganj New Delhi 110002, India, from date of filing Prospectus with RoC to Issue Closing Date on working days from 10.00 a.m. to 5.00 p.m.

MATERIAL CONTRACTS

1. Issue Agreement dated June 25, 2018 between our Company and the Lead Manager.
2. Agreement dated March 01, 2018 and addendum dated May 23, 2018 between our Company and the Registrar to the Issue.
3. Public Issue Account Agreement dated [●]among our Company, the Lead Manager, the Banker to Issue/Public Issue Bank, and the Registrar to the Issue.
4. Underwriting Agreement dated [●]between our Company and Lead Manager.
5. Market Making Agreement dated [●]between our Company, the Lead Manager and the Market Maker.
6. Tripartite Agreement among NSDL, our Company and the Registrar to the Issue dated April 02, 2018.
7. Tripartite Agreement among CDSL, our Company and the Registrar to the Issue dated March 12, 2018.

MATERIAL DOCUMENTS

1. Certified True Copy of the Memorandum and Articles of Association of our Company, as amended from time to time including certificates of incorporation.
2. Resolution of the Board dated February 28, 2018 authorizing the Issue.
3. Special Resolution of the shareholders passed at the Extra Ordinary General Meeting dated March 01, 2018 authorizing the Issue.
4. Statement of Tax Benefits dated May 28, 2018 issued by RPMD & Associates, Statutory Auditor.
5. Report of the Peer Review Auditor, RPMD & Associates, Chartered Accountants on the Restated Financial Statements for the Financial Year ended as on March 31, 2018, 2017, 2016 and 2015 of our Company.
6. Consents of Promoters, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditors, Banker to our Company, the Lead Manager, Underwriter, Registrar to the Issue, Market Maker to the Issue, Peer Review Auditor, Legal Advisor, Banker to the Issue/Public Issue Bank, Refund Banker to the Issue, to act in their respective capacities.
7. Copy of approval from NSE *vide* letter dated [●] to use the name of NSE in this offer document for listing of Equity Shares on NSE Emerge Platform.
8. Copy of Managing Director Agreement with Mr. Aditya Gupta and our Company dated March 01, 2018 for his appointment.

9. Copy of the Special Resolution dated March 01, 2018 for the detailed terms of appointment of Mr. Aditya Gupta as Managing Director of the Company.

Any of the contracts or documents mentioned in this Draft Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by other parties, subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We hereby certify and declare that, all relevant provisions of the Companies Act, 2013, applicable provisions of Companies Act, 1956 and the rules/guidelines/regulations issued by the Government of India or the regulations / guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Draft Prospectus is contrary to the provisions of the Companies Act, 2013, applicable provisions of Companies Act, 1956, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations / guidelines issued, as the case may be. We further certify that all the disclosures and statements made in the Draft Prospectus are true and correct.

Signed by the Directors of our Company

Name	DIN	Designation	Signature
Aditya Gupta	03500941	Managing Director	Sd/-
Nitin Chhabra	02921204	Executive Director	Sd/-
Karuna Chhabra	03499870	Non-Executive Director	Sd/-
Ankit Jain	08074676	Non-Executive & Independent Director	Sd/-
Gaurav Dixit	08071927	Non-Executive & Independent Director	Sd/-

Signed by Company Secretary & Compliance Officer and Chief Financial Officer

Sd/-

Aagat Singh
Company Secretary & Compliance Officer

Sd/-

Pallavi Sharma
Chief Financial Officer

Date: June 27, 2018
Place: Delhi

Powerful Technologies

Annexure A

DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY FINSHORE MANAGEMENT SERVICES LIMITED

TABLE 1

Sr. No.	Issue Name	Issue Size ₹. (Cr.)	Issue Price (₹.)	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	East India Securities Ltd	92.74	920	13-03-18	921.9	+1.02 [+0.72]	1.08[+4.80]	NIL

Summary statement of Disclosure:

Financial Year	*Total no. of IPOs*	*Total Funds Raised(`in Cr.)*	*Nos. of IPOs trading at discount - 30th calendar day from listing day*			*Nos. of IPOs trading at premium - 30th calendar day from listing day*			*Nos. of IPOs trading at discount - 180th calendar day from listing day*			*Nos. of IPOs trading at premium - 180th calendar day from listing day*		
			Over 50 %	*Between 25-50%*	*Less than 25 %*	*Over 50 %*	*Between 25-50%*	*Less than 25%*	*Over 50%*	*Between 25-50%*	*Less than 25%*	*Over 50%*	*Between 25-50%*	*Less than 25%*
2016-17	0	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
2017-18	1	92.736	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
2018-19$	0	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A

$ Upto June 26, 2018

Sources: All share price data is from www.bseindia.com

Note:-

1. The BSE Sensex is considered as the Benchmark Index.