DRAFT PROSPECTUS
100% Fixed Price Issue
Please read Section 26 and 32 of the Companies Act, 2013
Dated 24th April, 2018

Rex

REX PIPES AND CABLES INDUSTRIES LIMITED

(CIN- U31300RJ2002PLC017714)

Our Company was originally incorporated at Sikar as "Kaler Electricals Private Limited" on 9th July, 2002 under the provisions of the Companies Act, 1956 vide Certificate of Incorporation issued by the Registrar of Companies, Jaipur. The name of company has been changed to "Rex Pipes and Cables Industries Private Limited" on 19th January, 2018 vide Fresh Certificate of Incorporation issued by the Registrar of Companies, Jaipur. Consequent upon the conversion of Company to public limited company, the name of the Company was changed to "Rex Pipes and Cables Industries Limited" vide fresh certificate of incorporation dated 1st February, 2018 issued by the Registrar of Companies, Jaipur. For further details of incorporation, change of name and registered office of our Company, please refer to chapter titled "General Information" and "Our History and Certain Other Corporate Matters" beginning on pages 61and page 150 respectively of this Draft Prospectus.

Registered Office: F-69A, RIICO Industrial Area, Sikar, Rajasthan-332 001
Tel: + 91 1572-245009, 245765, 245976
Email: info@rexpumps.com **Website:** www.rexpumps.com
Contact Person: Ms. Nikita Bhagwani, Company Secretary & Compliance Officer

PROMOTER OF OUR COMPANY: MR. SHARWAN KUMAR KALER AND MRS. SOHANI DEVI

THE ISSUE

PUBLIC ISSUE OF *UPTO 24,00,000 EQUITY SHARES OF FACE VALUE OF RS. 10 EACH ("EQUITY SHARES") OF REX PIPES AND CABLES INDUSTRIES LIMITED (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF RS. [●] PER EQUITY SHARE, INCLUDING A SHARE PREMIUM OF RS. [●] PER EQUITY SHARE (THE "ISSUE PRICE"), AGGREGATING RS. [●] LACS ("THE ISSUE"), OF WHICH UPTO 1,20,000 EQUITY SHARES OF FACE VALUE OF RS. 10 EACH FOR CASH AT A PRICE OF RS. [●] PER EQUITY SHARE, AGGREGATING RS. [●] LACS WILL BE RESERVED FOR SUBSCRIPTIONS BY THE MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF UPTO 22,80,000 EQUITY SHARES OF FACE VALUE OF RS.10 EACH CASH AT A PRICE OF RS. [●] PER EQUITY SHARE, AGGREGATING RS. [●] LACS IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 27.91% AND 26.51% RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF THE COMPANY.

THE FACE VALUE OF THE EQUITY SHARES IS RS. 10 EACH AND THE ISSUE PRICE OF RS. [●]/- I.E. [●] TIMES OF THE FACE VALUE OF THE EQUITY SHARES.

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 253 of this Draft Prospectus. A copy will be delivered for registration to the Registrar of companies as required under Section 26 of the Companies Act, 2013.

All potential investors may participate in the Issue 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 253 of this Draft Prospectus. In case of delay, if any in refund, our Company shall pay interest on the application money at the rate of 15% per annum for the period of delay. Qualified Institutional Buyers and Non-Institutional Investors shall compulsorily participate in the Issue through ASBA process. A Copy will be delivered for registration to the Registrar as required under Section 26 of the Companies Act, 2013.

THE ISSUE IS BEING MADE IN ACCORDANCE WITH CHAPTER XB OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENT) REGULATIONS, 2009 AS AMENDED FROM TIME TO TIME. For further details please refer to Section titled "Issue structure" beginning on Page **250** of this Draft Prospectus**.**

RISK IN RELATION TO THE FIRST ISSUE

This being the first public issue of our Company, there has been no formal market for our Equity Shares of the Company. The face value of the Equity Shares is Rs. 10 and the issue price of Rs. [●] per Equity Share is [●] times of face value. The issue price (as determined by our Company in consultation with the Lead Manager and as stated in the chapter titled on "Basis for Issue Price" beginning on page 104 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 the Company or regarding the price at which the equity shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this 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" beginning on page 15 of this Draft Prospectus.**

ISSUER's ABSOLUTE RESPONSIBILITY

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

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
Navigant	KARVY Computershare
NAVIGANT CORPORATE ADVISORS LIMITED 423, A Wing, Bonanza, Sahar Plaza Complex, J B Nagar, AndheriKurla Road, Andheri East, Mumbai-400 059 **Tel No.** +91-22-41204837/49735078 **Email Id**- navigant@navigantcorp.com **Investor Grievance Email**: info@navigantcorp.com **Website**: www.navigantcorp.com **SEBI Registration Number**: INM000012243 **Contact Person**: Mr. Sarthak Vijlani	**KARVY COMPUTERSHARE PRIVATE LIMITED** Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032 **Tel** : +91 40 6716 2222, **Fax** : + 91 40 2343 1551 **Website**: https://karisma.karvy.com **E-mail**: einward.ris@karvy.com **Investor Grievance E-mail**: rexpipes.ipo@karvy.com **Contact Person** : Mr. M Murali Krishna **SEBI Registration** : INR000000221

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

**Note: Number of shares may need to be adjusted for lot size upon determination of issue price.*

REX PIPES AND CABLES INDUSTRIES LIMITED

TABLE OF CONTENTS

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

TERMS	DESCRIPTION
"our Company", "the Company", "RPCIL", "Rex Pipes", "Rex Group" or "the Issuer"	Rex Pipes and Cables Industries Limited, a Public Limited Company incorporated under the Companies Act, 1956.
"you", "your" or "yours"	Prospective Investors in this Issue

COMPANY RELATED TERMS

TERMS	DESCRIPTION
AOA/Articles/ Articles of Association	Articles of Association of Rex Pipes and Cables Industries Limited
Banker to the Issue	[●]
Board of Directors / Board/Director(s)	The Board of Directors of Rex Pipes and Cables Industries Limited
NSE	National Stock Exchange of India Limited (the Designated Stock Exchange)
Companies Act	Unless specified otherwise, this would imply to the provisions of the Companies Act, 2013 (to the extent notified) and / or Provisions of the Companies Act, 1956 w.r.t. to the sections which have not yet been replaced by the Companies Act, 2013 through any official notification.
Depositories Act	The Depositories Act, 1996 as amended from time to time
CIN	Company Identification Number
DIN	Directors Identification Number
Depositories	NSDL and CDSL
FIPB	Foreign Investment Promotion Board
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended from time to time.
Director(s)	Director(s) of Rex Pipes and Cables Industries Limited, unless otherwise specified
Equity Shares / Shares	Equity Shares of our Company of face value of Rs. 10 each unless otherwise specified in the context thereof
EPS	Earnings Per Share.
GIR Number	General Index Registry Number.
GoI/ Government	Government of India.
Statutory Auditor / Auditor	M/s A Khan & Co. , Chartered Accountants, the Statutory Auditors of our Company
Peer Review Auditor(s)	M/s. Ramanand & Associates, Chartered Accountants.
Promoters	Promoters of the Company being Mr. Sharwan Kumar Kaler and Mrs. Sohani Devi
Promoter Group Companies /Group Companies / Group Enterprises	Unless the context otherwise specifies, refers to those entities mentioned in the section titled "Our Promoter Group / Group Companies / Entities" on page 170 of this Draft Prospectus.
HUF	Hindu Undivided Family
Indian GAAP	Generally Accepted Accounting Principles in India
IPO	Initial Public Offering
Key Managerial Personnel / Key Managerial Employees	The officers vested with executive powers and the officers at the level immediately below the Board of Directors as described in the section titled "Our Management" on page 156 of this Draft Prospectus.

TERMS	DESCRIPTION
MOA/ Memorandum/ Memorandum of Association	Memorandum of Association of Rex Pipes and Cables Industries Limited
Non-Resident	A person resident outside India, as defined under FEMA
Non-Resident Indian/ NRI	A person resident outside India, who is a citizen of India or a Person of Indian Origin as defined under FEMA Regulations
Overseas Corporate Body / OCB	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. **OCBs are not allowed to invest in this Issue.**
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability 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
Registered office of our Company	F-69A, RIICO Industrial Area, Sikar, Rajasthan-332 001
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI Regulation/ SEBI (ICDR) Regulations	The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time.
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
SME Platform of NSE/Stock Exchange / EMERGE	The SME platform of NSE for listing of Equity Shares offered under Chapter X-B of the SEBI (ICDR) Regulations
SWOT	Analysis of strengths, weaknesses, opportunities and threats
RoC/ Registrar of Companies	Registrar of Companies, Jaipur, Rajasthan

ISSUE RELATED TERMS

Term	Description
Allotment/ Allot/ Allotted	The allotment of Equity Shares pursuant to the Issue to successful Applicants
Allottee	An Applicant to whom the Equity Shares are Allotted
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Application	An indication to make an offer during the Issue Period by a prospective pursuant to submission of Application Form or during the Anchor Investor Issue Period by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price including all revisions and modifications thereto.
Application Form	The form in terms of which the Applicant should make an application for Allotment in case of issues other than Book Built Issues, includes Fixed Price Issue
Application Collecting Intermediaries	(i) an SCSB, with whom the bank account to be blocked, is maintained (ii) a syndicate member (or sub-syndicate member) (iii) a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ("broker") (iv) a depository participant ("DP") (whose name is mentioned on the website of the stock exchange as eligible for this activity) (v) a registrar to an issue and share transfer agent ("RTA") (whose name is

Term	Description
	mentioned on the website of the stock exchange as eligible for this activity)
Application Supported by Blocked Amount/(ASBA)/ASBA	An application, whether physical or electronic, used by Applicants to make an application authorising an SCSB to block the Application Amount in the specified bank account maintained with such SCSB
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Application Amount of the ASBA Applicant
ASBA Application	An Application made by an ASBA Applicant
Application Amount	The value indicated in Application Form and payable by the Applicant upon submission of the Application, less discounts (if applicable).
Banker(s) to the Issue/	The banks which are clearing members and registered with SEBI as Banker to the Issue with whom the Public Issue Account(s) may be opened, and as disclosed in the Prospectus and Application Form of the Issuer
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Applicants under the Issue
Issue Closing Date	The date after which the SCSBs may not accept any Application for the Issue, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation Applicants may refer to the Prospectus for the Issue Closing Date
Issue Opening Date	The date on which the SCSBs may start accepting application for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants may refer to the Prospectus for the Issue Opening Date
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants (can submit their application inclusive of any revisions thereof. The Issuer may consider closing the Issue Period for QIBs one working day prior to the Issue Closing Date in accordance with the SEBI ICDR Regulations, 2009. Applicants may refer to the Prospectus for the Issue Period
Lead Manager(s)/Lead Manager/ LM	The Lead Manager to the Issue as disclosed in the Draft Prospectus/ Prospectus and the Application Form of the Issuer.
Business Day	Monday to Friday (except public holidays)
CAN/Confirmation of Allotment Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Companies Act	The Companies Act, 1956 and The Companies Act, 2013 (to the extant notified)
DP	Depository Participant
DP ID	Depository Participant‘s Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
Demographic Details	Details of the Applicants including the Applicant‘s address, name of the Applicant‘s father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Application Forms used by the ASBA Applicants applying through the ASBA and a list of which is available on http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries
Designated Date	The date on which the amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account, as appropriate,

Term	Description
	after the Prospectus is filed with the RoC, following which the board of directors may Allot Equity Shares to successful Applicants in the Issue
Designated Stock Exchange	The designated stock exchange as disclosed in the Draft Prospectus/Prospectus of the Issuer
Discount	Discount to the Issue Price that may be provided to Applicants in accordance with the SEBI ICDR Regulations, 2009.
Draft Prospectus	The draft prospectus filed with the Designated stock exchange in case of Fixed Price Issues and which may mention a price or a Price Band
Employees	Employees of an Issuer as defined under SEBI ICDR Regulations, 2009 and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoter and immediate relatives of the promoter. For further details /Applicant may refer to the Prospectus
Equity Shares	Equity shares of the Issuer
FCNR Account	Foreign Currency Non-Resident Account
Applicant	The Applicant whose name appears first in the Application Form or Revision Form
FPI(s)	Foreign Portfolio Investor
Fixed Price Issue/ Fixed Price Process/Fixed Price Method	The Fixed Price process as provided under SEBI ICDR Regulations, 2009, in terms of which the Issue is being made
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial public offering
Issue	Public Issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Issuer/ Company	The Issuer proposing the initial public offering/further public offering as applicable
Issue Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted in terms of the Prospectus. The Issue Price may be decided by the Issuer in consultation with the Lead Manager(s)
Maximum RII Allottees	The maximum number of RIIs who can be allotted the minimum Application Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Application Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the RHP/Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Issue	The Issue less Market Maker Reservation Portion
Non-Institutional Investors or NIIs	All Applicants, including sub accounts of FPIs registered with SEBI which are foreign corporate or foreign individuals, that are not QIBs or RIBs and who have applied for Equity Shares for an amount of more than Rs. 2,00,000 (but not including NRIs other than Eligible NRIs)
Non Institutional Category	The portion of the Issue being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the Prospectus and the Application Form
Non Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FPIs registered with SEBI and FVCIs registered with SEBI

Term	Description
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Prospectus	The prospectus to be filed with the RoC in accordance with Section 60 of the Companies Act 1956 read with section 26 of Companies Act 2013, containing the Issue Price, the size of the Issue and certain other information
Public Issue Account	An account opened with the Banker to the Issue to receive monies from the ASBA Accounts on the Designated Date
QIB Category Qualified Institutional Buyers or QIBs	The portion of the Issue being such number of Equity Shares to be Allotted to QIBs on a proportionate basis As defined under SEBI ICDR Regulations, 2009
RTGS	Real Time Gross Settlement
Refunds through electronic transfer of funds	Refunds through ASBA
Registrar to the Issue/RTI	The Registrar to the Issue as disclosed in the Draft Prospectus / Prospectus and Application Form
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI ICDR Regulations, 2009
Retail Individual Investors / RIIs	Investors who applies or for a value of not more than Rs. 2,00,000.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies for a value of not more than Rs. 2,00,000.
Retail Category	The portion of the Issue being such number of Equity Shares available for allocation to RIIs which shall not be less than the minimum lot, subject to availability in RII category and the remaining shares to be allotted on proportionate basis.
Revision Form	The form used by the Applicant in an issue to modify the quantity of Equity Shares in an Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies, Jaipur, Rajasthan
SEBI	The Securities and Exchange Board of India constituted under the Securities an Exchange Board of India Act, 1992
SEBI ICDR Regulations, 2009	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
Self Certified Syndicate Bank(s) or SCSB(s)	A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
SME IPO	Initial public offering as chapter XB of SEBI (ICDR) Regulation
SME Issuer	The Company making the Issue under chapter XB of SEBI (ICDR) Regulation
Stock Exchanges/SE	The stock exchanges as disclosed in the Draft Prospectus/Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Issue are proposed to be listed

Term	Description
Specified Locations	Refer to definition of Broker Centers
Underwriters	Lead Manager (s)
Underwriting Agreement	Underwriting Agreement entered between Company and Underwriters
Working Day	Working days shall be all trading days of stock exchanges excluding Sundays and bank holidays

CONVENTIONAL AND GENERAL TERMS

Term	Description
A/c	Account
Act/ Companies Act	The Companies Act, 2013, as amended
AGM	Annual General Meeting
AMC	Annual Maintenance Contracts
AS	Accounting Standards Accountants of India issued by the Institute of Chartered Accountant of India
AY	Assessment Year
B2B	Business to Business
BV	Book Value
CAGR	Compounded Annual Growth Rate
CAPEX	Capital Expenditure
CDSL	Central Depository Services (India) Limited
CEO	Chief Executive Officer
CROSS	Client Relation and Order Supply System
DAV	Dayanand Anglo Vedic
DVD	Digital Versatile Disc
EGM	Extraordinary General Meeting
EPF	Employees Provident Fund
EPS	Earnings per Share
ESI	Employees State Insurance
FDI	Foreign Direct Investment
Financial Year/ Fiscal/ FY	The period of twelve (12) months ended March 31 of that particular year.
FEMA Regulations	FEMA (Transfer or Issue of Security by a Person Resident Outside India) Regulations 2000 and amendments thereto
GIR	General Index Registry Number
GOI/Government	Government of India
HR	Human Resource
HTML	Hyper Text Markup Language
IFRS	International Financial Reporting Standard
Indian GAAP	Generally Accepted Accounting Principles in India
ISO	International Organization for Standardization
I.T. Act	Income Tax Act, 1961 as amended from time to time
IVRS	Interactive Voice Response System
LLC	Limited Liability Company
Ltd.	Limited
MD	Managing Director
MIS	Management Information System
Mgmt.	Management

Term	Description
MOA /Memorandum/ Memorandum of Association	Memorandum of Association of our Company
NA	Not Applicable
NAV	Net Asset Value
NBFCs	Non Banking Financial Companies
NOC	No Objection Certificate
Non-Resident	A person resident outside India, as defined under FEMA and includes a non-resident Indian
NRE Account	Non-Resident External Account
NRI / Non-Resident Indian	A person resident outside India, as defined under FEMA and who is a citizen of India or a person of Indian origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended
NRO Account	Non-Resident Ordinary Account
NSC	National Savings Certificate
NSDL	National Securities Depository Limited
Overseas Corporate Body/ OCB	“Overseas Corporate Body” (OCB) means a Company, partnership firm, society and other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trust, in which not less than 60% beneficial interest is held by NRIs directly or indirectly but irrevocably as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000. OCBs are not allowed to participate in this Issue.
PAN	Permanent Account Number
PAT	Profit After Tax
Person(s)	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
P/E Ratio	Price Earning Ratio
Post Office RDs	Post Office Recurring Deposits
PPF	Public Provident Fund
Qty.	Quantity
Quarter	A period of three consecutive months
R&D	Research and Development
RBI	Reserve Bank of India
RDBMS	Relational Database Management System
RFID	Radio Frequency Identification
Rs. / `	Indian Rupees, the official currency of the Republic of India
RONW	Return on Net Worth
SAS	Small Savings Agent Software
SBI	State Bank of India
SCADA	Supervisory Control and Data Acquisition
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI (ICDR) Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended

Term	Description
SEBI Insider Trading Regulations	The SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended, including instructions and clarifications issued by SEBI from time to time.
Sq.ft.	Square feet
SQL	Structured Query Language
STT	Securities Transaction Tax
UAE	United Arab Emirates
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
UID	Unique Identification Number
UPS	Uninterruptible Power Supply

Industry Related Terms and Abbreviations

Term	Description
ABS	Acrylonitrile butadiene styrene.
AMRUT	Atal Mission for Rejuvenation and Urban Transformation.
BIS	Bureau of Indian Standards. CAGR Compound annual growth rate
CENVAT	Central value added tax
CPVC	Chlorinated polyvinyl chloride
CSO	Central Statistical Organisation.
CSR	Corporate social responsibility
EBITDA	Earnings before interest, tax, depreciation and amortisation, which in the case of our Company, is equal to revenue from operations less cost of materials consumed, less purchase of stock in trade, less changes in inventories of manufactured goods, less employee benefit expenses, less other expenses
EDC	Ethylene dichloride.
GI	Galvanised iron
GVT	Glazed vitrified
HDPE	High density polyethylene
ISI	Indian Standards Institution
PP	Polypropylene.
PPR	Polypropylene random
PVC	Polyvinyl chloride
PVDF	Polyvinylidene fluoride
PVT	Polished vitrified
RERA	Real Estate Regulatory Authority
RoCE	Return on capital employed
RoE	Return on equity
UPVC	Unplasticised polyvinyl chloride.
VCM	Vinyl chloride monomer
WSS	Water supply and sanitation.
CAGR	Compound Annual Growth Rate
ASSOCHAM	Associated Chambers of Commerce and Industry
ERW	Electric Resistance Welded
HF	High Frequency
M/T, MT	Metric Ton
MOU	Memorandum of Understanding

Term	Description
EBITDA	Earnings Before Interest, Tax, Depreciation & Amortization
EU	European Union
DRI	Direct Reduced Iron
FY	Financial Year
Franchisee	A person with whom our Company has entered into a franchisee or service agreement for Operating and managing training centres.
GER	Gross Enrolment Ratio
DRFC	Dedicated Rail Freight Corridor
FDI	Foreign direct investment
MCA	Masters of Computer Applications
PPP	Private Public Partnership
MOSPI	Ministry of Statistics and Programme Implementation
NBA	National Board of Accreditation
GW	Gigawatt
DIPP	Department of Industrial Policy and Promotion
IMF	International Monetary Fund
INR	Indian Rupee
ISO	International Organization for Standardization
MIDH	Mission for Integrated Development of Horticulture
Mn	Million
MNC	Multi National Corporation
NMDC	National Mineral Development Corporation
SAIL	Steel Authority of India Ltd
MT	Metric Tone
SRTMI	Steel Research and Technology Mission of India
PMG	Project Monitoring Group
SHS	square hollow sections
RBI	Reserve Bank of India
SCH	Single cross hybrid
USA	United States of America
UPS	Uninterruptible Power Supply

ABBREVIATIONS

ABBREVIATION	FULL FORM
AGM	Annual General Meeting
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
A.Y.	Assessment Year
B.A	Bachelor of Arts
B.Com	Bachelor of Commerce
B.Sc.	Bachelor of Science
BG/LC	Bank Guarantee / Letter of Credit
CAGR	Compounded Annual Growth Rate
C. A.	Chartered Accountant
CAIIB	Certified Associate of the Indian Institute of Bankers
CC	Cubic Centimeter
CDSL	Central Depository Services (India) Limited

ABBREVIATION	FULL FORM
CFO	Chief Financial Officer
C.S.	Company Secretary
DP	Depository Participant
ECS	Electronic Clearing System
EGM / EOGM	Extra Ordinary General Meeting of the shareholders
EPS	Earnings per Equity Share
ESOP	Employee Stock Option Plan
EMD	Earnest Money Deposit
FCNR Account	Foreign Currency Non Resident Account
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time and the regulations issued there under.
FII	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended from time to time) registered with SEBI under applicable laws in India.
FIs	Financial Institutions.
FIPB	Foreign Investment Promotion Board, Department of Economic Affairs, Ministry of Finance, Government of India
FY / Fiscal	Financial Year
FVCI	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
GoI/ Government	Government of India
HUF	Hindu Undivided Family
BSC	Bachelor in Science
INR / Rs./ Rupees	Indian Rupees, the legal currency of the Republic of India
SME	Small And Medium Enterprises
SSC	Secondary School Certificate
M. Com.	Master of Commerce
NAV	Net Asset Value
No.	Number
NR	Non Resident
NSDL	National Securities Depository Limited
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
RBI	The Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934, as amended from time to time
RoC/Registrar of Companies	Registrar of Companies, Jaipur, Rajasthan
RONW	Return on Net Worth
USD/ $/ US$	The United States Dollar, the legal currency of the United States of America

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

FINANCIAL DATA

Unless stated otherwise, the financial data in this Draft Prospectus is derived from our restated financial statements for the Eight months period ended November 30, 2017 and for the fiscal ended March 31 2017, 2016, 2015, 2014 and 2013 and the respective notes, schedules and annexures thereto, prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, 2009, as stated in the report of our Auditors and the SEBI Regulations and set out in the section titled “Financial Information” on page 175.

Our Company’s financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year, so all references to a particular financial year are to the 12 month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.

There are significant differences between the Indian GAAP, the International Financial Reporting Standards (the “IFRS”) and the Generally Accepted Accounting Principles in the United States of America (the “U.S. GAAP”). Accordingly, the degree to which 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. Any reliance by persons not familiar with Indian accounting practices, the Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations on the financial disclosures presented in this Draft Prospectus should accordingly be limited. We have not attempted to quantify the impact of the IFRS or the 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 the U.S. GAAP or the IFRS and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

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

CURRENCY OF PRESENTATION

All 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. Dollar(s)" are to United States Dollars, if any, the official currency of the United States of America. This Draft Prospectus contains translations of certain U.S. Dollar and other currency amounts into Indian Rupees (and certain Indian Rupee amounts into U.S. Dollars and other currency amounts). These have been presented solely to comply with the requirements of the SEBI Regulations. These translations should not be construed as a representation that such Indian Rupee or U.S. Dollar or other amounts could have been, or could be, converted into Indian Rupees, at any particular rate, or at all.

In this Draft Prospectus, throughout all figures have been expressed in Lacs, except as otherwise stated. The word "Lacs", "Lac", "Lakhs" or "Lakh" means "One Hundred Thousand".

Any percentage amounts, as set forth in "Risk Factors", "Our Business", "Management's Discussion and Analysis of Financial Conditions and Results of Operation" and elsewhere in this Draft Prospectus, unless otherwise indicated, have been calculated based on our restated financial statement prepared in accordance with Indian GAAP.

INDUSTRY & MARKET DATA

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

The extent to which the market and industry data used in this Draft Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data.

For additional definitions, please refer the section titled "Definitions and Abbreviations" on page 2 of this Draft Prospectus.

FORWARD LOOKING STATEMENTS

Our Company has included statements in this Draft Prospectus, that contain words or phrases such as "will", "aim", "will likely result", "believe", "expect", "will continue", "anticipate", "estimate", "intend", "plan", "project", "shall", "contemplate", "seek to", "future", "objective", "goal", "project", "should", "will continue", "will pursue" and similar expressions or variations of such expressions that are "forward-looking statements". However, these words are not the exclusive means of identifying forward-looking statements. All statements regarding our Company objectives, plans or goals, expected financial condition and results of operations, business plans and prospects are also forward-looking statements.

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

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

- General economic and business conditions in India and other countries;
- Ability to retain the customers is heavily dependent upon various factors including our reputation and our ability to maintain a high level of service quality including our satisfactory performance for the customers;
- We operate in a significantly fragmented and competitive market in each of our business segments;
- Regulatory changes relating to the finance and capital market sectors in India and our ability to respond to them;
- Our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks that have an impact on our business activities or investments;
- The monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic and foreign laws, regulations and taxes and changes in competition in our industry;
- Changes in the value of the Rupee and other currencies;
- The occurrence of natural disasters or calamities; and
- Change in political and social condition in India.

For further discussion of factors that could cause Company's actual results to differ, see the section titled "Risk Factors" on page 15 of this Draft Prospectus. By their nature, certain 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. Our Company, the Lead Manager, and their respective affiliates do not have any obligation to, and do not intend to, update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the Lead Manager will ensure that investors in India are informed of material developments until listing and trading permission by the Stock Exchange.

SECTION II

RISK FACTORS

An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of this offer including the merits and risks involved. Any potential investor in, and subscriber of, the Equity Shares should also pay particular attention to the fact that we are governed in India by a legal and regulatory environment in which some material respects may be different from that which prevails in other countries. The risks and uncertainties described in this section are not the only risks and uncertainties we currently face.

Additional risks and uncertainties not known to us or that we currently deem immaterial may also have an adverse effect on our business. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, results of operations and financial condition could suffer, the price of our Equity Shares could decline, and you may lose all or part of your investment. Additionally, our business operations could also be affected by additional factors that are not presently known to us or that we currently consider as immaterial to our operations.

Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. Unless otherwise stated, the financial information of our Company used in this section is derived from our restated financial statements prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI ICDR Regulations.

To obtain a better understanding, you should read this section in conjunction with the chapters titled "Our Business" beginning on page 122, *"Industry Overiew" beginning on page 109 and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page 198 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 Abbreviation" beginning on page 2 *of this Draft Prospectus. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another.*

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

INTERNAL RISK FACTORS

A. Business Risk/Company Specific Risk

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

   We have made an application for registration of our Logo/trademark under the Trademarks Act, 1999 and are in the process of getting the same registered. If our Company is unable to obtain registration of trademark, it may not be able to successfully enforce or protect our intellectual property rights and obtain statutory protections available under the Trademarks Act, 1999, as otherwise available for registered trademarks in future could have a material adverse effect on our business, which in turn could adversely affect our results of operations. For further details please refer to section titled Government & Other Approvals on page 230 of this Draft Prospectus.

2. ***Some of the Properties are not owned are not owned by us.***

   Our Company are operating from various office and operating as Factory/ Registered office and some of tham as detailed below have been taken on lease:

S.No.	Details of the Property	Licensor/Vendor	Consideration	Type of Right
1.	B-99, IInd Phase, Industrial Growth Centre,V.P.O Palsana Sikar, Measuring 8000 sqm.	Rajasthan State Industrial Development & Investment Corporation Limited, Jaipur, Udyog Bhawan, Tilak Nagar, Jaipur-302005	ER - Rs. 4,740 DC- Rs. 57.60 Lacs	Lease on a period of 99 (Ninety Nine) years w.e.f. 10th September, 2009 Lease Agreement Date - 11th August, 2010
2.	E-106, IID, Palsana Sikar, Measuring 4000 sqm.	Rajasthan State Industrial Development & Investment Corporation Limited, Jaipur, Udyog Bhawan, Tilak Nagar,	ER - Rs. 3,00 DC- Rs. 32.00 Lacs	Lease on a period of 99 (Ninety Nine) years w.e.f. 9th June, 2011

S.No.	Details of the Property	Licensor/Vendor	Consideration	Type of Right
		Jaipur-302005		Lease Agreement date- 1st June, 2017
3.	E-128, IID, Palsana Sikar, Measuring 4000 sqm.	Rajasthan State Industrial Development & Investment Corporation Limited, Jaipur, Udyog Bhawan, Tilak Nagar, Jaipur-302005	ER - Rs. 3,00 DC- Rs. 32.00 Lacs	Lease on a period of 99 (Ninety Nine) years w.e.f. 3rd May, 2012 Lease Agreement Date - 1st June, 2017
4.	E-129, IID, Palsana Sikar, Measuring 4000 sqm.	Rajasthan State Industrial Development & Investment Corporation Limited, Jaipur, Udyog Bhawan, Tilak Nagar, Jaipur-302005	ER - Rs. 3,00 DC- Rs. 32.00 Lacs	Lease on a period of 99 (Ninety Nine) years w.e.f. 3rd May, 2012. Lease Agreement Date - 1st June, 2017
5.	F-69A, RIICO Industrial Area, Sikar, Rajasthan-332 001 Measuring 1060 sqm.	Mrs. Sohani Devi, Ward No. 17, Bagpath Colony, Jaipur Road, Sikar	Rs. 15000 per month for first 11 (eleven) months thereafter increasing on mutual terms.	Lease for a period of five (5) years w.e.f. 10th December, 2014 vide agreement dated 12th December, 2014
6.	T-5, Shubhlaxmi Tower, Sector -6, Vidhyadhar Nagar, Jaipur Area Carpet Sq Mtr 50	Mrs. Sohani Devi, Ward No. 17, Bagpath Colony, Jaipur Road, Sikar	Rs. 30,000 per month	Lease for a period of 5 (five) years w.e.f. 10th Deceber, 2014
7.	67, Pratap Nagar, Shastri Nagar, Jaipur Area Carpet Sq Mtr 50	Mr. Sharwan Kumar Kaler, Ward No. 17, Bagpath Colony, Jaipur Road, Sikar	Rs. 10000 per month	Lease for a period of 5 (five) years w.e.f. 10th Deceber, 2014

In the event, the above leases are not renewed, we may be required to shift our manufacturing facility/ Offices to a new location and there can be no assurance that the arrangement our Company will enter into in respect of the new manufacturing facilities/ Offices would be on such terms and conditions as the present one.

For further details please refer to section titled Our Business on page 122 of this Draft Prospectus.

3. **We have experienced negative cash flows and any negative cash flows in the future could adversely affect our financial conditions and results of operations.**

The detailed break up of cash flows as restated is summarized in below mentioned table and our Company has reported negative cash flow in certain financial years and which could affect our business and growth:

(In Lacs.)

Particulars	30.11.2017	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Net Cash flow from Operative activities	185.71	308.03	262.79	115.34	86.68	187.02
Net Cash Flow from investing activities	(6.68)	(35.43)	(27.87)	(27.52)	(30.15)	(103.40)
Net Cash Flow from Financing	(156.12)	(291.46)	(236.64)	(47.39)	(75.39)	(59.50)

Particulars	30.11.2017	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
activities						
Net Cash Flow for the Year	**22.91**	**(18.86)**	**(1.72)**	**40.43**	**(18.86)**	**24.12**

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

   We have entered into transactions with our promoters, Promoter group companies. While we believe that all such transactions have been conducted on an arm's length basis, there can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that we may enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operations. For further details please refer to Financial Information Of Our Company on page 175 of Draft Prospectus.

5. **Our manufacturing operations are critical to our business and any shutdown of our manufacturing facilities may have an adverse effect on our business, results of operations and financial condition.**

   Our Company manufactures the pipes and cables and our success depend on our ability to successfully manufacture and deliver our products to meet our customer demand. Our manufacturing facility is also susceptible to damage or interruption or operating risks, such as human error, power loss, breakdown or failure of equipment, power supply or processes, performance below expected levels of output or efficiency, obsolescence, loss of services of our external contractors, terrorist attacks, acts of war, break-ins, earthquakes, other natural disasters and industrial accidents and similar events. It is also subject to operating risk arising from compliance with the directives of relevant government authorities. In past, there have been two instances where our facility met with a fire situation. Operating risks may result in personal injury and property damage and in the imposition of civil and criminal penalties.

   If our Company experience delays in production or shutdowns at our facility due to any reason, including disruptions caused by disputes with its workforce or any external factors, our Company's operations will be significantly affected, which in turn would have a material adverse effect on its business, financial condition and results of operations. Further, continuous addition of industries in and around our manufacturing facilities without commensurate growth of its infrastructural facilities may put pressure on the existing infrastructure therein, which may adversely affect our business.

6. **Activities involving our manufacturing process can be dangerous and can cause injury to people or property in certain circumstances. A significant disruption at any of our manufacturing facilities may adversely affect our production schedules, costs, sales and ability to meet customer demand.**

   Our business operations are subject to hazards such as risk of equipment failure, work accidents, fire or explosion and require individuals to work under potentially dangerous circumstances or with flammable materials. Although we employ safety procedures in the operation of our facilities and maintain what we believe to be adequate insurance, there is a risk that an accident or death may occur in one of our facilities. An accident may result in destruction of property or equipment, environmental damage, manufacturing or delivery delays, or may lead to suspension of our operations and/or imposition of liabilities. Any such accident may result in litigation, the outcome of which is difficult to assess or quantify, and the cost to defend litigation can be significant. As a result, the costs to defend any action or the potential liability resulting from any such accident or death or arising out of any other litigation, and any negative publicity associated therewith, may have a negative effect on our business, financial condition, results of operations, cash flows and prospects.

   In particular, if operations at our manufacturing facility were to be disrupted as a result of any significant workplace accident, equipment failure, natural disaster, power outage, fire, explosion, terrorism, adverse weather conditions, labour dispute, obsolescence or other reasons, our financial performance may be adversely affected as a result of our inability to meet customer demand or committed delivery schedules for our products. Interruptions in production may also increase our costs and reduce our sales, and may require us to make substantial capital expenditures to remedy the situation or to defend litigation that we may become involved in as a result, which may negatively affect our profitability, business, financial condition, results of operations, cash flows and prospects.

7. **The capacity of our current plant units is not fully utilized. Consecutively, if there is also any under-utilization of our capacities in next three years, it could affect our ability to fully absorb fixed costs and thus may adversely impact our financial performance.**

   The capacity of our current plants is not fully utilized. Even though the capacity utilization of our plant situated at B-99, IInd Phase, Industrial Growth Centre, V.P.O. Palsana Sikar is upto 45.87% for PVC Pipes, 21.30% for HDPE Pipes and 20.57% for Cables & Wire at present, the capacities of our products has not been fully utilized at this plant and Also, Our Company has not started plant situated at E-128 & E-129, II D Palsana, Sikar, Rajasthan. Further, we propose to fully utilize our production capacities in coming years based on our estimates of market demand and profitability. In the event of nonmaterialization of our estimates and expected order flow for our product and/or failure of optimum utilization of our capacities, due to factors including adverse economic scenario, change in demand or for any other reason, our capacities may not be fully utilized thereby impairing our ability to fully absorb our fixed cost and may adversely impact our financial performance.

8. **Our Manufacturing operations may be adversely affected in case of industrial accidents at any of our production facilities.**

   Usage of heavy machinery, handling of materials by labour during production process or otherwise, lifting of materials by humans, cranes, heating processes of the furnace etc. may result in accidents, which could cause injury to our labour, employees, other persons on the site and could also damage our properties thereby affecting our operations. Further our plants and machinery and personnel are not covered under insurance and hence any such occurrence of accidents could hamper our production and consequently affect our profitability.

9. **Continued operations of our manufacturing facilities situated at B-99, IInd Phase, Industrial Growth Centre, V.P.O. Palsana Sikar and E – 128 & 129, RIICO Industrial Growth Centre, Palsana Distt.- Sikar and are critical to our business and any disruption in the operation of our facility may have a material adverse effect on our business, results of operations and financial condition.**

   Our manufacturing facilities situated at B-99, IInd Phase, Industrial Growth Centre, V.P.O. Palsana Sikar and E – 128 & 129, RIICO Industrial Growth Centre, Palsana Distt.- Sikar are subject to operating risks, such as unavailability of machinery, break-down, obsolescence or failure of machinery, disruption in power supply or processes, performance below expected levels of efficiency, labour disputes, natural disasters, industrial accidents and statutory and regulatory restrictions. Our machines have limited lives and require periodic cleaning as well as annual over hauling maintenance. In the event of a breakdown or failure of such machinery, replacement parts may not be available and such machinery may have to be sent for repairs or servicing. We have not entered into any technical support service agreements for the maintenance and smooth functioning of our equipment's and machineries. This may lead to delay and disruption in our production process that could have an adverse impact on our sales, results of operations, business growth and prospects.

10. **One of our Promoters i.e. Mr. Sharwan Kumar Kaler has been considered as disqualified Director by Registrar of Companies, Jaipur, Rajasthan in respect of non filing of Annual Returns/Financial Statements of M/s. Rex Metals Private Limited under section 248 of the Companies Act, 2013**.

One of our Promoters i.e. Mr. Sharwan Kumar Kaler has been considered as disqualified Director by Registrar of Companies, Jaipur, Rajasthan in respect of Striking off of M/s Rex Metals Private Limited on account of non filing of Annual Returns/Financial Statements under Section 248 of the Companies Act, 2013 and his name is appearing on www.watchchoutinvestors.com. However, he had filed a writ petition with Hon'ble High Court of Rajasthan for removal of Disqualification and Revival of name of M/s Rex Metal Private Limited with Registrar of Companies, Jaipur, Rajasthan. However, any adverse ruling and findings, against him will adversely impact on our goodwill and could adversely affect our business and financial operations.

11. **We intend to expand our existing business into manufacturing of bus body and fabrication of Bus Bodies at our Plant situated at E – 128 & 129, RIICO Industrial Growth Centre, Palsana Distt.- Sikar. Any failure to succeed in this business may have an adverse effect on our financial performance.**

Our Promoter, Mr. Sharwan Kumar Kaler is engaged in manufacturing of bus bodies ad fabrication of Bus Bodies through its Proprietor firm M/s Supreme Industries and Our Company has set up a plant for 600 bus in a year at E – 128 & 129, RIICO Industrial Growth Centre, Palsana Distt.- Sikar, which is to be started in near future. Further, many of our competitors in the same line of business have longer operating histories and greater financial resources than us and have more experience in managing bus fabrication business. We may be unsuccessful in competing against present and future competitors, ranging from large and established companies to emerging start-ups, both Indian and large, multi-national companies operating in India. Our Company may not be successful in the Bus fabrication business and we cannot provide you with any assurances as to the timing and amount of any returns or benefits that we may receive from this business.

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

In the 12 months prior to the date of filing of the Draft Prospectus, the Company had allotted 37,20,000 Equity Shares on 29th January, 2018 as bonus shares to its existing shareholders. For more details on the issuance of same, please see "Capital Structure" on page 68 of this Draft Prospectus.

13. **Our Promoter Company and Promoter Group Company have incurred losses in the previous financial years.**

Our Promoter Group Entities as tabled below have incurred losses in the last three financial years. The details of profit/loss are as under:

M/S REX IMPEX PRIVATE LIMITED:

Amount Rs. in Lacs.

Particulars	31st March, 2017	31st March, 2016	31st March, 2015
Profit/(Loss) After Tax	(0.69)	(3.45)	(1.97)

M/S REX PUMPS PRIVATE LIMITED:

Amount Rs. in Lacs.

Particulars	31st March, 2017	31st March, 2016	31st March, 2015
Profit/(Loss) After Tax	(0.11)	(0.17)	0.94

14. Our cost of production and trading activities is exposed to fluctuations in the prices of materials.

Our Company is dependent on third party suppliers for procuring the the raw material. We are exposed to fluctuations in the prices of these raw materials/ traded goods as well as its unavailability, particularly as we typically do not enter into any long term supply agreements with our suppliers and our major requirement is met in the spot market. We may be unable to control the factors affecting the price at which we procure the materials. We also face the risks associated with compensating for or passing on such increase in our cost of production/ trades on account of such fluctuations in prices to our customers. Upward fluctuations in the prices of raw material/ traded goods may thereby affect our margins and profitability, resulting in a material adverse effect on our business, financial condition and results of operations. Though we enjoy favourable terms from the suppliers both in prices as well as in supplies, our inability to obtain high- quality materials in a timely and cost-effective manner would cause delays in our production/trade cycles and delivery schedules, which may result in the loss of our customers and revenues.

15. The shortage or non-availability of power facilities may adversely affect our manufacturing processes and have an adverse impact on our results of operations and financial condition.

Our manufacturing processes requires substantial amount of power facilities. The quantum and nature of power requirements of our industry and Company is such that it cannot be supplemented/ augmented by alternative/ independent sources of power supply since it involve significant capital expenditure and per unit cost of electricity produced is very high in view of increasing oil prices and other constraints. We are mainly dependent on State Government for meeting our electricity requirements. Any disruption / non availability of power shall directly affect our production which in turn shall have an impact on profitability and turnover of our Company.

16. The shortage or non-availability of water facilities may adversely affect our manufacturing processes and have an adverse impact on our results of operations and financial condition.

Our manufacturing processes requires substantial amount of water, particularly for self tempering and cooling process. Currently, our Company has made adequate arrangement to meet its water requirements. We have not made any alternate arrangements for supply of water for our manufacturing facilities. Any disruption / non availability of water supply shall directly affect our production which in turn shall have an impact on profitability and turnover of our Company.

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

We import some of our raw materials from outside India and payment for these purchases is made in foreign currency. Changes in value of currencies with respect to the Rupee may cause fluctuations in our operating results expressed in Rupees. The exchange rate between the Rupee and other currencies is variable and may continue to fluctuate in future. Any adverse or unforeseen fluctuations with respect to the unhedged exchange rate of any foreign currency for Indian Rupees may affect our Company‘s results of operations.

18. The laws of various countries govern our suppliers and disputes arising from such contracts may be subject to the exclusive jurisdiction of courts situated in such countries.

Several of our suppliers are governed by the laws of the country in which either the supplier is incorporated or where the business of the supplier is situated and any disputes related to such contracts may be subject to the exclusive jurisdiction of courts situated in such countries. Lawsuits with respect to such disputes may be instituted in courts situated outside India, and it may become unfeasible for our Company to manage such litigation or obtain enforcement of awards made in such suits. Further, we may also incur significant litigation costs as a result of pursuing dispute resolution mechanisms outside India.

19. Our historical revenues have been significantly dependent on few customers. If our customers choose not to source their requirements from us, our business, financial condition and results of operations may be adversely affected.

Our top 10 customers have contributed over 60.85% of our revenues for the period ended November 30, 2017. Any decline in our quality standards, growing competition and any change in the demand 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 generated from these clients might change as we continue to add new clients in normal course of business. We intend to retain our customers by offering solutions to address specific needs in a proactive, cost effective and time efficient manner. This helps us in providing better value to each customer thereby increasing our engagement with our new and existing customer base that presents a substantial opportunity for growth.

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

We believe that the Indian Pipe and Cable industry faces competitive pressures in recruiting and retaining skilled and unskilled labour. Our industry being labour intensive is highly dependent on labour force for carrying out its business 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.

India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment. We are also subject to laws and regulations governing relationships with employees, in such areas as minimum wage and maximum working hours, overtime, working conditions, hiring and terminating of employees and work permits. Such disruptions may adversely affect our business and results of operations, reputation and may also divert the management's attention and result in increased costs. Although our employees are not currently unionized, there can be no assurance that they will not unionize in the future. If our employees unionize, it may become difficult for us to maintain flexible labour policies, and we may face the threat of labour unrest, work stoppages.

21. Compliance with, and changes in, safety, health and environmental laws and regulations may adversely affect our business, prospects, financial condition and results of operations.

Due to the nature of our business, we expect to be or continue to be subject to extensive and increasingly stringent environmental, health and safety laws and regulations and various labour, workplace and related laws and regulations. We are also subject to environmental laws and regulations, including but not limited to:

a. Environment (Protection) Act, 1986
b. Air (Prevention and Control of Pollution) Act, 1981
c. Water (Prevention and Control of Pollution) Act, 1974

d. Hazardous Waste Management & Handling Rules, 2008
e. other regulations promulgated by the Ministry of Environment and Forests and the Pollution Control Boards of the state of Maharashtra

which govern the discharge, emission, storage, handling and disposal of a variety of substances that may be used in or result from the operations of our business.

The scope and extent of new environmental regulations, including their effect on our operations, cannot be predicted and hence the costs and management time required to comply with these requirements could be significant. Amendments to such statutes may impose additional provisions to be followed by our Company and accordingly the Company needs to incur clean-up and remediation costs, as well as damages, payment of fines or other penalties, closure of production facilities for non-compliance, other liabilities and related litigation, could adversely affect our business, prospects, financial condition and results of operations.

22. Our inability to maintain an optimal level of inventory for our business may impact our operations adversely.

Our daily operations largely depend on consistent inventory control which is generally dependent on our projected sales in different months of the year. An optimal level of inventory is important to our business as it allows us to respond to customer demand effectively and to maintain a range of finished products. If we over-stock inventory, our required working capital will increase and if we under-stock inventory, our ability to meet consumer demand and our operating results may be adversely affected. Any mismatch between our planning and the actual off take by customers can impact us adversely.

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

Modernization and technology up gradation is essential to reduce costs and increase the efficiency. Our technology may become obsolete or may not be upgraded timely, hampering our operations and financial conditions and we may lose our competitive edge. Although we believe that we are utilizing latest technology by using latest machineries and equipments, we shall continue to strive to keep our technology updated. In case of a new found technology in the Pipe and cable Industry, we may be required to implement new technology employed by us. Further, the cost in upgrading our technology is significant which could substantially affect our finances and operations.

24. Our business requires us to obtain and renew certain registrations; licenses and permits from government and regulatory authorities and the failure to obtain and renew them in a timely manner may adversely affect our business operations.

Our business operations require us to obtain and renew from time to time, certain approvals, licenses, registration and permits, some of which may expire and for which we may have to make an application for obtaining the approval or its renewal. Our Company is required to renew such permits, licenses and approvals. There can be no assurance that the relevant authorities will issue any of such permits or approvals in time or at all.

Further, these permits, licenses and approvals are subject to several conditions, and our Company cannot assure that it shall be able to continuously meet such conditions and this may lead to cancellation, revocation or suspension of relevant permits/ licenses/ approvals, which may affect our business adversely. For more information about the licenses required in our business and the licenses and approvals applied for renewal and approvals yet to apply, please refer section "Government and other statutory approvals" appearing on page 230 of this Draft Prospectus.

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

26. **Our ability to retain the clients is heavily dependent upon various factors including our reputation and our ability to maintain a high level of service quality including our satisfactory performance for the customers. Any failure by us to retain or attract customers may impact its business and revenues.**

We believe our strong brand reputation has helped us to attract and retain our customers. As a result, our reputation and perception of our brands are critical to our business. Although, we believe that we as well as our customers have a dedicated and talented team that comprise of experienced personnel in the field of pipe and cable manufacturing. Our business heavily relies on our reputation as well as the quality and popularity of the product provided by us and our visibility and perception amongst customers. It is important that we retain the trust placed by our customers. We must also continue to attract more and increase the number of our customers at a consistent rate. We attempt to retain our position by maintaining quality and by our ability to improve and add value to the performance of our customers in their respective areas. This requires constant upgradation of the methodology and technologies are adequately equipped. Further, we rely on a variety of advertising efforts tailored to target the customers. Failure to maintain and enhance our reputation or any actual or perceived reasons leading to reduction of benefits from our customers or any negative publicity against us may affect the rate of customers. Any failure by us to retain or attract customers may adversely impact our business and revenues.

27. **Our Company does not have any long-term contracts with our clients and suppliers, which may adversely affect our results of operations.**

We are, to a major extent, dependent on external suppliers for our goods requirements and we do not have any long-term supply agreements or commitments in relation to the same. There can be no assurance that there will not be a significant disruption in the supply of goods from current sources or, in the event of a disruption, that we would be able to locate alternative suppliers of goods of comparable quality on terms acceptable to us, or at all. Identifying a suitable supplier involves a process that requires us to become satisfied with their quality control, responsiveness and service, financial stability and labour and other ethical practices. Consequently, we are also exposed to price fluctuations in goods, and these fluctuations may adversely affect our ability to obtain orders and/or to execute them in a timely manner, which would have a material adverse effect on our business, results of operations and financial condition.

In case of non-availability of goods on favourable terms, we may have to procure the same at the terms and conditions prevalent at that point. This may result in reducing our revenues by a considerable amount due to shortage of goods or due to inability to procure the same. Further, unfavourable terms of goods may also force us to reduce the scale of our operations resulting in a down-sizing of our overall business. We may have to put on hold any expansion plans and our future growth will be severely stunted. Any delay, interruption or increased cost in the supply arising from a lack of long-term contracts could have an adverse effect on our ability to meet customer demand for our products and result in lower revenue from operations both in the short and long term. Also, Our Company has had long standing business relationships with certain customers and has been supplying our products to such customers for long time. However, we have not entered into any long term contracts with these customers and we cater to them on an order-by-order basis. As a result, our customers can terminate their relationships with us without any notice and, without consequence, which could materially and adversely impact our business.

28. **Delays or defaults in client payments could result in a reduction of our profits.**

We may be subject to working capital shortages due to delays or defaults in payments by clients. If clients defaults in their payments in due time to which we have devoted significant resources it could have a material adverse effect on our business, financial condition and results of operations and could cause the price of our Equity Shares to decline.

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

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

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

Any failure or defect in our products could result in a claim against us for damages, regardless of our responsibility for such a failure or defect. We currently carry no products liability insurance with respect to our products. Although we attempt to maintain quality standards, we cannot assure that all our products would be of uniform quality, which in turn could adversely affect the value of our brand, and our sales could be diminished if we are associated with negative publicity.

Also, our business is dependent on the trust our customers have in the quality of our products. Any negative publicity regarding our company, brand, or products, including those arising from a drop in quality of merchandise from our vendors, mishaps resulting from the use of our products, or any other unforeseen events could affect our reputation and our results from operations.

31. **Changes in customer preferences could affect our business, financial condition, results of operations and prospects.**

Any change in the customer preference can render our old stock obsolete, as changes in customer preference are generally beyond our control. Some or all of our products may become less attractive in light of changing customer preferences or better products by competitors and we may be unable to adapt to such changes in a timely manner. However, we constantly focus on research and development and to develop new products to cater the customer needs, any change in customer preferences that decreases demand could affect our business, financial condition, results of operations and prospects.

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

The demand for our products depends on quality that we market. Any failure of ours to maintain the quality standards may affect our business. Although we have put in place strict quality control procedures, we cannot assure that our products will always be able to satisfy our customer's quality standards. Any negative publicity regarding our Company, or products, including those arising from any deterioration in quality of our products or any other unforeseen events could adversely affect our reputation, our operations and our results from operations.

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

Our Company uses third party transportation providers for delivery of our goods. Though our business has not experienced any disruptions due to transportation strikes in the past, any future transportation strikes may have an adverse effect on our business. In addition goods may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be delay in delivery of products, which may also affect our business and results of operation negatively. An increase in the freight costs or unavailability of freight for transportation of our raw materials or finished goods may have an adverse effect on our business and results of operations.

Further, disruptions of transportation services due to weather related problems, strikes, lock-outs, inadequacies in the road infrastructure, or other events could impair ability to procure raw materials on time. Any such disruptions could materially and adversely affect our business, financial condition and results of operations.

34. We face risks and uncertainties associated with the implementation of expansion and new projects which may impact our business, operations and revenue.

Our business plan includes expansion of our geographical reach and enter the large domestic market for growth opportunities and thereby increase the revenue. We may face risks and uncertainties in relation to expansion and achieving our business plans efficiently, which may include various factors i.e. we may face difficulties in recruiting, training and retaining sufficient skilled faculty members, technical and management personnel and inability to or difficulty in satisfying clients expectations. This may adversely affect our business, results of operation and revenues.

35. Our lenders have charge over our immovable properties in respect of finance availed by us.

We have provided security in respect of loans / facilities availed by us from banks and financial institutions by creating a charge over our immovable properties. The total amounts outstanding and payable by us as secured loans were Rs. 661.02 lacs as on November 30, 2017. In the event we default in repayment of the loans / facilities availed by us and any interest thereof, our properties may be subject to forfeiture by lenders, which in turn could have significant adverse effect on business, financial condition or results of operations. For further details of secured loans of our Company, please refer the chapter titled *Financial Information* on page 175 of this Draft Prospectus.

36. Unsecured loans in form of inter corporate deposits taken by our Company from various Companies/Directors can be recalled by the lenders at any time.

As on November 30, 2017, our Company has unsecured loans amounting to Rs. 31.11 lacs from corporate/Directors that are repayable on demand to the relevant lender. Further, some of these loans are not repayable in accordance with any agreed repayment schedule and may be recalled by the relevant lender at any time. Any such unexpected demand or accelerated repayment may have a material adverse effect on the business, cash flows and financial condition of the borrower against which repayment is sought. Any demand from lenders for repayment of such unsecured loans, may adversely affect our cash flows. For further details of unsecured loans of our Company, please refer the chapter titled *Financial Information* on page 175 of this Draft Prospectus.

37. Our Company may incur penalties or liabilities for non-compliances with certain provisions of the Companies Act and other applicable laws in the last five (5) Years.

Our Company may incur penalties or liabilities for non compliance with certain provisions including lapsed/ made delay in certain filings and/or errorness filing/ Non Filing of eforms under Company Act applicable to it in the past years. Such non compliances/delay Compliances /errorness filing/ Non Filing/Non Registration may incur the penalties or liabilities which may affect the results of operations and financial conditions.

38. Our Promoters and members of the Promoter Group have provided personal guarantees to certain loan facilities availed by us, which if revoked may require alternative guarantees, repayment of amounts due or termination of the facilities.

Our Promoters and members of the Promoter Group have provided personal guarantees in relation to certain loan facilities availed of by us. In the event that any of these guarantees are revoked, the lenders for such facilities may require alternate guarantees, repayment of amounts outstanding under such facilities, or may even terminate such facilities. We may not be successful in procuring alternative guarantees satisfactory to the lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which may not be available on acceptable terms or at all and any such failure to raise additional capital could affect our operations and our financial condition.

39. Conflicts of interest may arise out of common business undertaken by our Company and our promoter Group Entities.

Our Promoter Group Entities are authorized to carry out business similar to that of our Company. As a result, conflicts of interests may arise in allocating business opportunities amongst our Company and our Group Entities in circumstances where our respective interests diverge. In cases of conflict, our Promoters may favour other companies in which our Promoters have interests. There can be no assurance that our Promoters or our Group Entities or members of the Promoter Group will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. Any such present and future conflicts could have a material adverse effect on our reputation, business, results of operations and financial condition.

40. Termination of agreements/arrangements with Customers, could negatively impact our revenues and profitability.

Our customers typically retain us on a non-exclusive basis. Many of our client contracts can be terminated with or without cause by providing notice and without termination-related penalties. Additionally, most of clients carry no commitment to a specific volume of business or future work. Our business is dependent on the decisions and actions of our customers, and there are a number of factors relating to our clients that are outside our control that might result in the termination of an assignment or the loss of a client, including a demand for price reductions. Therefore our business may be adversely affected if any of our contracts are terminated by our customers.

41. **While we are currently not subject to extensive Governmental regulation, any regulatory or legal framework introduced in the future may increase our compliance requirements and costs, which may adversely affect our business, results of operations and prospects. However to run our business, we require certain regulatory permits and approval to operate.**

At present, the segments in which we operate are not subject to extensive Government regulation. While we are not in a position to predict the likelihood, timing or content of any such regulation or legislation, if any such regulation or legislation is notified, we may be affected in various ways. However, we have obtained all permits and licenses, which are adequate to run our business. Further, some of these approvals are granted for fixed periods of time and need renewal from time to time. We are required to renew such permits, licenses and approvals. There can be no assurance that the relevant authorities will issue any of such permits or approvals in time or at all. Failure by us 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.

42. **Our success depends largely on our senior management and our ability to attract and retain our key personnel.**

Our success depends on the continued services and performance of the members of our management team and other key employees. Competition for senior management in the industry is intense, and we may not be able to retain our existing senior management or attract and retain new senior management in the future. The loss of the services of our Promoters could seriously impair our ability to continue to manage and expand our business. Further, the loss of any other member of our senior management or other key personnel may adversely affect our business, results of operations and financial condition. We do not maintain key man‘s life insurance for our Promoters, senior members of our management team or other key personnel.

43. **The industry segments in which we operate being fragmented, we face competition from other players, which may affect our business operations and financial conditions.**

The industry in which we operate is highly competitive. Factors affecting our competitive success include, amongst other things, price, demand for our products, and availability of raw materials, brand recognition and reliability. Our competitors vary in size, and may have greater financial, production, marketing, personnel and other resources than us and certain of our competitors have a longer history of established businesses and reputations in the Indian market as compared with us. Competitive conditions in some of our segments have caused us to incur lower net selling prices and reduced gross margins and net earnings. These conditions may continue indefinitely. Changes in the identity, ownership structure, and strategic goals of our competitors and the emergence of new competitors in our target markets may impact our financial performance. New competitors may include foreign-based companies and domestic producers who could enter our markets.

Our failure to compete effectively, including any delay in responding to changes in the industry and market, together with increased spending on advertising, may affect the competitiveness of our products, which may result in a decline in our revenues and profitability.

44. Insurance coverage obtained by us may not adequately protect us against unforeseen losses.

We have maintained insurance coverage of our assets and accident policies as specified in section titled Insurance Policies on page 139 of the Draft Prospectus. We believe that the insurance coverage maintained, would reasonably cover all normal risks associated with the operation of our business, however, there can be no assurance that any claim under the insurance policies maintained by us will be met fully, in part or on time. In the event we suffer loss or damage that is not covered by insurance or exceeds our insurance coverage, our results of operations and cash flow may be adversely affected.

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

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

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

46. The Promoter Group of our Company does not include Mr. Amra Ram, Mr. Harji Ram, Mr. Triloka Ram, Mr. Sultan Singh, Mrs. Chawali Devi, Mrs. Parmeshwari Devi, Mr. Mohan Lal Khinchar, Mr. Sukhdeva Ram Khinchar and/ or their entity(ies) in which they may have an interest.

The Promoter Group of our Company does not include certain relatives of our promoters, namely, Mr. Amra Ram, Mr. Harji Ram, Mr. Triloka Ram, Mr. Sultan Singh, Mrs. Chawali Devi, Mrs. Parmeshwari Devi, Mr. Mohan Lal Khinchar, Mr. Sukhdeva Ram Khinchar and/ or their entity(ies) in which they may have an interest. Our Promoters have provided a confirmation that they do not have any financial interest in the Company and do not own shareholding in Rex Pipes and Cables Industries Limited and are also not involved in the business of Rex Pipes and Cables Industries Limited, directly or indirectly and apart from the said confirmation, there are no formal disassociation arrangements between them.

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

As per SEBI (ICDR) Regulations, 2009 appointment of monitoring agency is required only for Issue size above Rs. 10,000 Lacs. Hence, we have not appointed a monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the NSE and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

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

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

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

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

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

The fund requirement and deployment, as mentioned in the "Objects of the Issue" on page 94 of this Draft Prospectus is based on the estimates of our management and has not been appraised by any bank or financial institution or any other independent agency. These fund requirements are based on our current business plan. We cannot assure that the current business plan will be implemented in its entirety or at all. In view of the highly competitive and dynamic nature of our business, we may have to revise our business plan from time to time and consequently these fund requirements. The deployment of the funds as stated under chapter "Objects of the Issue" is at the discretion of our Board of Directors and is not subject to monitoring by any external independent agency.

Further, we cannot assure that the actual costs or schedule of implementation as stated under chapter "Objects of the Issue" will not vary from the estimated costs or schedule of implementation. Any such variance may be on account of one or more factors, some of which may be beyond our control. Occurrence of any such event may delay our business plans and/or may have an adverse bearing on our expected revenues and earnings.

51. The Objects of the Issue for which funds are being raised, are based on our management estimates and the Quotations/Estimates etc taken by Our Company from various venders/suppliers as mentioned in the chapter titles "Objects of the Issue". Validity Periods of the quotations have been expired.

The fund requirement as mentioned in the "Objects of the Issue" on page 94 of this Draft Prospectus is based on the estimates of our management and the Quotations/Estimates taken by our Company from various vendors/suppliers as mentioned in the Chapter titles "Objects of the Issue". The validity period of some of the quotations have been expired. The fund requirements are based on the management estimates and those quotations/estimates. However, We cannot assure that vendors/suppliers will supply the services/products as per Quotations/Estimates the validity of which have been expired. In case of any revision of Prices of quotations/estimates, we may have to revise our business plan and consequently these fund requirements may be changed. Any such variance may delay our business plans and/or may have an adverse bearing on our expected revenues and earnings.

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

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

B. Risk related to this Issue and Investment in our Equity Shares

53. Any future issue of Equity Shares may dilute your shareholding and sales of our Equity Shares by our Promoter 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 Promoter 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.

54. 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.

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

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

EXTERNAL RISK FACTORS

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

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

57. The Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have effected significant changes to the existing Indian company law/ listing framework, which may subject us to higher compliance requirements and increase our compliance costs.

A majority of the provisions and rules under the Companies Act, 2013 have come into effect. The Companies Act, 2013 has brought into effect significant changes to the Indian company law framework, such as in the provisions related to issue of capital (including provisions in relation to issue of securities on a private placement basis), disclosures in Issuing documents, corporate governance norms, accounting policies and audit matters, related party transactions, introduction of a provision allowing the initiation of class action suits in India against companies by shareholders or depositors, a restriction on investment by an Indian company through more than two layers of subsidiary investment companies (subject to certain permitted exceptions), prohibitions on loans to directors and insider trading and restrictions on directors and key managerial personnel from engaging in futures trading. Further, the Companies Act, 2013 imposes greater monetary and other liability on us and our directors for any non-compliance.

To ensure compliance with the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we may need to allocate additional resources, which may increase our regulatory compliance costs and divert management attention. The Companies Act, 2013 introduced certain additional requirements which do not have corresponding equivalents under the Companies Act, 1956. Accordingly, we may face challenges in interpreting and complying with such provisions due to the limited jurisprudence on them. In the event our interpretation of such provisions of the Companies Act, 2013 differs from, or contradicts with, any judicial pronouncements or clarifications issued by the Government in the future, we may face regulatory actions or we may be required to undertake remedial steps. Further, we cannot currently determine the impact of provisions of the Companies Act, 2013 which are yet to be notified. Any increase in our compliance requirements or in our compliance costs may have an adverse effect on our business and results of operations.

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

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

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

India‘s physical infrastructure is less developed than that of many developed countries. Any congestion or disruption in its port, rail and road networks, electricity grid, communication systems or any other public facility could disrupt our normal business activity. Any deterioration of India’s physical infrastructure would harm the national economy.

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

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

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

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely affect our ability to raise additional financing and the interest rates and other commercial terms at which such additional financing is available. This could have a material adverse effect on our capital expenditure plans, business and financial performance.

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

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

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

The occurrence of natural disasters, including hurricanes, floods, earthquakes, tornadoes, fires and pandemic disease may adversely affect our financial condition or results of operations. The potential impact of a natural disaster on our results of operations and financial position is speculative, and would depend on numerous factors. The extent and severity of these natural disasters determines their effect on the Indian economy. Although the long term effect of diseases such as the H5N1 ―avian flu‖ virus, or H1N1, the swine flu virus, cannot currently be predicted, previous occurrences of avian flu and swine flu had an adverse effect on the economies of those countries in which they were most prevalent. An outbreak of a communicable disease in India would adversely affect our business and financial conditions and results of operations. We cannot assure you that such events will not occur in the future or that our business, financial condition and results of operations will not be adversely affected.

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

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

The GoI has proposed a comprehensive national goods and services tax ("GST") regime that will combine taxes and levies by the Central and State Governments into a unified rate structure which is proposed to be effective from April 1, 2016. While the GoI and other state governments have announced that all committed incentives will be protected following the implementation of the GST, given the limited availability of information in the public domain concerning the GST, we are unable to provide any assurance as to this or any other aspect of the tax regime following implementation of the GST. The implementation of this rationalized tax structure may be affected by any disagreement between certain state governments, which may create uncertainty. Any such future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable.

Further, the General Anti Avoidance Rules ("GAAR") are proposed to be made effective from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain. If the GAAR provisions are made applicable to our Company, it may have an adverse tax impact on us.

We have not determined the impact of these proposed legislations on our business. Uncertainty in the applicability, Interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which we operate, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future. Further, the GoI may introduce a waiver or incentive scheme in relation to specific population segments such as MSEs in public interest, pursuant to which we may be required to Issue our products and services at discounted rates. This may affect our business and results of operations.

PROMINENT NOTES:

1) **SIZE OF THE ISSUE**:

Public issue of upto 24,00,000 Equity Shares of face value of Rs.10.00 each of our Company for cash at a price of Rs. [●] per Equity Share (including a share premium of Rs. [●] per Equity Share) (“Issue Price”) aggregating to Rs. [●] lacs (“the Issue”) of which upto 1,20,000 Equity Shares aggregating to Rs. [●] lacs will be reserved for subscription by Market Maker (“Market Maker Reservation Portion”). The Issue less the Market Maker Reservation Portion i.e. issue of upto 22,80,000 Equity Shares of face value of Rs.10.00 each at an Issue Price of Rs. [●] per equity share aggregating to Rs. [●] lacs is hereinafter referred to as the “Net Issue”. The Issue and the Net Issue will constitute 27.91% and 26.51%, respectively of the post issue paid-up equity share capital of our Company.

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

Name of the Promoter	No. of Shares held	Average cost of Acquisition (in Rs.)
Mr. Sharwan Kumar Kaler	18,42,500	6.69
Mrs. Sohani Devi	8,42,500	5.28

**The average cost of acquisition of our Equity Shares by our Promoters has been calculated by taking into account the amount paid by them to acquire, by way of fresh issuance or transfer, the Equity Shares, including the issue of bonus shares, if any, to them. The average cost of acquisition of our Equity Shares by our Promoters has been reduced due to the issuance of bonus shares to them, if any. For more information, please refer to the section titled "Capital Structure" on page 68.*

3) Our Net worth as on 30th November, 2017 is Rs. 784.28 Lacs as per Restated Financial Statements.

4) The Book - Value per share as on 30th November, 2017 is Rs. 12.65 as per Restated Financial Statements.

5) For information on changes in our Company's name, Registered Office and changes in the objects clause of the MOA of our Company, please refer "History and Corporate Structure" on page 150 of this Draft Prospectus.

6) Investors may please note that in the event of over subscription, allotment shall be made on proportionate basis in consultation with the NSE, the Designated Stock Exchange. For more information, please refer to *"Basis of Allotment"* on Page 287 of the Draft Prospectus. The Registrar to the Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner as set out therein.

7) Investors are advised to refer to the paragraph on *"Basis for Issue Price"* on page 104 of this Draft Prospectus before making an investment in this Issue.

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

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

10) Other than as stated in the section titled *"Capital Structure"* beginning on page 68 of this Draft Prospectus, our Company has not issued any Equity Shares for consideration other than cash.

11) Except as mentioned in the sections titled *"Capital Structure"* beginning on page 68 of this Draft Prospectus, we have not issued any Equity Shares in the last twelve months.

12) Except as disclosed in the sections titled *"Our Promoters"* or *"Our Management"* beginning on pages 167 and 156 respectively of this Draft Prospectus, none of our Promoters, our Directors and our Key Managerial Employees have any interest in our Company except to the extent of remuneration and reimbursement of expenses and to the extent of the Equity Shares held by them or their relatives and associates or held by the companies, firms and trusts in which they are interested as directors, member, partner and/or trustee and to the extent of the benefits arising out of such shareholding.

13) Any clarification or information relating to the Issue shall be made available by the LM and our Company to the investors at large and no selective or additional information would be available for a section of investors in any manner whatsoever. Investors may contact the LM for any complaints pertaining to the

Issue. Investors are free to contact the LM for any clarification or information relating to the Issue who will be obliged to provide the same to the investor.

14) For transactions in Equity Shares of our Company by the Promoter Group and Directors of our Company in the last six (6) months, please refer to paragraph under the section titled *"Capital Structure"* on page 68 of this Draft Prospectus.

15) There are no certain contingent liabilities as on 30th Novembre, 2017 as per Restated Financial Statements mentioned on page 175 of this Draft Prospectus.

16) For details of any hypothecation, mortgage or other encumbrances on the movable and immovable properties of our Company please refer to the section titled *"Financial Information"* on page 175 of this Draft Prospectus.

17) Except as disclosed in the section titled *"Our Promoter Group / Group Companies / Entities"* on page 170, none of our Group Companies have business interest in our Company.

18) For interest of Promoters/Directors, please refer to the section titled *"Our Promoters"* beginning on page 167 of this Draft Prospectus.

19) The details of transactions with the Group Companies/ Group Enterprises and other related party transactions are disclosed as Annexure 26 of restated financial statement under the section titled "*Financial Information*" on page 175 of the Draft Prospectus.

SECTION III: INTRODUCTION

SUMMARY

This is only the summary and does not contain all information that you shall consider before investing in Equity Shares. You should read the entire Draft Prospectus, including the information on "Risk Factors" and related notes on page 15 of this Draft Prospectus before deciding to invest in Equity Shares.

INDUSTRY OVERVIEW

GLOBAL PROSPECTS AND POLICIES

World growth strengthened in 2017 to 3.8 percent, with a notable rebound in global trade. It was driven by an investment recovery in advanced economies, continued strong growth in emerging Asia, a notable upswing in emerging Europe, and signs of recovery in several commodity exporters. 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.

Despite strong aggregate figures in the baseline forecast and buoyant market sentiment, the current momentum is not assured. Upside and downside risks are broadly balanced over the next several quarters, but risks farther down the road are skewed to the downside. With still-easy financial conditions and persistently low inflation that has required protracted monetary policy accommodation, a potential further buildup of financial vulnerabilities could give way to rapid tightening of global financial conditions, denting confidence and growth. The support to growth that comes from procyclical policies, including in the United States, will eventually need to be reversed. Other risks include a shift toward inward-looking policies that harm international trade and a worsening of geopolitical tensions and strife.

The current favorable juncture offers a window to enact policies and reforms that protect the upswing and raise medium-term growth to the benefit of all—strengthening the potential for higher and more inclusive growth, building buffers that will help deal more effectively with the next downturn, improving financial resilience to contain financial market risks, and fostering international cooperation.

(Source: https://www.imf.org/en/Publications/WEO/Issues/2018/03/20/world-economic-outlook-april-2018#Chapter%201)

RECENT DEVELOPMENTS AND PROSPECTS

An Investment-Led Pickup in Growth

At 3.8 percent, global growth last year was ½ percentage point faster than in 2016 and the strongest since 2011. Two-thirds of countries accounting for about three-fourths of global output experienced faster growth in 2017 than in the previous year (the highest share of countries experiencing a year-over-year growth pickup since

2010). The preliminary outcome for global growth in 2017 was 0.2 percentage point stronger than forecast in the October 2017 World Economic Outlook (WEO), with upside surprises in the second half of 2017 in advanced as well as emerging market and developing economies.

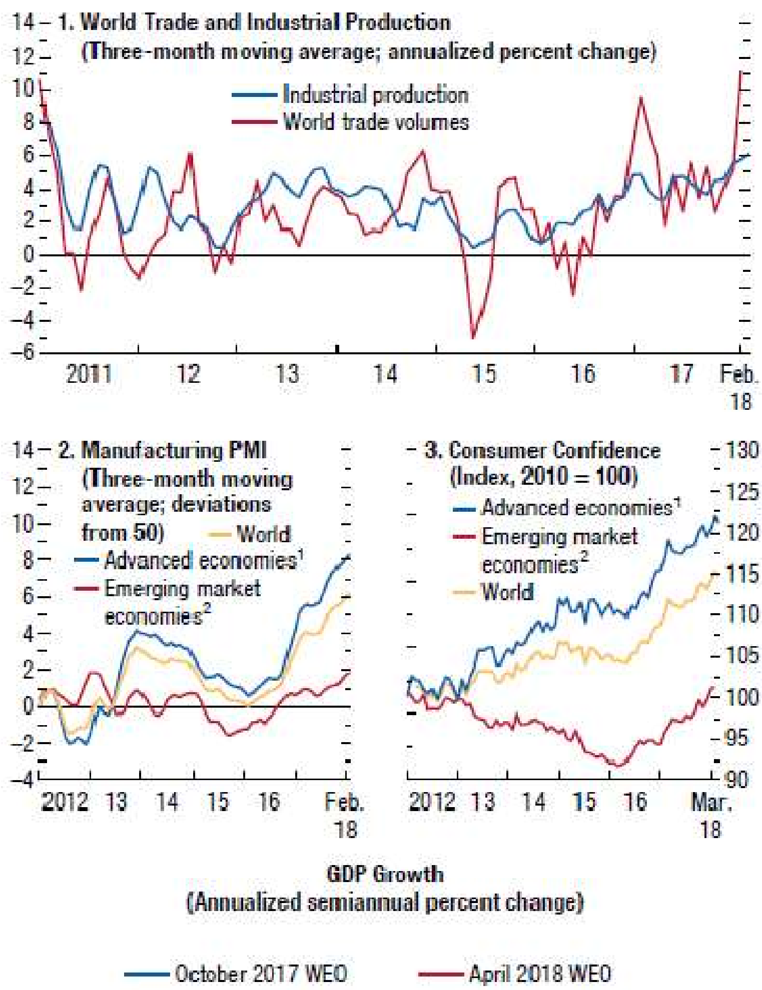
Resurgent investment spending in advanced economies and an end to the investment decline in some commodity-exporting emerging market and developing economies were important drivers of the uptick in global GDP growth and manufacturing activity (Figures 1.1–1.3).

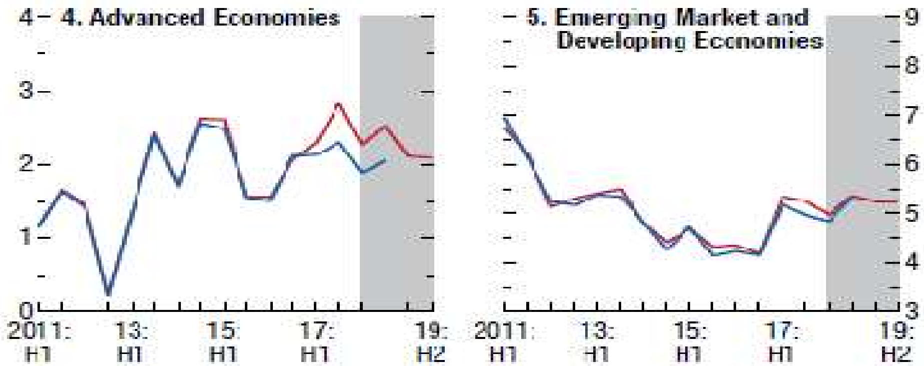
- Across advanced economies, the 0.6 percentage point pickup in 2017 growth relative to 2016 is explained almost entirely by investment spending, which remained weak since the 2008-09 global financial crisis and was particularly subdued in 2016 (Figure 1.2, left column). Both stronger gross fixed capital formation and an acceleration in stock building contributed to the pickup in investment, with accommodative monetary policy, stronger balance sheets, and an improved outlook helping release pent-up demand for capital goods.

- Across emerging market and developing economies, the 0.4 percentage point pickup in 2017 growth came primarily from an acceleration in private consumption (Figure 1.2, right column). But the picture is mixed within the group. Growth in China and India last year was supported by resurgent net exports and strong private consumption, respectively, while investment growth slowed. An end to fixed investment contractions in commodity-exporting countries that were severely affected by the commodity price downturn during 2015–16 (notably Brazil and Russia, but also Angola, Ecuador, and Nigeria) instead played an important role in their growth pickup in 2017. Higher fixed investment growth (2.3 percentage points above its 2016 level) also supported the growth performance of other emerging market and developing economies, alongside stronger private consumption.

Figure 1.1. Global Activity Indicators

Global growth surprised on the upside in the second half of 2017 amid strengthening industrial production and trade.

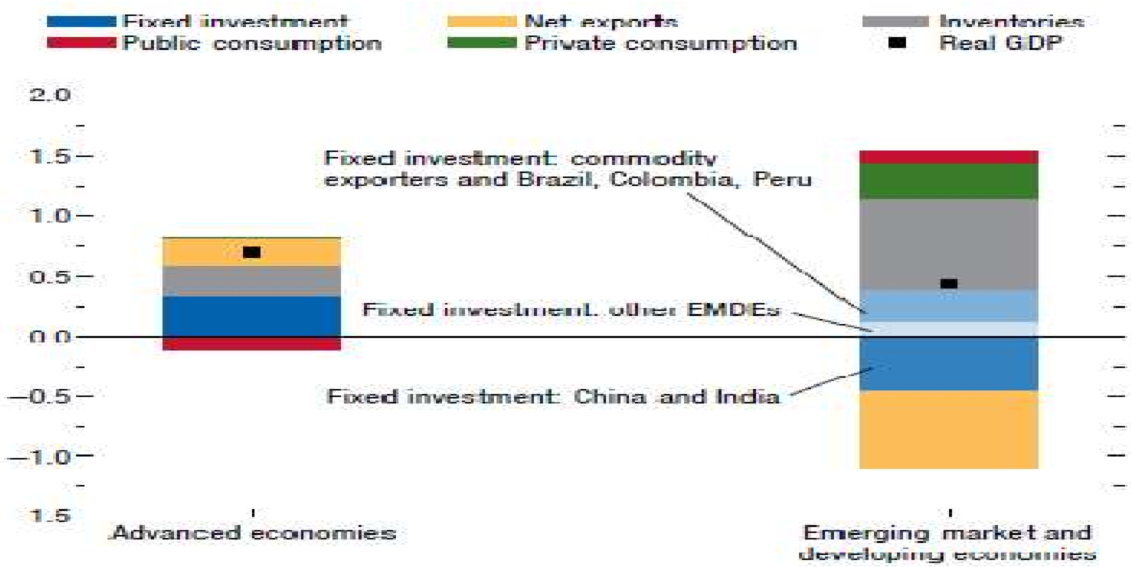




Sources: CPB Netherlands Bureau for Economic Policy Analysis; Haver Analytics; Markit Economics; and IMF staff estimates.
Note: CC = consumer confidence; PMI = purchasing managers' index; WEO = *World Economic Outlook*.
[1]Australia, Canada (PMI only), Czech Republic, Denmark, euro area, Hong Kong SAR (CC only), Israel, Japan, Korea, New Zealand (PMI only), Norway (CC only), Singapore (PMI only), Sweden (CC only), Switzerland, Taiwan Province of China, United Kingdom, United States.
[2]Argentina (CC only), Brazil, China, Colombia (CC only), Hungary, India (PMI only), Indonesia, Latvia (CC only), Malaysia (PMI only), Mexico (PMI only), Philippines (CC only), Poland, Russia, South Africa, Thailand (CC only), Turkey, Ukraine (CC only).

Figure 1.2. Contributions to the Change in Real GDP Growth, 2016–17
(Percentage points)

Stronger investment spending in advanced economies and an end to fixed investment contractions in commodity exporters were important contributors to the pickup in global growth.



Source: IMF staff calculations.
Note: EMDEs = emerging market and developing economies.

A Cyclical Rebound in Global Trade

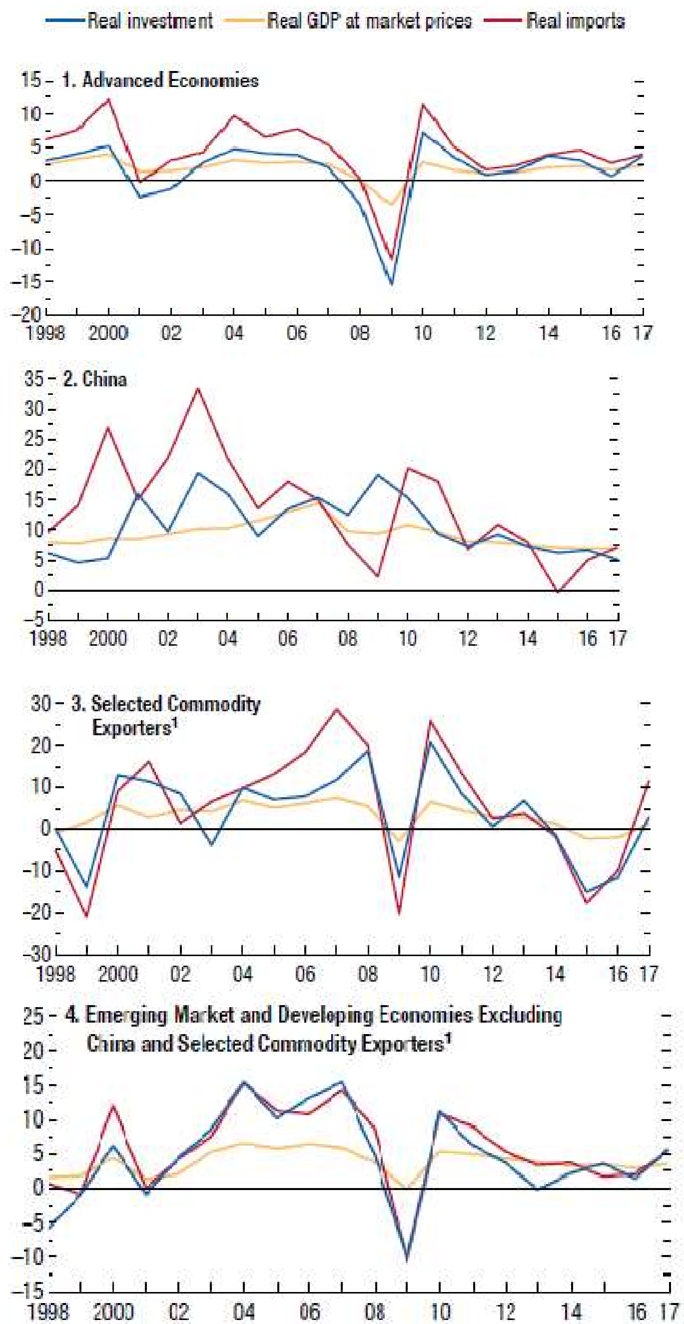
Global trade—which tends to be highly correlated with global investment (see Figure 1.3 and Chapter 2 of the October 2016 WEO)—recovered strongly in 2017 after two years of weakness, to an estimated real growth rate of 4.9 percent. The upsurge was more pronounced in emerging market and developing economies (with trade growth rising from 2.2 percent in 2016 to 6.4 percent in 2017), reflecting improved investment growth rates in formerly stressed commodity exporters as well as the recovery in advanced economy investment and domestic demand more generally.

Among advanced economies, large exporters, such as Germany, Japan, the United Kingdom, and the United States, contributed strongly to the recovery in exports (Figure 1.4, panel 1), while the recovery in imports was broad based, except in the United Kingdom (Figure 1.4, panel 2).

Among emerging market and developing economies, as shown in Figure 1.4, panel 3, the rebound in export growth was particularly strong in emerging Asia, especially China.1 In contrast, the rebound in imports largely reflects an import recovery among commodity exporters—countries that had earlier experienced sharp investment and import contractions during the 2015–16 commodity price downturn. This is shown in Figure 1.4, panel 4: the blue bars represent commodity exporters that had a particularly pronounced cycle in imports (Angola, Brazil, Ecuador, Nigeria, Russia); the green bars represent remaining commodity exporters, which account for an important part of the import demand cycle among other emerging market and developing economies.

Figure 1.3. Global Investment and Trade
(Percent change)

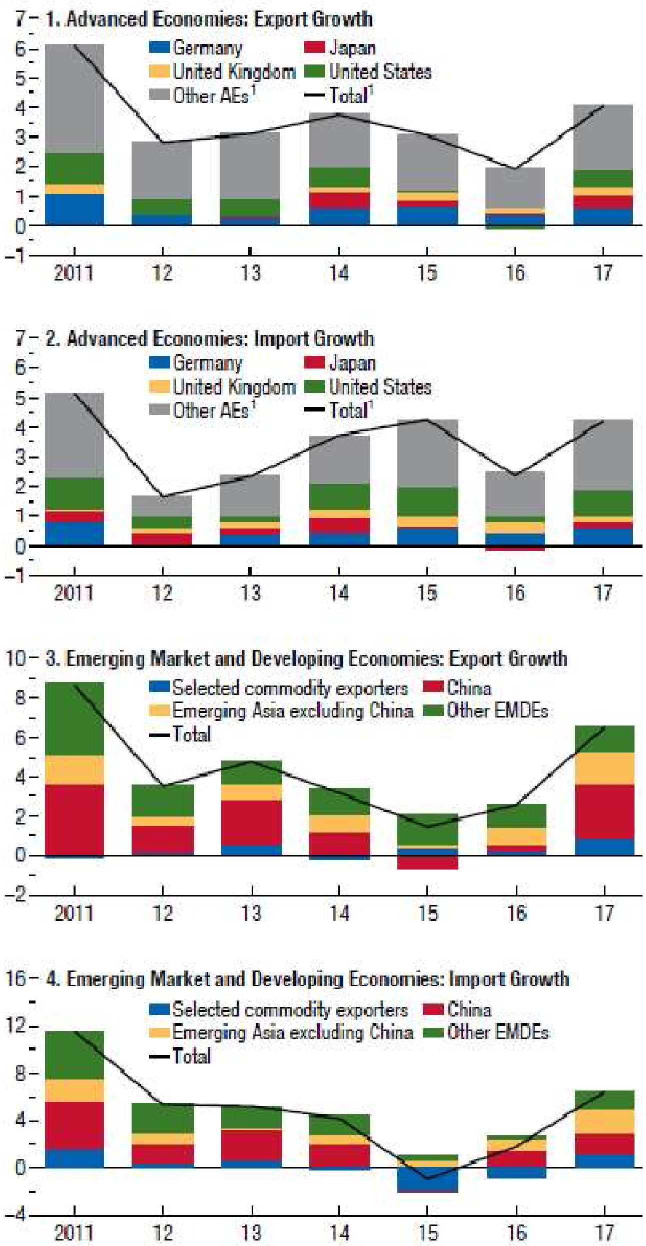
Global trade recovered strongly in 2017 after two years of weakness as investment spending picked up.



Source: IMF staff calculations.
[1]Selected commodity exporters = Angola, Brazil, Ecuador, Nigeria, Russia.

Figure 1.4. Contributions to Trade Growth
(Percent)

The trade recovery was particularly pronounced in emerging market and developing economies.



Source: IMF staff calculations.
Note: Trade growth reflects export and import volumes from external sector data. AEs = advanced economies; EMDEs = emerging market and developing economies; selected commodity exporters = Angola, Brazil, Ecuador, Nigeria, Russia.
[1]Excludes Ireland.

Rising Commodity Prices

The IMF's Primary Commodities Price Index rose 16.9 percent between August 2017 and February 2018—that is, between the reference periods for the October 2017 WEO and the current report (Figure 1.5). As described in the Commodities Special Feature, the increase was driven primarily by rising oil and natural gas prices. Among the other subindices, metals and agricultural commodity prices also rose, although less rapidly than energy prices.

•• Oil prices increased to more than $65 a barrel in January, the highest level since 2015, following unplanned outages on the US Gulf Coast and in Libya, the North Sea, and Venezuela; an extension to the end of 2018 of the Organization of the Petroleum Exporting Countries agreement on production targets; and stronger global economic growth. Prices moderated to $63 a barrel in February, 27 percent above their August level.

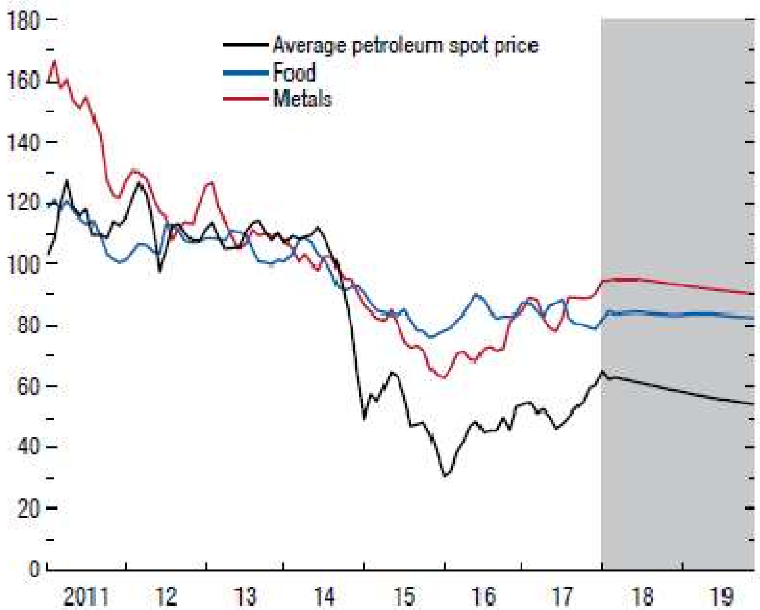
•• The natural gas price index—an average for Europe, Japan, and the United States—rose sharply, by 45 percent from August 2017 to February 2018, reflecting seasonal factors. Strong demand for liquefied natural gas (LNG) in China, where the government has restricted the use of coal to mitigate air pollution, helped drive the spot LNG price to its highest level in three years. Higher oil prices also added upward pressure in countries where oil□linked pricing is more common.

•• Metal prices increased 8.3 percent from August to February, in line with stronger growth in all major economies. Demand for base metals—especially aluminum—was strong, while supply was limited in part due to China's production capacity cuts. Iron ore prices rose 4.1 percent from August to February, rallying recently thanks to strong steel prices and

•• The IMF's agricultural price index rose 4.1 percent from August 2017 to February 2018, as unfavorable weather conditions in recent months are expected to reduce this year's harvests of many grains and oilseeds. The subindices of food and agricultural raw materials rose 4.1 percent and 6.0 percent, respectively.

Figure 1.5. Commodity and Oil Prices
(Deflated using US consumer price index; index, 2014 = 100)

Commodity prices, notably of oil and natural gas, have risen since the fall, but the medium-term outlook remains subdued.



Sources: IMF, Primary Commodity Price System; and IMF staff estimates.

Indian Economy Overview

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF) and it is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships. India's GDP is estimated to have increased 6.6 per cent in 2017-18 and is expected to grow 7.3 per cent in 2018-19.

Market size

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 direct 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.

Recent Developments

With the improvement in the economic scenario, there have been various investments in various sectors of the economy. The M&A activity in India increased 53.3 per cent to US$ 77.6 billion in 2017 while private equity (PE) deals reached US$ 24.4 billion. Some of the important recent developments in Indian economy are as follows:

- India's merchandise exports and imports grew 11.02 per cent and 21.04 per cent on a y-o-y basis to US$ 273.73 billion and US$ 416.87 billion, respectively, during April-February 2017-18.
- India's Foreign Direct Investment (FDI) inflows reached US$ 208.99 billion during April 2014 - December 2017, with maximum contribution from services, computer software and hardware, telecommunications, construction, trading and automobiles.
- India's Index of Industrial Production (IIP) rose 7.5 per cent year-on-year in January 2018 while retail inflation reached a four month low of 4.4 per cent in February 2018.
- Employment on net basis in eight key sectors in India including manufacturing, IT and transport increased by 136,000 in July-September quarter of 2017-18.
- The average salary hike of Indian employees is estimated to be 9.4 per cent and that of key talents is estimated to be nearly 15.4 per cent in 2018, backed by increased focus on performance by companies, according to Aon Hewitt.
- Indian merchandise exports in dollar terms registered a growth of 4.48 per cent year-on-year in February 2018 at US$ 25.83 billion, according to the data from Ministry of Commerce & Industry.
- Indian companies raised Rs 1.6 trillion (US$ 24.96 billion) through primary market in 2017.
- Moody's upgraded India's sovereign rating after 14 years to Baa2 with a stable economic outlook.
- The top 100 companies in India are leading in the world in terms of disclosing their spending on corporate social responsibility (CSR), according to a 49-country study by global consultancy giant, KPMG.
- The bank recapitalisation plan by Government of India is expected to push credit growth in the country to 15 per cent, according to a report by Ambit Capital.
- India has improved its ranking in the World Bank's Doing Business Report by 30 spots over its 2017 ranking and is ranked 100 among 190 countries in 2018 edition of the report.
- India's ranking in the world has improved to 126 in terms of its per capita GDP, based on purchasing power parity (PPP) as it increased to US$ 7,170 in 2017, as per data from the International Monetary Fund (IMF).
- India is expected to have 100,000 startups by 2025, which will create employment for 3.25 million people and US$ 500 billion in value, as per Mr T V Mohan Das Pai, Chairman, Manipal Global Education.
- The World Bank has stated that private investments in India is expected to grow by 8.8 per cent in FY 2018-19 to overtake private consumption growth of 7.4 per cent, and thereby drive the growth in India's gross domestic product (GDP) in FY 2018-19.
- The Niti Aayog has predicted that rapid adoption of green mobility solutions like public transport, electric vehicles and car-pooling could likely help India save around Rs 3.9 trillion (US$ 60 billion) in 2030.
- Indian impact investments may grow 25 per cent annually to US$ 40 billion from US$ 4 billion by 2025, as per Mr Anil Sinha, Global Impact Investing Network's (GIIN's) advisor for South Asia.
- The Union Cabinet, Government of India, has approved the Central Goods and Services Tax (CGST), Integrated GST (IGST), Union Territory GST (UTGST), and Compensation Bill.

- The Nikkei India manufacturing Purchasing Managers' Index increased at the fastest pace in December 2017 to reach 54.7, signaling a recovery in the economy.

Government Initiatives

The Union Budget for 2018-19 was announced by Mr Arun Jaitley, Union Minister for Finance, Government of India, in Parliament on February 1, 2018. This year's budget will focus on uplifting the rural economy and strengthening of the agriculture sector, healthcare for the economically less privileged, infrastructure creation and improvement in the quality of education of the country. As per the budget, the government is committed towards doubling the farmers' income by 2022. A total of Rs 14.34 lakh crore (US$ 225.43 billion) will be spent for creation of livelihood and infrastructure in rural areas. Budgetary allocation for infrastructure is set at Rs 5.97 lakh crore (US$ 93.85 billion) for 2018-19. All-time high allocations have been made to the rail and road sectors.

India's unemployment rate is expected to be 3.5 per cent in 2018, according to the International Labour Organisation (ILO).

Numerous foreign companies are setting up their facilities in India on account of various government initiatives like Make in India and Digital India. Mr. Narendra Modi, Prime Minister of India, has launched the Make in India initiative with an aim to boost the manufacturing sector of Indian economy, to increase the purchasing power of an average Indian consumer, which would further boost demand, and hence spur development, in addition to benefiting investors. The Government of India, under the Make in India initiative, is trying to give boost to the contribution made by the manufacturing sector and aims to take it up to 25 per cent of the GDP from the current 17 per cent. Besides, the Government has also come up with Digital India initiative, which focuses on three core components: creation of digital infrastructure, delivering services digitally and to increase the digital literacy.

Road Ahead

India's gross domestic product (GDP) is expected to reach US$ 6 trillion by FY27 and achieve upper-middle income status on the back of digitisation, globalisation, favourable demographics, and reforms.

India is also focusing on renewable sources to generate energy. It is planning to achieve 40 per cent of its energy from non-fossil sources by 2030 which is currently 30 per cent and also have plans to increase its renewable energy capacity from 57 GW to 175 GW by 2022.

India is expected to be the third largest consumer economy as its consumption may triple to US$ 4 trillion by 2025, owing to shift in consumer behaviour and expenditure pattern, according to a Boston Consulting Group (BCG) report; and is estimated to surpass USA to become the second largest economy in terms of purchasing power parity (PPP) by the year 2040, according to a report by PricewaterhouseCoopers.

(Source: https://www.ibef.org/economy/indian-economy-overview)

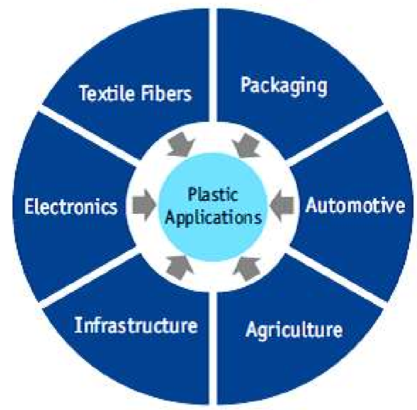
BRIEF SUMMARY OF INDIAN PLASTIC INDUSTRY

Since independence, the plastic industry in India has been playing a predominant role in shaping our lives. The plastic industry in India has made significant achievements since its beginning by commencing production of polystyrene in 1957. In the last decade, with the advent of new and improved products, the industry has gained greater importance with the production of better and improved quality of plastic products.

The plastic industry caters to the entire spectrum of daily use items and covers almost every sphere of life such as clothing, housing, construction, furniture, automobiles, household items, agriculture, horticulture, irrigation, packaging, medical appliances, electronics and electrical items.

The figure below represents the key applications of products of plastic processing.

Figure 1: Applications of Plastic processing industry



OPPORTUNITIES IN INFRASTRUCTURE

Infrastructure sector is a key driver for the Indian economy. The sector is highly responsible for propelling India's overall development and enjoys intense focus from Government for initiating policies that would ensure time-bound creation of world class infrastructure in the country. The plastic industry plays a significant role in this endeavor.

The Indian pipes business has been growing rapidly in the past decade, largely due to increasing demand for pipes in the irrigation sector and construction industry. Among the several varieties of pipes available in the market, the demand for plastic pipes such as PVC, CPVC in particular, is on a rise largely due to

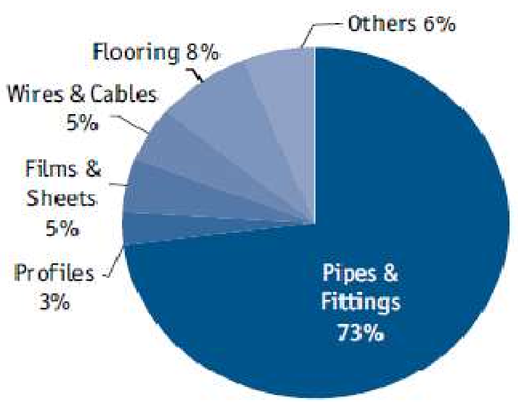
- Gaining popularity of plastic pipes over traditional/ galvanised iron (GI) pipes
- Huge replacement demand
- Flexibility in terms of transportation, less corrosive and long lasting life (25 years v/s 8-10 years of GI pipes)
- Easy installation and competitive price in nature (20-25% cheaper over GI pipes).

Other types of pipes, like steel pipes and ductile iron pipes also have major demand. Across the country, infrastructural development, urbanization, government's focus on real estate, irrigation is expected to drive the demand. Construction and agricultural growth have been identified as major factors facilitating the growth of the pipes industry in the country.

PVC – PIPES & FITTINGS

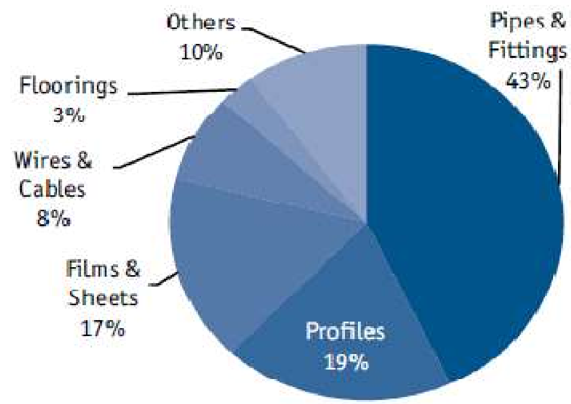
Currently, in India, approximately 73% of the PVC is consumed by the Pipes & Fittings industries with the other sectors comprising only 27%. Globally, Pipes & Fittings account for only 43% of the PVC consumption, showing that PVC applications in India other than Pipes & Fittings are still in the early stages and are primed for growth. This, along with the relatively low per capita PVC consumption in India, shows that future prospects for the Indian PVC processing industry are bright. Although, CPVC pipes and fittings contributed just ~10% to the overall production capacity in FY15, it is the fastest growing segment of the PVC pipes and fittings industry in India.

Figure 8: Application break-up of PVC - India



Source: TATA Strategic Analysis

Figure 9: Application break-up of PVC - Global



Source: TATA Strategic Analysis

Rigid Pipe segment / Agriculture

The Indian agriculture piping industry is highly fragmented due to presence of large chunk of players, giving tough competition both on product offerings and pricing terms. Also, the main reason for low yield or margins in this segment is due to the less proportion of fittings in usage, compared to the plumbing segment. There are few organised players operating with significant presence through wide distribution network and a strong quality product portfolio.

Plastics play a major role in managing water resources. The various applications of plastics in water management include plastic rain water collection tanks, pipes, profiles; waste water applications (waste water treatment plants) and plastic pipes for water transportation (PVC, HDPE, LLDPE, PP, FRP).

• Plastic products in water management are being used as compared to various alternate competitive materials like metal, cement, due to light and weight durability, rust free, smoother surface.
• The Ministry of Water Resources is responsible for laying down policy guidelines for water conservation. PVC pipes and fittings with BIS certification are being used in various water/sewerage transportation applications in various private/government supplies.

GOVERNMENT INITIATIVES SUPPORTING PLASTIC USAGE IN INFRASTRUCTURE

Government's programme of 'Housing for all by 2022

Growing urbanisation has led to issues such as land shortage, housing shortfall, congested transit and stressed existing basic amenities such as water, power and open spaces in towns and cities. To bridge the demand supply gap and acknowledge the importance of housing issue in the country, the government has launched a campaign of 'Housing for All by 2022'. Housing shortage coupled with lack of proper water management system (sewage/drainage) in slums creates ample opportunities for the piping industry in India. A major application of PVC pipes is in water management for the housing and agriculture sectors and this can thereby be a strong driver for growth.

Swachh Bharat Mission - Boost for plastic products

Swachh Bharat Mission (SBM) is another flagship programme of the government aimed to stop open defecation through construction of individual household latrines (IHHL), cluster toilets and community toilets (especially via PPP mode). Solid and liquid waste management is also an important component of the programme. According to Census 2011, over 67% of rural households in India lack access to toilets. In other words, more than 11 crore rural households do not have access to a toilet. Lack of sanitation and drinking water facilities creates a huge opportunity for PVC pipe manufacturers.

The government has also launched its programme - Atal Mission for Rejuvenation and Urban Transformation (AMRUT) to provide basic services to household and build amenities in cities. The purpose of AMRUT is to: 1) Ensure that every household has access to a tap with assured supply of water and sewerage connections. 2) Increase the amenity value of cities by developing greenery and well maintained open spaces (e.g. parks). 3) Reduce pollution by switching to public transport or constructing facilities for non motorised transport (e.g. walking and cycling). AMRUT, a flagship programme to improve the infrastructure of the country could be a future growth driver of the plastic piping industry.

AGRICULTURE AND INFRASTRUCTURE TO DRIVE DEMAND FOR PLASTIC PIPES IN INDIA

The PVC plastic pipes market is likely to experience the highest growth, supported by growing demand from sectors such as water supply, agriculture.
Potable water supply, wastewater treatment, agriculture and chemical sectors are expected to propel the demand for plastic pipes in India by manifold.

The Indian plastic pipe market is forecast to grow at a CAGR of 10.4 percent till 2021. The major growth drivers for this market are the growth of government infrastructural spending, increasing residential and commercial construction, industrial production, irrigation sector, and replacement of aging pipelines.

Polyvinyl chloride (PVC), polyethylene (PE) and polypropylene (PP) are the major raw materials used to manufacture pipe.

Within the Indian plastic pipe market, agriculture sector is expected to remain the largest application. The growth of residential and commercial construction and the growth in infrastructure development especially in the agriculture sector in the country are expected to spur growth for this segment over the coming years.

According to the report, emerging trends, which have a direct impact on the dynamics of the market, are the usage of anti-microbial plastic pipes to improve hygiene, consumption of CPVC (chlorinated polyvinyl chloride) piping system in various applications of plastic pipes, and increasing consumption of multilayer plastic pipe in gas distribution in the Indian plastic pipe market.

(Source: http://ficci.in/spdocument/20872/report-Plastic-infrastructure-2017-ficci.pdf)

CABLE INDUSTRY IN INDIA

The industry which has been growing at the rate of around 15 per cent currently will start growing at the CAGR of over 20 per cent over the next five years.

The wires and cables industry in India has come a long way, growing from being a small industry to a very large one, over the past decade.The increasing demand for power, light and communication has kept demand high for wire and cable. This trend will continue as demand for reliable, efficient energy and data communications will strengthen the wires and cables industry in the future as well.

Over the last 20 years, the industry has shifted from being an unorganised sector to an organised one. Still, 35 per cent of the industry continues to be a part of the unorganised sector. In India, the size of the cable manufacturing industry is approximately Rs 40,000 crores.

The specialised cable industry is roughly of the size of Rs 10,000 crores. The government has announced ambitious plans for infrastructure development. One of the primary focus area of the development plan is railways, with over Rs 800,000 crore as promised investment over the period of 2015-2020.In addition, the government has ear marked Rs 50,000 crore (US$ 7.53 billion) to develop 100 smart cities across the country.

High way projects worth $93 billion, which include government flagship National Highways Building Project (NHDP) with total investment of $45 billion over next three years, have also been announced. The Dig ital India campaign will require an investment of Rs 4,50,000 crore. Ministry of Power is also looking at an investment of Rs 15,000 lakh crore over the next 5 years.

The wire and cable industry will eventually focus on supplying cables for specific applications pertaining to the industry needs.

India has a lot of potential in the mining, power, oil and gas, metro railways, cement industry, steel industry and other sectors. Power cables, a critical segment of the power sector, is experiencing an escalating demand owing to the growth in power generation infrastructure. India is one of the biggest consumers of electric energy after the US and China.

Accelerated urbanization and growing concern over pollution have increased the investment in metro rails for urban mass transportation. The country is predicted to develop metro rails in at least 50 cities across India.Such developments where each project requires more than $150 million is likely to attract many Indian and foreign companies to take advantage of the huge growth opportunities.

Different kinds of cables like extra high voltage cables, elastomer cables, etc are presently being used for special applications such as mining, in oil sector, shipbuilding, cranes, elevators, solar power plants to harness power for new generation motor vehicles, windmill solutions as well as security systems.

The growth in renewable power generation would be one of the primary factors for the growth of the electric cable and wire market. The focus of several countries across world to commercialize renewable power generation will create a significant demand for electrical wires and cables. This is mainly due to the lack of a transmission and distribution (T&D) infrastructure at locations where renewable energy resources are set up.Moreover, the expansion of the existing renewable power generation plants in the emerging countries will also result in increasing the demand for electrical wires and cables.

Initiatives such as excise duty exemption for ferro-silicon magnesium and pig iron used for manufacturing components for wind-operated electric power generators, and the target set by the Jawaharlal Nehru National Solar Mission to generate more than 1,00,000 MW of solar power by the end of the year 2022, will boost the demand for electrical wires and cables.

Rural electrification is another major factor which is expected to propel the growth of the electric wire and cable market in the country. The government's goal to provide electricity to every home by 2020 should attract major investments in the sector.

(Source: https://timesofindia.indiatimes.com/business/india-business/govt-initiatives-to-boost-cable-industry-in-india/articleshow/60332457.cms)

Electric Wire and Cable Market in India 2016-2020

Overview of the electric wire and cable market in India

Market research analysts at Technavio have predicted that the electric wire and cable market in India will grow steadily during the next four years and post a CAGR of almost 16% by 2020. This market research analysis identifies the growth in renewable power generation to be one of the primary factors for the growth of the **electric cable** and wire market. The focus of several countries across world to commercialize renewable power generation will create a significant demand for **electrical wires and cables**. This is mainly due to the lack of a transmission and distribution (T&D) infrastructure at locations where renewable energy resources are set up. Moreover, the expansion of the existing renewable power generation plants, in the emerging countries, will also result in the increasing demand for **electrical wires** and cables. Initiatives such as excise duty exemption for Ferro-silicon-magnesium and pig iron used for manufacturing components for wind-operated electric power generators and the target set by the Jawaharlal Nehru National Solar Mission to generate more than 1,00,000 MW of solar power by the end of 2022, will boost the demand for electrical **wires and cables** in this region.

One of the major trends that will gain traction in this market is the increasing sales of HVDC power cables. Due to their benefits such as reduced transmission losses, light weight, and dimensions, HVDC cables such as HVDC underground cables and HVDC light cables will play a significant role in long-distance and high-voltage power transfer and in submarine power transmission. Also, HVDC power systems are the most sought after option for long-distance power bulk power delivery and will be used in several energy projects to build cross-border infrastructure.

Competitive landscape and key vendors

The market consists of a number of international and regional or local vendors who face intense competition from the unorganized vendors. The regional and unorganized players in the market are offering products at a comparative price which induces the well-established international electric **wire and cable manufacturers** to focus on differentiating their products to sustain their market shares. In addition to innovative product offerings, cable and **wire manufacturers** are also following strategies such as mergers and acquisitions to acquire new technologies and expand their customer reach.

The leading vendors in the market are -

- Finolex Cables
- Havells India
- KEI Industries
- Polycab Wires

The other prominent vendors in the market are Cable Corporation of India, Apar Industries Limited, Cords Cable Industries, KEC International, LS Cable India, Shilpi Cable Technologies, Universal Cable, and V-Guard Industries.

Segmentation by source and analysis of the electric wire and cable market in India

- Organized sector
- Unorganized sector

During 2015, the organized segment accounted for the major market shares and dominated this industry. This sector consists of cable and electrical wire manufacturers that manufacture cables with the best raw material and ensure quality by testing them at various stages. With the increasing awareness of the importance of quality wiring at buildings, there will be a significant increase in the demand for **electrical wiring** from the organized sector in the coming years. Moreover, factors such as intense competition from the organized vendors will also compel several unorganized suppliers to exit the market. As a result, this market segment will continue to dominate the market throughout the predicted period.

(Source: https://www.technavio.com/report/india-engineering-tools-electric-wire-and-cable-market-india-2016-2020)

SUMMARY OF 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 Rex Pipes and Cables Industries Limited.

All financial information included herein is based on our Restated Financial Statements included on page 175 of this Draft Prospectus.

Overview

Our Company was originally incorporated at Sikar as "Kaler Electricals Private Limited" on 9th July, 2002 under the provisions of the Companies Act, 1956 vide Certificate of Incorporation issued by the Registrar of Companies, Jaipur. The name of company has been changed to "Rex Pipes and Cables Industries Private Limited" on 19th January, 2018 vide Fresh Certificate of Incorporation issued by the Registrar of Companies, Jaipur.Consequent upon the conversion of Company to public limited company, the name of the Company was changed to "Rex Pipes and Cables Industries Limited" vide fresh certificate of incorporation dated 1st February, 2018 issued by the Registrar of Companies, Jaipur.

Our Company which was originally established as Kaler Electricals Private Limited in the year 2002 by Mr. Sharwan Kumar Kaler and his wife Mrs. Sohani Devi. Our Company was established with an objective to take over the running business of M/s. KALER ELECTRIC WORKS, a proprietor Firm owned by Mr. Sharwan Kumar Kaler himself. The Journey started in the year 2002 in Rajasthan with the commitment to supply quality products meeting or exceeding customer's expectation and achieving objective of being a preferred supplier.

Our Company is engaged in the Trading and production/Manufacturing product range encompassing uPVC pipes, HDPE pipe, Cables, fittings and abundance of accessories under the brand name "REX". The brand "REX" is the hall mark showcasing the entire Product range. It has just taken a little over two decades for The Rex group of Industries to emerge as one of India's leading manufacturers in the field of PVC Pipes & Fittings and PVC insulated electrical wires. The company produces excellent Three Core flat cables , Single Core Flexible Home wire , Poly Wrapped Winding wire along with UPVC, HDPE and sprinklers with unique skills, continuous technological upgrading machines, professional management testing and persistent dedication without compromising on quality leading the entire organization to National and International name and reputation.

Rex Pipes And Cables Industries Limited has emerged into a national entity as a complete innovation for its own type of manufactured products. We offer a wide range of PVC pipes, HDPE pipe, Cables classified in a systematic manner to ensure easy and accurate selection, with the simultaneous advantage of providing the most cost-effective solutions for customers. We have established itself as an innovative leader and quality manufacturer by continuously upgrading its technology, modernizing manufacturing facilities and maintaining highest standards of quality and services.

Application area of our products:

• **Agriculture:** We are engaged in manufacturing insulated winding wire, 3 core flat cables and PVC & HDPE pipes.

• **Power:** We are engaged in manufacturing cables and low voltage power up to 1.1 KV in PVC categories meet the domestic and other global standards.

• **Construction:** We are also involved in manufacturing Flexible House wires and sell through dealer and distributor network.

• **Engineering:** Our Company manufactured and supplied a vast range of screened cables to different semi government sectors and government projects through its distributors and dealers.

Our Manufacturing facilities located at B-99, IInd Phase, Industrial Growth Centre,V.P.O, Palsana Sikar; E-128, IID, Palsana Sikar; E-129, IID, Palsana Sikar and F-69A, RIICO Industrial Area, Sikar, Rajasthan-332 001 are equipped with requisite utilities and modern infrastructure facilities.

At Our Plant Situated at E-128 & E-129, IID, Palsana Sikar and F-69A, RIICO Industrial Area, Sikar, Rajasthan-332 001, Our Company has recently set up a plant for manufacuturing of bus body and fabrication of bus bodies with a capacity of 600 bus per year, the manufacturing activities are yet to be started in respect of manufacuturing of bus body and fabrication of bus bodies.

Details of Total Revenue for the last Five (5) years and for the period ended on 30th November, 2017 are us under:

Financial year	Revenue from operations (Amt in lacs)	Other Income (Amt in lacs)	Total Revenue (Amt in lacs)	Profit before Depreciation, Interest and Tax (Amt in lacs)	Profit after Tax (Amt in lacs)
2012-2013	2,749.55	44.61	2,794.16	267.90	25.42
2013-2014	2,680.34	64.27	2,744.61	269.18	42.86
2014-2015	2,588.20	55.71	2,643.91	300.52	42.44
2015-2016	2,374.23	72.59	2,446.82	290.79	39.37
2016-2017	2,439.81	70.89	2,510.70	261.12	55.49
Eight Months (8) ended 30th November, 2017	2,513.95	21.51	2,535.46	216.64	87.50

OUR KEY UNIQUE BUSINESS STRENGTHS ARE:

1) **Diversified Product Portfolio**: Our Company has a varied product base to cater to the requirements of our customers. Our Product Portfolio includes diversified variety of uPVC Pipes and Fittings which are used in different sectors. Our products range includes uPVC threaded Column Pipes, uPVC Plumbing Pipes with uPVC Plumbing Fittings, uPVC Pressure Pipes with uPVC Agri Fittings and uPVC Casing Pipes which are widely used in Agriculture and Construction Sector. Our Company is also a supplier of HDPE Pipes being manufactured by Our Company. Our range of products allows our existing customers to source most of their product requirements from us and also enables us to expand our business from existing customers, as well as address a larger base of potential new customers.

2) **Strategically located manufacturing facilities with a core focus on quality***:* Due to the size of pipes, an important factor in their cost is transportation costs. Therefore, it is a competitive advantage to manufacture pipes as close as possible to the ultimate consumers. We have checks and testing systems in place, from the procurement of raw material to the manufactured product, for ensuring the quality of our products.

3) **Experienced Promoters and a well trained employee base** – Our promoters Mr. Sharwan Kumar Kaler and Mrs. Sohani Devi are experienced in our line of business. Our management and employee team combines expertise and experience to outline plans for the future development of the company. Our Promoters have significant industry experience and has been instrumental in the consistent growth of our company. We believe that the knowledge and experience of our promoter and management will enables us to identify new opportunities, rapidly respond to market conditions, adapt to changes in the business landscape and competitive environment and enhances the growth in the business.

4) **Quality Assurance:** We conduct stringent quality tests at every stage of Manufacturing process and the desired chemical compositions are maintained right through the process. After Manufacturing, the products are also carefully inspected and evaluated on various parameters.

5) **Strong brands in the pipes and fittings segment with over 15 years' experience** - We have a strong legacy of more than 15 years' in the pipes segment and cable segment. We believe that consumers have a strong loyalty in our brand, which has enabled us to consistently grow our brands.

6) **Improving functional efficiency** – Our Company intends to improve operating efficiency to achieve cost reductions to have a competitive edge over the peers. We believe that this can be done through continuous process improvement, customer services.

SWOT:

Strengths:	**Weaknesses:**
• Cordial relations with Customers; • In depth knowledge of Industry – Commercial & Technical; • Established manufacturing facility; • Experienced management team; • Efficient and Dedicated Management Team	• Dependent upon growth in industry; • Heavy dependence on suppliers for right quality of raw materials. • Global Economic Slowdown.
Opportunities:	**Threats:**
• Growing acceptance by consumers; • Unexplored rural market which provides huge plateform for production as well as consumption. • Listing the company under a stock exchange will open up huge avenues of capital for the company to support its expansion plans and allows it to venture into new businesses.	• Industry is prone to changes in government policies, any material changes in the duty or may adversely impact our financials; • Fluctuations in raw material prices; • There are no entry barriers in our industry which puts us to the threat of competition from new entrants; • Intense competitive pressure; • Rising labor wages.

SUMMARY OF FINANCIAL INFORMATION

STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED

(Rs. In Lacs)

Particulars	30.11.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Equity & Liabilities						
Shareholders' Funds						
Share Capital	248.00	248.00	248.00	248.00	248.00	53.00
Reserve & Surplus	544.11	456.61	401.12	361.74	319.32	276.45
Total (A)	**792.11**	**704.61**	**649.12**	**609.74**	**567.32**	**329.45**
Non Current Liabilities						
Share Application Money	-	-	-	-	-	0.05
Long Term Borrowings	17.46	28.71	266.05	312.98	407.74	506.34
Deferred Tax Liabilities (Net)	-	-	-	-	-	-
Other Long Term Liabilities	-	-	-	-	-	-
Long Term Provisions	-	-	-	-	-	-
Total (B)	**17.46**	**28.71**	**266.05**	**312.98**	**407.74**	**506.39**
Current Liabilities						
Short Term Borrowings	674.67	750.27	687.18	712.89	502.52	529.61
Trade Payables	646.92	498.91	245.25	199.94	464.53	271.38
Other Current Liabilities	147.56	32.46	13.15	14.44	2.16	5.36
Short Term Provisions	34.93	27.66	21.40	15.35	6.74	5.99
Total (C)	**1,504.08**	**1,309.30**	**966.98**	**942.62**	**975.95**	**812.34**
Total (D=A+B+C)	**2,313.65**	**2,042.62**	**1,882.15**	**1,865.34**	**1,951.01**	**1,648.18**
Assets						
Non Current Assets						
Fixed Assets:						
(i) Tangible Assets	524.04	549.53	571.58	609.77	665.95	713.33
(ii) Intagible Assets	0.42	0.51	0.69	0.57	0.78	1.04
(iii) Capital Work in Progress	-	-	-	-	-	-
(iv) Intangible Assets under development	-	-	-	-	-	-
Long Term Loans & Advances	12.32	12.11	13.09	10.26	8.75	5.89
Non Current Investments	-	-	-	-	-	-
Deferred Tax Assets (Net)	-	-	-	-	-	-
Other Non Current Assets	7.83	1.06	1.59	2.37	0.50	0.70
Total (E)	**544.61**	**563.21**	**586.95**	**622.97**	**675.98**	**720.96**
Current Assets						
Current Investments	-	-	-	-	-	-
Inventories	388.45	456.95	488.01	396.17	548.33	463.50

Particulars	30.11.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Trade Receivables	1,163.82	899.83	668.81	744.20	647.88	402.75
Cash & Bank Balances	76.30	53.40	72.26	73.97	33.54	52.39
Short Term Loans & Advances	140.47	69.23	66.12	28.03	45.28	8.58
Other Current Assets	-	-	-	-	-	-
Total (F)	**1,769.04**	**1,479.41**	**1,295.20**	**1,242.37**	**1,275.03**	**927.22**
Total (G=E+F)	**2,313.65**	**2,042.62**	**1,882.15**	**1,865.34**	**1,951.01**	**1,648.18**

STATEMENT OF PROFIT AND LOSS, AS RESTATED

(Rs. In Lacs)

Particulars	30.11.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Income						
Revenue from Operations	2,513.95	2,439.81	2,374.23	2,588.20	2,680.34	2,749.55
Other Income	21.51	70.89	72.59	55.71	64.27	44.61
Total	**2,535.46**	**2,510.70**	**2,446.82**	**2,643.91**	**2,744.61**	**2,794.16**
Expenditure						
Cost of Materials Consumed	1,500.40	1,237.63	1,217.32	1,331.72	1,490.40	1,441.44
Purchases of Stock in Trade	620.10	780.90	820.57	721.07	789.96	942.68
Changes in Inventories of Stock in Trade	24.15	47.41	(89.84)	71.46	(31.51)	(67.65)
Employee Benefit Expenses	62.69	71.90	68.82	69.83	75.82	68.25
Manufacturing, Administrative, Selling and Other Expenses	111.48	111.74	139.16	149.31	150.76	141.54
Total	**2,318.82**	**2,249.58**	**2,156.03**	**2,343.39**	**2,475.43**	**2,526.26**
Profit before Depreciation, Interest and Tax	**216.64**	**261.12**	**290.79**	**300.52**	**269.18**	**267.90**
Depreciation & Amortisations	32.26	57.66	68.85	83.89	77.79	87.39
Profit before Interest & Tax	**184.38**	**203.46**	**221.94**	**216.63**	**191.39**	**180.51**
Financial Expenses	61.94	118.19	161.17	158.84	141.79	149.10
Exceptional Items	-	-	-	-	-	
Net Profit before Tax	**122.44**	**85.27**	**60.77**	**57.79**	**49.60**	**31.41**
Less: Provision for Taxes:						
Current Tax	34.94	29.78	21.40	15.35	6.74	5.99
Deferred Tax	-	-	-	-	-	-
Net Profit After Tax & Before Extraordinary Items	**87.50**	**55.49**	**39.37**	**42.44**	**42.86**	**25.42**
Extra Ordinary Items	-	-	-	-	-	-
Net Profit	**87.50**	**55.49**	**39.37**	**42.44**	**42.86**	**25.42**

STATEMENT OF CASH FLOW, AS RESTATED

(Rs. In Lacs)

Particulars	30.11.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
CASH FLOW FROM OPERATING ACTIVITIES						
Net profit before taxes	122.44	85.27	60.77	57.79	49.60	31.41
Adjustment for:						
Add: Depreciation & Amortisatons	32.26	57.66	68.85	83.89	77.79	87.39
Add: Financial Expenses	61.94	118.19	161.17	158.84	141.79	149.10
Add: Preliminary Expenses Written Off.	0.36	0.53	0.78	0.78	0.20	0.24
Add / (Less): Loss / (Profit) on Sale of Assets			(2.91)			
Operating Profit before Working capital changes	**217.00**	**261.65**	**288.66**	**301.30**	**269.38**	**268.14**
Adjustments for:						
Decrease (Increase) in Inventories	68.50	31.06	(91.84)	152.16	(84.83)	(158.57)
Decrease (Increase) in Trade & Other Receivables	(263.99)	(231.02)	75.39	(96.32)	(245.13)	(102.21)
Decrease (Increase) in Short Term Loans & Advances (Excl Taxes)	(70.08)	(3.69)	(0.39)	20.39	(35.46)	19.64
Increase (Decrease) in Trade Payables	148.01	253.66	45.31	(264.59)	193.15	162.82
Increase (Decrease) in Short Term Provisions (Excl Taxes)	-	-	-	-	-	-
Increase (Decrease) in Other Current Liabilities	115.10	19.31	(1.29)	12.28	(3.20)	(1.55)
Net Changes in Working Capital	**(2.46)**	**69.32**	**27.18**	**(176.08)**	**(175.47)**	**(79.87)**
Cash Generated from Operations	214.54	330.97	315.84	125.22	93.91	188.27
Taxes	(28.83)	(22.94)	(53.05)	(9.88)	(7.23)	(1.25)
Net Cash Flow from Operating Activities (A)	**185.71**	**308.03**	**262.79**	**115.34**	**86.68**	**187.02**
CASH FLOW FROM INVESTING ACTIVITIES						
Sale /(Purchase) of Fixed Assets and CWIP	(6.68)	(35.43)	(27.87)	(27.52)	(30.15)	(103.40)
Decrease (Increase) in Investments	-	-	-	-	-	-
Net Cash Flow from Investing Activities (B)	**(6.68)**	**(35.43)**	**(27.87)**	**(27.52)**	**(30.15)**	**(103.40)**
CASH FLOW FROM FINANCING ACTIVITIES						
Issue of share capital and Proceeds / (Refund) from Share Application Money	-	-	-	-	194.95	-
Interest & Finance Charges	(61.94)	(118.19)	(161.17)	(158.84)	(141.79)	(149.10)
Preliminary Expenses Incurred	(7.12)	-	-	(2.65)	-	(0.42)
Increase / (Repayment) of Long Term Borrowings	(11.25)	(237.34)	(46.93)	(94.76)	(98.60)	(134.56)
Increase / (Repayment) of Short Term Borrowings	(75.60)	63.09	(25.71)	210.37	(27.09)	226.12
Decrease (Increase) in Long Term Loans	(0.21)	0.98	(2.83)	(1.51)	(2.86)	(1.54)

Particulars	30.11.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
& Advances						
Net Cash Flow from Financing Activities (C)	**(156.12)**	**(291.46)**	**(236.64)**	**(47.39)**	**(75.39)**	**(59.50)**
Net Increase / (Decrease) in Cash & Cash Equivalents	**22.91**	**(18.86)**	**(1.72)**	**40.43**	**(18.86)**	**24.12**
Cash and cash equivalents at the beginning of the year / Period	**53.39**	**72.25**	**73.96**	**33.53**	**52.39**	**28.25**
Cash and cash equivalents at the end of the year/ Period	**76.30**	**53.39**	**72.25**	**73.96**	**33.53**	**52.39**

ISSUE DETAILS IN BRIEF

The following table summarizes the issue details:

Particulars	Details of Equity Shares
Issue of Equity Shares by our Company	Issue of upto 24,00,000 Equity Shares having face value of Rs. 10.00 each at a price of Rs. [●] per Equity Share (including a share premium of Rs. [●] per Equity share) aggregating Rs. [●] lacs.
Of which:	
Market Maker Reservation Portion	Upto 1,20,000 Equity Shares of face value of Rs. 10 each fully paid of the Company for cash at price of Rs. [●] /- per Equity Share aggregating Rs. [●] lacs.
Net Issue to the Public*	Upto 22,80,000 Equity Shares of face value of Rs.10 each fully paid of the Company for cash at price of Rs. [●] per Equity Share aggregating Rs. [●] lacs.
	Of which:
	Not less than 11,40,000 Equity Shares of face value of Rs.10 each fully paid of the Company for cash at price of Rs. [●] per Equity Share aggregating Rs. [●] lacs will be available for allocation to investors up to Rs. 2.00 Lacs.
	Upto 11,40,000 Equity Shares of face value of Rs.10 each fully paid of the Company for cash at price of Rs. [●] per Equity Share aggregating Rs. [●] lac will be available for allocation to investors above Rs. 2.00 Lacs
Pre and Post Issue Equity Shares	
Equity Shares outstanding prior to the Issue	62,00,000 Equity Shares of face value of Rs.10 each
Equity Shares outstanding after the Issue	Upto 86,00,000 Equity Shares of face value of Rs. 10 each
Use of Proceeds	For further details please refer chapter titled Objects of the Issue, beginning on page 94 of this Draft Prospectus for information on use of Issue Proceeds.

The Issue has been authorised by our Board pursuant to a resolution dated 9th April, 2018 and by our Equity Shareholders pursuant to a resolution passed at the extraordinary general meeting held on 16th April, 2018.

*****As per Regulation 43(4) of the SEBI (ICDR) Regulations, as amended, as present issue is a fixed price offer the allocation in the net offer to the 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.

If the retail individual investor category is entitled to more than fifty per cent on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.

**Note: Number of shares may need to be adjusted for lot size upon determination of issue price.*

For further details please refer to section titled "***Issue Information***" beginning on page 244 of this Draft Prospectus.

GENERAL INFORMATION

REX PIPES AND CABLES INDUSTRIES LIMITED

Our Company was originally incorporated at Sikar as "Kaler Electricals Private Limited" on 9th July, 2002 under the provisions of the Companies Act, 1956 vide Certificate of Incorporation issued by the Registrar of Companies, Jaipur. The name of company has been changed to "Rex Pipes and Cables Industries Private Limited" on 19th January, 2018 vide Fresh Certificate of Incorporation issued by the Registrar of Companies, Jaipur.Consequent upon the conversion of Company to public limited company, the name of the Company was changed to "Rex Pipes and Cables Industries Limited" vide fresh certificate of incorporation dated 1st February, 2018 issued by the Registrar of Companies, Jaipur.

REGISTERED OFFICE:

F-69A, RIICO Industrial Area,
Sikar, Rajasthan-332 001.
Tel: + 91 1572-245009, 245765, 245976
Email: info@rexpumps.com
Website: www.rexpumps.com

COMPANY REGISTRATION NUMBER: 017714

COMPANY IDENTIFICATION NUMBER: U31300RJ2002PLC017714

Our Company is registered with the Registrar of Companies, Jaipur,

Address:

C/6-7,
1st Floor, Residency Area,
Civil Lines, Jaipur-302001

DESIGNATED STOCK EXCHANGE: National Stock Exchange of India Limited

LISTING OF SHARES OFFERED IN THIS ISSUE: National Stock Exchange of India Limited

For details in relation to the changes to the name of our Company, please refer to the section titled "Our *History and Corporate Structure*" beginning on page 150 of this Draft Prospectus.

CONTACT PERSON:

Ms. Nikita Bhagwani,
Company Secretary and Compliance officer
F-69A, RIICO Industrial Area,
Sikar, Rajasthan-332 001.
Tel: + 91 1572-245009, 245765, 245976
Email: cs@rexpumps.com
Website: www.rexpumps.com

BOARD OF DIRECTORS:

Our Board of Directors comprise of the following members:

NAME	DESIGNATION	DIN	ADDRESS
Mr. Jitendra Kumar Kaler	Managing Director	08025425	384 Shri Raj Villa, Ward No-27 Opposite Karshi Upaj Mandi, Bhagpat Colo Ny Sikar 332001
Mrs. Sohani Devi	Whole Time Director	02839191	Industrial Area Kishan Colony Sikar 332001
Mr. Rajendra Kaler	Non Executive And Non Independent Director	08032024	Baghipat Colony, Opposite Krishi Mandi Ward No 17 Sikar 332001
Mr. Bajrang Lal	Executive And Non Independent Director	02265335	Village: Badalwas Kalero Ki Dhani Sikar 332023
Mr. Subhash Meel	Non Executive And Independent Director	03572337	Ward No 30, Piprali Road Sikar 332001
Mr. Anil Kumar	Non Executive And Independent Director	08032217	Deeplana Jhohra, Bhadwasi Sikar 332024

**Name of Mr. Bajrang Lal has been updated as Bagrang Lal on the website of Ministry of Corporate affairs.*

For further details of Management of our Company, please refer to section titled "*Our Management*" on page 156 of this Draft Prospectus.

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Nikita Bhagwani,
Company Secretary and Compliance officer
F-69A, RIICO Industrial Area,
Sikar, Rajasthan-332 001.
Tel: + 91 1572-245009, 245765, 245976
Email: cs@rexpumps.com
Website: www.rexpumps.com

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

Further, the investor shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

Applicants can contact the Compliance Officer or the Lead Manager 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 Equity Shares in the respective beneficiary account and refund orders, etc. 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	BANKER TO THE COMPANY
Mr. Kanhiya Lal Sharma, F-69A, RIICO Industrial Area,	**State Bank of India** Sikar Industrial Area

Sikar, Rajasthan-332 001. **Tel:** + 91 1572-245009, 245765, 245976 **Email:** finance@rexpumps.com **Website:** www.rexpumps.com	
STATUTORY AUDITORS **M/s. A Khan & Co..** Chartered Accountants **Office**: K.K. Mansion, Near Badri Vihar, MOhalla Shekhpura, Sikar, Rajasthan-332001 **Contact No.** 1572-252458, 9314052458 **E-mail:** khan.casss@gmail.com **Contact Person:** Mr. Alladeen Khan **Membership No.** 070610 **Firm Registration No.** 001819C	**PEER REVIEW AUDITORS** **M/S. RAMANAND & ASSOCIATES,** Chartered Accountants 6/C, Ostwal Park, Building No. 4 CHSL, Near Jesal Park, Jain Temple, Bhayander (East), Thane - 401105 **Tel :** +91-22-2817 1199 **Telefax:** +91-22-2817 1199 **E-mail:** rg@ramanandassociates.com **Firm Registration No.**-117776W **Contact Person:** Mr. Ramanand Gupta
LEAD MANAGER **NAVIGANT CORPORATE ADVISORS LIMITED** 423, A Wing, Bonanza, Sahar Plaza Complex, J B Nagar, Andheri Kurla Road, Andheri East, Mumbai-400 059 **Tel No.** +91-22-41204837 **Email Id**- navigant@navigantcorp.com **Investor Grievance Email:**info@navigantcorp.com **Website:**www.navigantcorp.com **SEBI Registration Number**: INM000012243 **Contact Person**: Mr. Sarthak Vijlani	**LEGAL ADVISORS TO THE ISSUE** **LAW AND LEGAL JURISTS** Chamber No. 612, Dwarka Court Complex, Sector – 10, Dwarka, New Delhi – 110 075 **Tel**: +91-011-2381 2302 **Email:** lljurists@yahoo.co.in **Contact Person**: Mr. Ranjan Kumar
REGISTRAR TO THE ISSUE **KARVY COMPUTERSHARE PRIVATE LIMITED** Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032 **Tel** : +91 40 6716 2222 **Fax** : + 91 40 2343 1551 **Website:** https://karisma.karvy.com **E-mail:** einward.ris@karvy.com **Investor Grievance E-mail:** rexpipes.ipo@karvy.com **Contact Person** : Mr. M Murali Krishna **SEBI Registration** : INR000000221	**PUBLIC ISSUER BANKER / BANKER TO THE ISSUE** **[•]**

SELF CERTIFIED SYNDICATE BANKS

The list 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/pmd/scsb.pdf. For details on designated branches of SCSBs collecting the ASBA Application Form, please refer to the above-mentioned SEBI link.

BROKER CENTRES/ DESIGNATED CDP LOCATIONS/ DESIGNATED RTA LOCATIONS

In accordance with SEBI Circular No. CIR/CFD/14/2012 dated October 4, 2012 and CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, Applicants can submit Application Forms with the Registered Brokers at the Broker Centres, CDPs at the Designated CDP Locations or the RTAs at the Designated RTA Locations, respective lists of which, including details such as address and telephone number, are available at the websites of the Stock Exchange at www.nseindia.com.

The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Application Forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

CREDIT RATING

As the Issue is of Equity shares, credit rating is not mandatory.

TRUSTEES

As the Issue is of Equity Shares, the appointment of Trustees is not mandatory.

IPO GRADING

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

BROKERS TO THE ISSUE

All members of the recognized stock exchanges would be eligible to act as Brokers to the Issue.

APPRAISAL AND MONITORING AGENCY

As per Regulation 16(1) of the SEBI (ICDR) Regulations, 2009 the requirement of Monitoring Agency is not mandatory if the Issue size is below Rs. 100.00 Crores. Since the Issue size is less than Rs. 100.00 Crores, our Company has not appointed any monitoring agency for this Issue. However, as per the Regulation 18 (3) read with part C of schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audit Committee of our Company would be monitoring the utilization of the proceeds of the Issue.

DETAILS OF THE APPRAISING AUTHORITY

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

INTER-SE ALLOCATION OF RESPONSIBILITIES

Since Navigant Corporate Advisors Limited is the sole Lead Manager to this Issue, a statement of inter se allocation responsibilities among Lead Manager’s is not required.

EXPERT OPINION

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

UNDERWRITING AGREEMENT

This Issue is 100% Underwritten. The Underwriting Agreement is dated [•], Pursuant to the terms of the Underwriting Agreement; the obligations of the Underwriters are several and are subject to certain conditions specified therein.

The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

Name, address, telephone number and e-mail address of the Underwriters	Number of Equity Shares Underwritten	Amount Underwritten (Rupees In Lacs)	% of Total Amount Underwritten (Rupees In Lacs)
NAVIGANT CORPORATE ADVISORS LIMITED 423, A Wing, Bonanza, Sahar Plaza Complex, J B Nagar, Andheri Kurla Road, Andheri East, Mumbai-400 059 **Tel No.** +91-22-41204837 **Email Id**- navigant@navigantcorp.com **Investor Grievance Email:** info@navigantcorp.com **Website:** www.navigantcorp.com **SEBI Registration Number**: INM000012243 **Contact Person**: Mr. Sarthak Vijlani	[•]	[•]	[•]
Total	[•]	[•]	[•]

The above mentioned is indicative underwriting and will be finalized after determination of the Issue Price and actual allocation subject to the provisions of the SEBI Regulations.

DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS ISSUE

Our Company has entered into an agreement dated [•] with the Lead Manager and Market Maker to fulfill the obligations of Market Making.

NAME AND ADDRESS OF THE MARKET MAKER

Name	[•]
Correspondence Address:	[•]
Tel No.:	[•]
Fax No.:	[•]
Email:	[•]
Website:	[•]
Contact Person:	[•]
SEBI Registration No.:	[•]
NSE Code	[•]

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and its amendments from time to time and the circulars issued by the NSE, and SEBI regarding 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. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.

4. 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.

5. The shares of the company will be traded in continuous trading session from the time and day the company gets listed on NSE Emerge and market maker will remain present as per the guidelines mentioned under NSE and SEBI circulars.

6. 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.

7. The Market Maker(s) shall have the right to terminate said arrangement by giving a three months 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 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 our Company and the Lead Manager reserve the right to appoint other Market Makers 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 five or as specified by the relevant laws and regulations applicable at that particulars point of time. The Market Making Agreement is available for inspection at our registered office from 11.00 a.m. to 5.00 p.m. on working days.

8. **Risk containment measures and monitoring for Market Makers:** 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.

9. **Price Band and Spreads:** SEBI Circular bearing reference no: CIR/MRD/DP/02/2012 dated January 20, 2012 has laid down that for issue size upto Rs. 250 crore, the applicable price bands for the first day shall be:

   i. In case equilibrium price is discovered in the call auction, the price band in the normal trading session be 5% of the equilibrium price.

ii. In case equilibrium price is not discovered in the call auction, the price band in the normal trading session shall be 5% of the Issue size.

Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. 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. The call auction is not applicable of those companies, which are listed at SME Plateform.

10. Punitive Action in case of default by Market Makers: 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 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.

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

Issue 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 Crore	25%	24%
Rs. 20 to Rs. 50 Crore	20%	19%
Rs. 50 to Rs. 80 Crore	15%	14%
Above Rs. 80 Crore	12%	11%

12. 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 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 our Company and the Lead Manager reserve the right to appoint other Market Makers 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 five or as specified by the relevant laws and regulations applicable at that particulars point of time. The Market Making Agreement is available for inspection at our registered office from 11.00 a.m. to 5.00 p.m. on working days.

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

CAPITAL STRUCTURE

The Share Capital of the Company as at the date of this Draft Prospectus, before and after the Issue, is set forth below.

(Rs. in Lacs, except share data)

Sr. No	Particulars	Aggregate value at face value	Aggregate value at Issue Price
A.	**Authorized Share Capital**		
	1,00,00,000 Equity Shares of face value of Rs.10 each	1000.00	1000.00
B.	**Issued, subscribed and paid-up Equity Share Capital before the Issue**		
	62,00,000 Equity Shares of face value of Rs. 10 each	620.00	-
C.	**Present Issue in terms of the Draft Prospectus**		
	Issue of upto 24,00,000 Equity Shares of Rs. 10 each at a price of Rs. [•] per Equity Share.	240.00	[•]
	Which comprises		
	Reservation for Market Maker of upto 1,20,000 Equity Shares of Rs. 10/- each at a price of Rs. [•] per Equity Share	[•]	[•]
	Net Issue to Public of upto 22,80,000 Equity Shares of Rs. 10/- each at a price of Rs. [•] per Equity Share to the Public	[•]	[•]
	Of the Net issue to the public		
	Not less than 11,40,000 Equity Shares of Rs.10/- each at a price of Rs. [•] per Equity Share will be available for allocation for Investors of up to Rs. 2.00 Lacs	[•]	[•]
	Upto 11,40,000 Equity Shares of Rs. 10/- each at a price of Rs. [•] per Equity Share will be available for allocation for Investors of above Rs. 2.00 Lacs	[•]	[•]
D.	**Equity Capital after the Issue**		
	Upto 88,40,000 Equity Shares of Rs. 10 each	[•]	---
E.	**Securities Premium Account** Before the Issue After the Issue	 Nil [•]	

**This Issue has been authorized by the Board of Directors pursuant to a board resolution dated 9th April, 2018 and by the shareholders of our Company pursuant to a special resolution dated 16th April, 2018 passed at the EGM of shareholders under section 62 (1)(c) of the Companies Act, 2013.*

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

CHANGES IN THE AUTHORIZED SHARE CAPITAL OF OUR COMPANY:

Sr. No.	Particulars of Change		Date of Shareholders' Meeting	Meeting AGM/EGM
	From	To		
1	-	400 Equity Shares of Rs. 1000 each	-	Incorporation
2	400 Equity Shares of Rs. 1000 each	1,500 Equity Shares of Rs. 1000 each	31.07.2004	EGM
3	1,500 Equity Shares of Rs.	2,500 Equity Shares of	28.12.2006	EGM

Sr. No.	Particulars of Change		Date of Shareholders' Meeting	Meeting AGM/EGM
	From	To		
	1000 each	Rs. 1000 each		
4	2,500 Equity Shares of Rs. 1000 each	5,000 Equity Shares of Rs. 1000 each	03.12.2010	EGM
5	5,000 Equity Shares of Rs. 1000 each	7,500 Equity Shares of Rs. 1000 each	21.03.2012	EGM
6	7,500 Equity Shares of Rs. 1000 each	25,000 Equity Shares of Rs. 1000 each	20.03.2014	EGM
7	25,000 Equity Shares of Rs. 1000 each	1,00,000 Equity Shares of Rs. 1000 each	18.11.2017	EGM
8	1,00,000 Equity Shares of Rs. 1000 each	1,00,00,000 Equity Shares of Rs. 10 each	13.01.2018	EGM

NOTES FORMING PART OF CAPITAL STRUCTURE

1. **Equity Share Capital history of our Company**

Date of/ issue allotment of Shares	No. of Equity Shares Issued	Face value (Rs)	Issue price (Rs.)	Consideration (cash, bonus, consideration other than cash)	Nature of allotment (Bonus, swap etc.)	Cumulative no. of Equity Shares	Cumulative paid-up share capital (Rs.)	Cumulative share premium (Rs.)
17.07.2002	100	1000	1000	Cash	Subscription to MOA (A)	100	1,00,000	Nil
31.03.2005	1,400	1000	1000	Cash	Further Allotment (B)	1,500	15,00,000	Nil
30.03.2007	1,000	1000	1000	Cash	Further Allotment (C)	2,500	25,00,000	Nil
26.03.2012	2,800	1000	10000	Cash	Further Allotment (D)	5,300	53,00,000	2,52,00,000
31.03.2014	19,500	1000	1000	Cash	Further Allotment (E)	24,800	2,48,00,000	2,52,00,000
13.01.2018	24,80,000	10	NA	NA	Subdivision of face value from Rs. 1000 per share to Rs. 10 per share	24,80,000	2,48,00,000	2,52,00,000
29.01.2018	37,20,000	10	NA	Other than cash	Bonus Issue in the ratio of 3:2 (F)	62,00,000	6,20,00,000	Nil

A. **Initial Subscribers to Memorandum of Association subscribed 100 Equity Shares of face value of Rs. 1000 each as per the details given below:-**

S.No.	Name of the Allottees	Number of Equity Shares
1	Mr. Sharwan Kumar Kaler	50

S.No.	Name of the Allottees	Number of Equity Shares
2	Mr. Sohani Devi	50
	Total	**100**

B. Further Allotment of 1,400 Equity Shares of face value of Rs. 1000 each as per the details given below:-

S.No.	Name of the Allottees	Number of Equity Shares
1	Mr. Bajrang Lal Kaler	325
2	M/s. Sharwan Kumar Kaler	125
3	Mrs. Kohil Devi	650
4	Mrs. Sohani Devi	300
	Total	**1,400**

C. Further Allotment of 1,000 Equity Shares of face value of Rs. 1000 each as per the details given below:-

S.No.	Name of the Allottees	Number of Equity Shares
1	Mr. Sharwan Kumar Kaler HUF	500
2	Mrs. Sohani Devi	500
	Total	**1,000**

D. Further Allotment of 2,800 Equity Shares of face value of Rs. 1000 each as per the details given below:-

S.No.	Name of the Allottees	Number of Equity Shares
1	Mr. Bajrang Lal Kaler	232
2	Mr. Sharwan Kumar Kaler	500
3	Mrs. Sohani Devi	120
4	M/s Sharwan Kumar Kaler HUF	200
5	M/s Alaska Commerce Pvt Ltd	50
6	M/s Albatross Share Registry Pvt Ltd	200
7	M/s Arrow Exim Pvt Ltd	100
8	M/s Bhuvneshwari Securities Pvt Ltd	187
9	M/s Dev Share Trading Pvt Ltd	200
10	M/s Gupteshwar Finance & Investment	100
11	M/s Gyaneshwari Trading & Finance Co Ltd	200
12	M/s Jaivic Trading Pvt Ltd	100
13	M/s One 2e Solutions (India) Pvt Ltd	200
14	M/s Paritosh Commerce Pvt Ltd	100
15	M/s Prajan Trading Pvt Ltd	100
16	M/s Printage Offset Pvt Ltd	130
17	Mrs. Dhanni Devi Kaler	42
18	Mr. Sohan Singh Nitharwal	39
	Total	**2,800**

E. Further Allotment of 19,500 Equity Shares of face value of Rs. 1000 each as per the details given below:-

S.No.	Name of the Allottees	Number of Equity Shares
1	Mr. Bajrang Lal Kaler	2,200
2	Mr. Sharwan Kumar Kaler	6,695
3	Mrs. Sohani Devi	2,400
4	M/s Sharwan Kumar Kaler HUF	2,200
5	Mr. Raghunath Singh Kaler	2,065
6	Mrs. Dhanni Devi Kaler	1,840
7	Mr. Ashok Kumar Jakhar	400
8	Mr. MUkesh Kumar Shivran	1,000
9	Mr. Bhanwar Lal Githala	500
10	Mrs. Sumitra Devi	200
	Total	**19,500**

F. Bonus Issue of 37,20,000 Equity Shares of face value of Rs. 10 each as per the details given below:-

S.No.	Name of the Allottees	Number of Equity Shares
1	Mr. Bajrang Lal Kaler	4,13,550
2	Mr. Sharwan Kumar Kaler	11,05,500
3	Mrs. Sohani Devi	5,05,500
4	M/s Sharwan Kumar Kaler HUF	4,35,000
5	Mr. Raghunath Singh Kaler	3,09,750
6	Mrs. Dhanni Devi Kaler	2,82,300
7	Mr. Ashok Kumar Jakhar	60,000
8	Mr. Mukesh Kumar Shivran	1,50,000
9	Mr. Bhanwar Lal Githala	75,000
10	Mrs. Sumitra Devi	30,000
11	Mrs. Kohil Devi	97,500
12	M/s Alaska Commerce Pvt Ltd	7,500
13	M/s Albatross Share Registry Pvt Ltd	30,000
14	M/s Arrow Exim Pvt Ltd	15,000
15	M/s Bhuvneshwari Securities Pvt Ltd	28,050
16	M/s Dev Share Trading Pvt Ltd	30,000
17	M/s Gupteshwar Finance & Investment Pvt Ltd	15,000
18	M/s Gyaneshwari Trading & Finance Co Ltd	30,000
19	M/s Jaivic Trading Pvt Ltd	15,000
20	M/s One 2e Solutions (India) Pvt Ltd	30,000
21	M/s Paritosh Commerce Pvt Ltd	15,000
22	M/s Prajan Trading Pvt Ltd	15,000
23	M/s Printage Offset Pvt Ltd	19,500
24	Mr. Sohan Singh Nitharwal	5,850
	Total	**37,20,000**

2. We have not issued any Equity Shares for consideration other than Cash except bonus issue as per details given below.

Date of Allotment	Number of Equity Shares	Name of the Allottees	Relationship with the Promoters	Reasons for the Allotment	Face Value (in Rs.)	Issue Price (in Rs.)
29.01.2018	37,20,000	Please refer list of allottee as per Note A mentioned below	Promoter/ Promoter Group and Non Promoter	Bonus Issue	10	N.A.

Note: A

Bonus Issue of 37,20,000 Equity Shares of face value of Rs. 10 each as per the details given below:-

S.No.	Name of the Allottees	Number of Equity Shares
1	Mr. Bajrang Lal Kaler	4,13,550
2	Mr. Sharwan Kumar Kaler	11,05,500
3	Mrs. Sohani Devi	5,05,500
4	M/s Sharwan Kumar Kaler HUF	4,35,000
5	Mr. Raghunath Singh Kaler	3,09,750
6	Mrs. Dhanni Devi Kaler	2,82,300
7	Mr. Ashok Kumar Jakhar	60,000
8	Mr. Mukesh Kumar Shivran	1,50,000
9	Mr. Bhanwar Lal Githala	75,000
10	Mrs. Sumitra Devi	30,000
11	Mrs. Kohil Devi	97,500
12	M/s Alaska Commerce Pvt Ltd	7,500
13	M/s Albatross Share Registry Pvt Ltd	30,000
14	M/s Arrow Exim Pvt Ltd	15,000
15	M/s Bhuvneshwari Securities Pvt Ltd	28,050
16	M/s Dev Share Trading Pvt Ltd	30,000
17	M/s Gupteshwar Finance & Investment Pvt Ltd	15,000
18	M/s Gyaneshwari Trading & Finance Co Ltd	30,000
19	M/s Jaivic Trading Pvt Ltd	15,000
20	M/s One 2e Solutions (India) Pvt Ltd	30,000
21	M/s Paritosh Commerce Pvt Ltd	15,000
22	M/s Prajan Trading Pvt Ltd	15,000
23	M/s Printage Offset Pvt Ltd	19,500
24	Mr. Sohan Singh Nitharwal	5,850
	Total	**37,20,000**

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

4. Issue of Equity Shares in the last two (2) year preceding the date of Draft Prospectus:

Date of Allotment	Number of Equity Shares	Name of the Allottees	Relationship with the Promoters	Reasons for the Allotment	Face Value (in Rs.)	Issue Price (in Rs.)

Date of Allotment	Number of Equity Shares	Name of the Allottees	Relationship with the Promoters	Reasons for the Allotment	Face Value (in Rs.)	Issue Price (in Rs.)
29.01.2018	37,20,000	Please refer list of allottee as per Note A mentioned below	Promoter/ Promoter Group and Non Promoter	Captisation of Reserve to broad base the capital of the Company	10	N.A.

Note: A

Bonus Issue of 37,20,000 Equity Shares of face value of Rs. 10 each as per the details given below:-

S.No.	Name of the Allottees	Number of Equity Shares
1	Mr. Bajrang Lal Kaler	4,13,550
2	Mr. Sharwan Kumar Kaler	11,05,500
3	Mrs. Sohani Devi	5,05,500
4	M/s Sharwan Kumar Kaler HUF	4,35,000
5	Mr. Raghunath Singh Kaler	3,09,750
6	Mrs. Dhanni Devi Kaler	2,82,300
7	Mr. Ashok Kumar Jakhar	60,000
8	Mr. Mukesh Kumar Shivran	1,50,000
9	Mr. Bhanwar Lal Githala	75,000
10	Mrs. Sumitra Devi	30,000
11	Mrs. Kohil Devi	97,500
12	M/s Alaska Commerce Pvt Ltd	7,500
13	M/s Albatross Share Registry Pvt Ltd	30,000
14	M/s Arrow Exim Pvt Ltd	15,000
15	M/s Bhuvneshwari Securities Pvt Ltd	28,050
16	M/s Dev Share Trading Pvt Ltd	30,000
17	M/s Gupteshwar Finance & Investment Pvt Ltd	15,000
18	M/s Gyaneshwari Trading & Finance Co Ltd	30,000
19	M/s Jaivic Trading Pvt Ltd	15,000
20	M/s One 2e Solutions (India) Pvt Ltd	30,000
21	M/s Paritosh Commerce Pvt Ltd	15,000
22	M/s Prajan Trading Pvt Ltd	15,000
23	M/s Printage Offset Pvt Ltd	19,500
24	Mr. Sohan Singh Nitharwal	5,850
	Total	**37,20,000**

5. We have not issued any shares at price below issue price within last one year from the date of this Draft Prospectus except as mentioned below:

Date of Allotment	Number of Equity Shares	Name of the Allottees	Relationship with the Promoters	Reasons for the Allotment	Face Value (in Rs.)	Issue Price (in Rs.)
29.01.2018	37,20,000	Please refer list of allottee as per Note A mentioned below	Promoter/ Promoter Group and	Captisation of Reserve to broad base	10	N.A.

Date of Allotment	Number of Equity Shares	Name of the Allottees	Relationship with the Promoters	Reasons for the Allotment	Face Value (in Rs.)	Issue Price (in Rs.)
			Non Promoter	the capital of the Company		

Note: A

Bonus Issue of 37,20,000 Equity Shares of face value of Rs. 10 each as per the details given below:-

S.No.	Name of the Allottees	Number of Equity Shares
1	Mr. Bajrang Lal Kaler	4,13,550
2	Mr. Sharwan Kumar Kaler	11,05,500
3	Mrs. Sohani Devi	5,05,500
4	M/s Sharwan Kumar Kaler HUF	4,35,000
5	Mr. Raghunath Singh Kaler	3,09,750
6	Mrs. Dhanni Devi Kaler	2,82,300
7	Mr. Ashok Kumar Jakhar	60,000
8	Mr. Mukesh Kumar Shivran	1,50,000
9	Mr. Bhanwar Lal Githala	75,000
10	Mrs. Sumitra Devi	30,000
11	Mrs. Kohil Devi	97,500
12	M/s Alaska Commerce Pvt Ltd	7,500
13	M/s Albatross Share Registry Pvt Ltd	30,000
14	M/s Arrow Exim Pvt Ltd	15,000
15	M/s Bhuvneshwari Securities Pvt Ltd	28,050
16	M/s Dev Share Trading Pvt Ltd	30,000
17	M/s Gupteshwar Finance & Investment Pvt Ltd	15,000
18	M/s Gyaneshwari Trading & Finance Co Ltd	30,000
19	M/s Jaivic Trading Pvt Ltd	15,000
20	M/s One 2e Solutions (India) Pvt Ltd	30,000
21	M/s Paritosh Commerce Pvt Ltd	15,000
22	M/s Prajan Trading Pvt Ltd	15,000
23	M/s Printage Offset Pvt Ltd	19,500
24	Mr. Sohan Singh Nitharwal	5,850
	Total	**37,20,000**

6. **Shareholding of our Promoters:**

Set forth below are the details of the build-up of shareholding of our Promoters.

MR. SHARWAN KUMAR KALER									
Date of Allotment / Transfer	Consideration	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition/Transfer price (Rs.)	Nature of Transactions	Source of Funds	Pledge	Pre-issue shareholding %	Post-issue shareholding %
17.07.2002	Cash	50	1000	1000	Subscription to MOA	Owned	No		

MR. SHARWAN KUMAR KALER									
Date of Allotment / Transfer	Consideration	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition/Transfer price (Rs.)	Nature of Transactions	Source of Funds	Pledge	Pre-issue share holding %	Post-issue share holding %
31.03.2005	Cash	125	1000	1000	Further Allotment	Owned	No		
26.03.2012	Cash	500	1000	10000	Further Allotment	Owned	No		
31.03.2014	Cash	6695	1000	1000	Further Allotment	Owned	No		
13.01.2018	NA	(7370)	1000	NA	Subdivision From Rs. 1000 per share to Rs. 10 per share	NA	No		
		7,37,000	10	NA					
29.01.2018	Other than cash	11,05,500	10	NA	Bonus Issue	NA	No		
Total		18,42,500						29.72	[•]

MRS. SOHANI DEVI									
Date of Allotment / Transfer	Consideration	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition/Transfer price (Rs.)	Nature of Transactions	Source of Funds	Pledge	Pre-issue share holding %	Post-issue share holding %
17.07.2002	Cash	50	1000	1000	Subscription to MOA	Owned	No		
31.03.2005	Cash	300	1000	1000	Further Allotment	Owned	No		
30.03.2007	Cash	500	1000	1000	Further Allotment	Owned	No		
26.03.2012	Cash	120	1000	10000	Further Allotment	Owned	No		
31.03.2014	Cash	2400	1000	1000	Further Allotment	Owned	No		
13.01.2018	NA	(3370)	1000	NA	Subdivision From Rs. 1000 per share to Rs. 10 per share	NA	No		
		3,37,000	10	NA					
29.01.2018	Other than cash	5,05,500	10	NA	Bonus Issue	NA	No		
Total		8,42,500						13.59	[•]

Details of Promoters' contribution locked in for three years:

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

Our Promoters have granted consent to include such number of Equity Shares held by them as may constitute 20% of the post-Issue Equity Share capital of our Company as Promoters Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters Contribution from the date of filing of this Draft Prospectus until the commencement of the lock-in period specified above.

Name	No. of shares locked in	Date of Allotment/ Acquisition/ Transfer	Face Value (Rs. per share)	Issue Price / Purchase Price /Transfer Price(Rs. per share)	Source of Funds	% of Pre-Issue Paid up Equity capital	% of Post Issue Paid up Equity capital
Mr. Sharwan Kumar Kaler	11,05,500	29.01.2018	10	NA	NA		
	6,695	31.03.2014	1000	1000	Owned		
Total	**17,75,000**		10			**28.63**	**[•]**

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

• Equity Shares acquired during the preceding three years for consideration other than cash and out of revaluation of assets or capitalization of intangible assets or bonus shares out of revaluation reserves or reserves without accrual of cash resources.

• Equity Shares acquired by the Promoters during the preceding one year, at a price lower than the price at which Equity Shares are being offered to public in the Issue.

• Private placement made by solicitation of subscription from unrelated persons either directly or through any intermediary.

• The Equity Shares held by the Promoters and offered for minimum 20% Promoters' Contribution are not subject to any pledge.

• Equity Shares for which specific written consent has not been obtained from the shareholders for inclusion of their subscription in the minimum Promoters' Contribution subject to lock-in.

• Equity shares issued to our Promoters on conversion of partnership firms into limited companies.

Specific written consent has been obtained from the Promoters for inclusion of the Equity Shares for ensuring lock-in of three years to the extent of minimum 20% of post -Issue paid-up Equity Share Capital from the date of allotment in the proposed public Issue. Promoters' Contribution does not consist of any private placement made by solicitation of subscription from unrelated persons either directly or through any intermediary.

The minimum Promoters' Contribution has been brought to the extent of not less than the specified minimum lot and from the persons defined as Promoters under the SEBI (ICDR) Regulations, 2009. The Promoters' Contribution constituting 20% of the post-Issue capital shall be locked-in for a period of three years from the date of Allotment of the Equity Shares in the Issue.

All Equity Shares, which are to be locked-in, are eligible for computation of Promoters' Contribution, in accordance with the SEBI (ICDR) Regulations, 2009. Accordingly we confirm that the Equity Shares proposed to be included as part of the Promoters' Contribution:

a) have not been subject to pledge or any other form of encumbrance; or

b) have not been acquired, during preceding three years, for consideration other than cash and revaluation of assets or capitalization of intangible assets is not involved in such transaction;

c) is not resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the Issuer or from bonus issue against Equity Shares which are ineligible for minimum Promoters' Contribution;

d) have not been acquired by the Promoters during the period of one year immediately preceding the date of filing of this Draft Prospectus at a price lower than the Issue Price.

Other requirements in respect of lock-in:

In terms of Regulation 39 of the SEBI ICDR Regulations, the locked in Equity Shares held by the Promoters, as specified above, can be pledged with any scheduled commercial bank or public financial institution as collateral security for loan granted by such bank or institution provided that the pledge of Equity Shares is one of the terms of the sanction of the loan. Provided that securities locked in as minimum promoter contribution may be pledged only if, in addition to fulfilling the above requirements, the loan has been granted by such bank or institution, for the purpose of financing one or more of the objects of the Issue.

In terms of Regulation 40 of the SEBI ICDR Regulations, the Equity Shares held by persons other than the Promoters prior to the Issue may be transferred to any other person holding the Equity Shares which are locked in as per Regulation 36 or 37 of the SEBI ICDR Regulations, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.

Further in terms of Regulation 40 of the SEBI ICDR Regulations, the Equity Shares held by the Promoters may be transferred to and amongst the Promoter Group or to new promoters or persons in control of the Issuer subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.

7. Details of share capital locked in for one year:

In addition to 20% of the post-Issue shareholding of our Company held by the Promoters (locked in for three years as specified above), in accordance with regulation 36 of SEBI (ICDR) Regulations, 2009, the entire pre-Issue share capital of our Company (including the Equity Shares held by our Promoters) 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, 2009, 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 Code.

8. **Shareholding pattern of our Company:**

The table below presents the current shareholding pattern of our Company as on the date of this Draft Prospectus.

Table I - Summary of Shareholding Pattern

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities* (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								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								
(A)	**Promoter and Promoter Group**	7	5248500	-	-	5248500	84.65	5248500	-	5248500	84.65	-	84.65	-	-	-	-	-
(B)	**Public**	17	951500	-	-	951500	15.35	951500	-	951500	15.35	-	15.35	-	-	-	-	-
(C-)	**Non Promoter Non Public**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C-1)	Shares Underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C-2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	24	6200000	-	-	6200000	100	6200000	-	6200000	100	-	100	-	-	-	-	-

Table II - Statement showing Shareholding Pattern of the Promoter and Promoter Group

Sr. No.	Category & Name of the Shareholders (I)	PAN (II)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
		(Not to be Disclosed)							No of Voting Rights			Total as a % of Total Voting Rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class X	Class Y	Total								
(1)	**Indian**																		
(a)	**Individual / Hindu Undivided Family**																		
	Bajrang Lal Kaler	-	1	6,89,250	-	-	6,89,250	11.12	689250	-	689250	11.12	-	11.12	-	-	-	-	-
	Sharwan Kumar Kaler	-	1	1842500	-	-	1842500	29.72	1842500	-	1842500	29.72	-	29.72	-	-	-	-	-
	Sohani Devi	-	1	842500	-	-	842500	13.59	842500	-	842500	13.59	-	13.59	-	-	-	-	-
	Sharwan Kumar Kaler HUF	-	1	725000	-	-	725000	11.69	725000	-	725000	11.69	-	11.69	-	-	-	-	-
	Raghunath Singh Kaler	-	1	516250	-	-	516250	8.33	516250	-	516250	8.33	-	8.33	-	-	-	-	-
	Dhanni Devi Kaler	-	1	470500	-	-	470500	7.59	470500	-	470500	7.59	-	7.59	-	-	-	-	-

Sr. No.	Category & Name of the Shareholders (I)	PAN (II)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
		(Not to be Disclosed)							No of Voting Rights			Total as a % of Total Voting Rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class X	Class Y	Total								
	Kohil Devi	-	1	162500	-	-	162500	2.62	162500	-	162500	2.62	-	2.62	-	-	-	-	-
(b)	Central Government/ State Government(s)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c.)	Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Any Other (Body Corporate)	-													-	-	-	-	-
	Sub Total (A-1)		7	5248500	-	-	5248500	84.65	5248500	-	5248500	84.65	-	84.65	-	-	-	-	-
(2)	**Foreign**																		

Sr. No.	Category & Name of the Shareholders (I)	PAN (II)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
		(Not to be Disclosed)							No of Voting Rights			Total as a % of Total Voting Rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class X	Class Y	Total								
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Government	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c.)	Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub Total (A-2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Sr. No.	Category & Name of the Shareholders (I)	PAN (II)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
		(Not to be Disclosed)							No of Voting Rights			Total as a % of Total Voting Rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class X	Class Y	Total								
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)		7	5248500	-	-	5248500	84.65	5248500	-	5248500	84.65	-	84.65	-	-	-	-	-

Table III - Statement showing Shareholding Pattern of the Public shareholder

Sr. No.	Category & Name of the Shareholders (I)	PAN (II)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
		(Not to be Disclosed)							No of Voting Rights			Total as a % of Total Voting Rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class X	Class Y	Total								
(1)	**Institutions**																		
(a)	Mutual Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Venture Capital Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c.)	Alternate Investment Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Foreign Portfolio Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Sr. No.	Category & Name of the Shareholders (I)	PAN (II)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
		(Not to be Disclosed)							No of Voting Rights			Total as a % of Total Voting Rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class X	Class Y	Total								
(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)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Sr. No.	Category & Name of the Shareholders (I)	PAN (II)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
		(Not to be Disclosed)							No of Voting Rights			Total as a % of Total Voting Rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class X	Class Y	Total								
	/ President of India																		
	Sub-Total (B)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(3)	**Non-institutions**																		
(a)	i. Individual shareholders holding nominal share capital up to Rs. 2 lacs.	-	1	9750	-	-	9750	0.16	9750	-	9750	0.16	-	0.16	-	-	-	-	-

Sr. No.	Category & Name of the Shareholders (I)	PAN (II)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
		(Not to be Disclosed)							No of Voting Rights			Total as a % of Total Voting Rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class X	Class Y	Total								
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lacs	-	4	525000	-	-	525000	**8.47**	525000	-	525000	8.47	-	8.47	-	-	-	-	-
	Ashok Kumar Jakhar	-	1	100000	-	-	100000	1.61	100000	-	100000	1.61	-	1.61	-	-	-	-	
	Mukesh Kumar Shivran	-	1	250000	-	-	250000	4.03	250000	-	250000	4.03	-	4.03	-	-	--	-	-
	Bhanwar Lal Githala	-	1	125000	-	-	125000	2.02	125000	-	125000	2.02	-	2.02	-	-	--	-	-
(b)	NBFCs registered with RBI	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c.)	Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Sr. No.	Category & Name of the Shareholders (I)	PAN (II)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
		(Not to be Disclosed)							No of Voting Rights			Total as a % of Total Voting Rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class X	Class Y	Total								
(d)	Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any Other - Body Corporate	-	12	416750	-	-	416750	6.72	416750	-	416750	6.72	-	6.72	-	-	-	-	-
	Sub-Total (B)(3)	-	17	951500	-	-	951500	15.35	951500	-	951500	15.35	-	15.35	-	-	-	-	-
	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)	-	**17**	**951500**	**-**	**-**	**951500**	**15.35**	**951500**	**-**	**951500**	**15.35**	**-**	**15.35**	-	-	-	-	-

Table IV - Statement showing Shareholding Pattern of the Non Promoter- Non Public shareholder

Sr. No.	Category & Name of the Shareholders (I)	PAN (II)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
		(Not to be Disclosed)							No of Voting Rights			Total as a % of Total Voting Rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class X	Class Y	Total								
(1)	Custodian/DR Holder																		
(a)	Name of DR Holder (if available)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub total (C)(1)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Sr. No.	Category & Name of the Shareholders (I)	PAN (II)	No. of share holder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
		(Not to be Disclosed)							No of Voting Rights			Total as a % of Total Voting Rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class X	Class Y	Total								
(2)	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total Non-Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the Securities and Exchange Board of India (Listing obligations and disclosures Requirement) Regulation, 2015, one day prior to the listing of the Equity shares. The Shareholding pattern will be uploaded on the website of NSE before commencement of trading of such Equity Shares.

9. 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.)
Mr. Sharwan Kumar Kaler	18,42,500	6.69
Mr. Sohani Devi	8,42,500	5.28

10. None of our Directors or Key Managerial Personnel hold Equity Shares in our Company, other than as follows:

Name of the Shareholders	No. of Equity Shares	Pre-Issue percentage Shareholding
Mrs. Sohani Devi	8,42,500	13.59
Mr. Bajrang Lal	6,89,250	11.12
Mr. Sharwan Kumar Kaler	18,42,500	29.72
TOTAL	**33,74,250**	**54.43**

11. **Pre-Issue and Post Issue Shareholding of our Promoter and Promoter's Group**

Set forth is the shareholding of our Promoter and Promoter Group before and after the proposed issue:

Particulars	Pre Issue		Post Issue	
	No. of Shares	%	No. of Shares	%
Promoter:				
Mr. Sharwan Kumar Kaler	18,42,500	29.72	18,42,500	[•]
Mrs. Sohani Devi	8,42,500	13.59	8,42,500	[•]
Promoter Group				
Mr. Bajrang Lal Kaler	6,89,250	11.12	6,89,250	[•]
M/s Sharwan Kumar Kaler HUF	7,25,000	11.69	7,25,000	[•]
Mr. Raghunath Singh Kaler	5,16,250	8.33	5,16,250	[•]
Mrs. Dhanni Devi Kaler	4,70,500	7.59	4,70,500	[•]
Mrs. Kohil Devi	1,62,500	2.62	1,62,500	[•]
TOTAL	**52,48,500**	**84.65**	**52,48,500**	**[•]**

12. **Equity Shares held by top ten shareholders**

(a) Our top ten shareholders and the number of Equity Shares held by them as on date of the Draft Prospectus are as under:

Sr. No.	Name of the Shareholders	No. of Shares	% age of Pre-Issue Capital
1	Mr. Sharwan Kumar Kaler	18,42,500	29.72
2	Mrs. Sohani Devi	8,42,500	13.59
3	M/s Sharwan Kumar Kaler HUF	7,25,000	11.69
4	Mr. Bajrang Lal Kaler	6,89,250	11.12
5	Mr. Raghunath Singh Kaler	5,16,250	8.33

Sr. No.	Name of the Shareholders	No. of Shares	% age of Pre-Issue Capital
6	Mrs. Dhanni Devi Kaler	4,70,500	7.59
7	Mr. Mukesh Kumar Shivran	2,50,000	4.03
8	Mrs. Kohil Devi	1,62,500	2.62
9	Mr. Bhanwar Lal Githala	1,25,000	2.02
10	Mr. Ashok Kumar Jakhar	1,00,000	1.61
	Total	**57,23,500**	**92.32**

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

Sr. No.	Name of the Shareholders	No. of Shares	% age of Pre-Issue Capital
1	Mr. Sharwan Kumar Kaler	18,42,500	29.72
2	Mrs. Sohani Devi	8,42,500	13.59
3	M/s Sharwan Kumar Kaler HUF	7,25,000	11.69
4	Mr. Bajrang Lal Kaler	6,89,250	11.12
5	Mr. Raghunath Singh Kaler	5,16,250	8.33
6	Mrs. Dhanni Devi Kaler	4,70,500	7.59
7	Mr. Mukesh Kumar Shivran	2,50,000	4.03
8	Mrs. Kohil Devi	1,62,500	2.62
9	Mr. Bhanwar Lal Githala	1,25,000	2.02
10	Mr. Ashok Kumar Jakhar	1,00,000	1.61
	Total	**57,23,500**	**92.32**

(c) Our top ten shareholders and the number of Equity Shares held by them two years prior to date of the Draft Prospectus are as under:

Sr. No.	Name of the Shareholders	No. of Shares*	% age of Pre-Issue Capital
1	Mr. Sharwan Kumar Kaler	7,370	29.72
2	Mrs. Sohani Devi	3,370	13.59
3	M/s Sharwan Kumar Kaler HUF	2,900	11.69
4	Mr. Bajrang Lal Kaler	2,757	11.12
5	Mr. Raghunath Singh Kaler	2,065	8.33
6	Mrs. Dhanni Devi Kaler	1,882	7.59
7	Mr. Mukesh Kumar Shivran	1,000	4.03
8	Mrs. Kohil Devi	650	2.62
9	Mr. Bhanwar Lal Githala	500	2.02
10	Mr. Ashok Kumar Jakhar	400	1.61
	Total	**22,894**	**92.31**

Face Value of Rs. 1000 each

13. 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 the Draft Prospectus.

14. Following persons belonging to the category Public are holding more than 1% of the total number of shares as on the date of this Draft Prospectus.

Sr. No.	Name of the Shareholders	No. of Shares	% age of Pre-Issue Capital
2	Mr. Mukesh Kumar Shivran	2,50,000	4.03
4	Mr. Bhanwar Lal Githala	1,25,000	2.02
5	Mr. Ashok Kumar Jakhar	1,00,000	1.61
	Total	**4,75,000**	**7.66**

15. There have been no purchase or sell of Equity Shares by the Promoters, Promoter Group and the Directors during a period of six months preceding the date on which the Draft Prospectus is filed with NSE – Emerge.

16. Our Company has not raised any bridge loans against the proceeds of this Issue.

17. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed in paragraph on "Basis of Allotment" on page 287 of this Draft Prospectus.

18. 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.

19. As on date of filing of this Draft Prospectus, 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.

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

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

22. Lead Manager to the Issue viz. Navigant Corporate Advisors Limited does not hold any Equity Shares of our Company.

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

24. Our Company has not made any public issue since incorporation.

25. There will be only one denomination of the Equity Shares of our Company unless otherwise permitted by law, our Company shall comply with such disclosure, and accounting norms as may be specified by SEBI from time to time.

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

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

28. At any given point of time, there shall be only one denomination for a class of Equity Shares of our Company.

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

30. 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.

31. 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.

32. Our Company has Twenty Four (24) members as on the date of filing of this Draft Prospectus.

OBJECTS OF THE ISSUE

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

Objects of the Fresh Issue

1. To finance the Expenditure towards Land & Site Development and Other Civil Work;
2. To Acquire the Plant & Mechniery;
3. To part finance the requirement of Working Capital;
4. To meet General corporate purposes;
5. To meet the expenses of the Issue.

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

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

Utilization of Net Proceeds

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

(*Rs. In Lacs*)

S. No.	Particulars	Amounts*
1)	Gross Proceeds	[•]
2)	(Less) Issue related expenses*	[•]
3)	**Net Proceeds**	[•]

**** To be finalized on determination of Issue Price.***

FUND REQUIREMENTS

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

Rs. In lacs

S. No.	Particulars	Amounts
1.	To finance the Expenditure towards Land & Site Development and Other Civil Work.	120.50
2.	To Acquire the Plant & Mechniery	157.35
3.	To part finance the requirement of Working Capital	[•]*
4.	To meet General corporate purposes	[•]*
5.	To meet the expenses of the Issue	[•]*
	Total	[•]*

**** To be finalized on determination of Issue Price.***

Schedule of implementation/ Utilization of Issue Proceeds

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

(Rs. In lacs)

Sr. No.	Particulars	Amount Proposed to be Deployed from Net Proceeds	Estimated Schedule of Deployment of Net Proceeds
			FY 2018-19
1.	To finance the Expenditure towards Land & Site Development and Other Civil Work.	120.50	120.50
2.	To Acquire the Plant & Mechniery and Other Fixed Assets	157.35	157.35
3.	To part finance the requirement of Working Capital	[●]*	[●]*
4.	To meet General corporate purposes	[●]*	[●]*
5.	To meet the expenses of the Issue	[●]*	[●]*
	Total	[●]*	[●]*

**** To be finalized on determination of Issue Price.***

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

MEANS OF FINANCE:

Amount In lacs

Sr. No.	Objects of the offer	Amount Required	IPO Proceeds	Bank Finance
1.	To finance the Expenditure towards Land & Site Development and Other Civil Work.	401.68	120.50	281.18
2.	To Acquire the Plant & Mechniery	629.38	157.35	472.03
3.	To part finance the requirement of Working Capital	[●]*	[●]*	[●]*
4.	To meet General corporate purposes	[●]*	[●]*	[●]*
5.	To meet the expenses of the Issue	[●]*	[●]*	[●]*
	Total	[●]*	[●]*	[●]*

**** To be finalized on determination of Issue Price.***

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

Particulars	Amount (in Lacs)
Total Amount Required	1031.06
Amount proposed to be financed from the Net Proceeds	277.85
Funds required excluding funding through the Net Proceeds	753.21
75% of funds required excluding the net proceeds for this object	564.91
Secured & Unsecured Loans /Internal Accrual/Bank Finance	564.91

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

Any amount, deployed by our Company out of internal accruals towards the aforementioned objects till the date of receipt of Issue Proceeds shall be recouped by our Company from the Issue Proceeds of the Issue. In case of delays in raising funds from the Issue, our company may deploy certain amounts towards any of the above mentioned Objects through a combination of Internal Accruals or Loans (Bridge Financing) and in such case the Funds raised shall be utilized towards repayment of such Loans or recouping of Internal Accruals. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds.

As we operate in competitive environment, we may have to revise our expenditure and fund requirements as a result of variations in cost estimates, exchange rate fluctuations and external factors which may not be within the control of our management. This may entail rescheduling and revising the planned expenditures and fund requirements and increasing or decreasing expenditures for a particular purpose at the discretion of our management, within the objects.

For further details on the risks involved in our business plans and executing our business strategies, please see the section titled "Risk Factors" beginning on page 15 of this Draft Prospectus.

DETAILS OF THE OBJECTS

1. TO PART FINANCE EXPENDITURE TOWARDS LAND & SITE DEVELOPMENT AND OTHER CIVIL WORK

Our Company is engaged in the Trading and production/Manufacturing product range encompassing uPVC pipes, HDPE pipe, Cables, fittings and abundance of accessories under the brand name "REX". The brand "REX" is the hall mark showcasing the entire Product range. It has just taken a little overtwo decades for The Rex group of Industries to emerge as one of India's leading manufacturers in the field of PVC Pipes & Fittings and PVC insulated electrical wires. The company produces excellent Three Core flat cables , Single Core Flexible Home wire , Poly Wrapped Winding wire along with UPVC, HDPE and sprinklers with unique skills, continuous technological upgrading machines, professional management testing and persistent dedication without compromising on quality leading the entire organization to National and International name and reputation.

Our Manufacturing facilities located at B-99, IInd Phase, Industrial Growth Centre,V.P.O, Palsana Sikar; E-128, IID, Palsana Sikar; E-129, IID, Palsana Sikar are equipped with requisite utilities and modern infrastructure facilities and also having industrial area at E-106, IID, Palsana Sikar, Rajasthan.

Our Company proposed to develop the Existing Land situated at E-106, IID, Palsana Sikar to enhance the existing manufacturing facilities.

Accordingly, we have proposed to use Rs. 120.50 lacs out of the issue proceeds to meet the expenditure of Site Development as detailed below:

The detailed break up of the above mentioned object is as under:

Sr. No.	Particulars	Amount in Lacs
1	Land leveling	7.50
2	Building and Civil Work	394.18
	Total	**401.68**
	To be financed from IPO Proceeds	**120.50**
	To be financed from Secured & Unsecured Loans /Internal Accrual/Bank Finance	**281.18**

The details of the buildings and other civil works are as follows:

Sr. No.	Particulars	Amount (In Lacs)
a.	Construction of Factory Shed, Internal CC Road, Compound Wall, Labour Quarter, Construction of Borewall, Underground water tank	394.18
	Total	**394.18**

The Cost of Construction of Building and other Civil works is based on estimate given by M/s K. Jagdish & Associates, Architects.

2. PURCHASE OF EQUIPMENT FOR PLANT AND MACHINERY

The detailed break up of the above mentioned object is as under:

Sr. No.	Particulars	Amount in Lacs
1	Purchase of Plant & Mechniery	629.38
	Total	**629.38**
	To be financed from IPO Proceeds	157.35
	To be financed from Secured & Unsecured Loans /Internal Accrual/Bank Finance	**472.03**

Our Company proposes to acquire following plant & Machinery aggregating to Rs. 629.38 Lacs the details of which are as follows:

S. No.	DESCRIPTION OF MACHINERY	Qty	Rate (in Rs)	Amount (in Rs)	Amount Rs	SUPPLIER
1	Extruder for HDPE Pipe -220-240 kg/hr	1	198.75	198.75	198.75	Sai Machine Tool Pvt. Ltd. Reputed Make
2	Sollar Energy Panel 450 KW	1	255.15	255.15	255.15	Kothari Solar Systems (P)Ltd. Reputed Make
3	Horizontal Bansaw Machine	1	0.72	0.72	0.72	VEEKAY Reputed Make
4	Bandsaw Machine (Sami Automatic)	1	2.16	2.16	2.16	Saw Max Engineers

S. No.	DESCRIPTION OF MACHINERY	Qty	Rate (in Rs)	Amount (in Rs)	Amount Rs	SUPPLIER
						Reputed Make
5	Lab Instruments					
	A. For Bus Body Test Equipments			1.40		
	b. For HDPE Pipes			13.80		Sauma Technocrates
					15.20	Reputed make
6	Chilling & Cooling Plant	1	12.17	12.17		Bluestar Ltd.
					12.17	Reputed Make
7	Air Compressor 07.50 HP	1	5.12			ELGI
		2	5.58		10.70	Reputed make
8	Hydrulic Press	2	10.50	21.00		Nugen Machineries
					21.00	Reputed make
9	Swing Type Mitre Cutting Bandsaw Machine	2	4.13	8.26		Multicut Machine Tools
					8.26	Reputed make
10	ARC Welding Machine	4	0.30	1.20		ELECTRA
					1.20	Reputed make
11	MIG Welding Machine	5	0.56	2.80		ELECTRA
					2.80	Reputed make
12	DG Set 500 KVA	1	30.68	38.85		Sudhir Power Ltd.
	DG Set 125 KVA	1	8.17		38.85	Reputed make
13	Other Machines					
	a. Chain Pulley Blocks			1.10		Dinesh Sales
	b. Water Pump			0.67		KSB Pumps Ltd.
					1.77	Reputed make
					568.73	
	Transportation charges	3%		17.06		
	Electrification & installation charges	6%		34.12		
	Demand note of AVVN ltd			9.47	60.66	
	Total				**629.38**	**Rs. In lacs**

We do not propose to purchase any second hand Machinery in the proposed project.

3. TO PART FINANCE INCREMENTAL WORKING CAPITAL REQUIREMENTS OF THE COMPANY.

Our Business is a working capital intensive industry. The increasing operations of our company will in turn lead to the increase in the requirement of working capital. The lead time for procuring the products is high and also in order to ensure readily available customized product along with a low lead time for our clients, we enjoy a lower credit period. Further, we are required to provide sufficient credit period to our clients resulting in high receivables and we enjoy minimum credit from our suppliers through against the same. We intend to increase our turnover over the years for which we would be required to provide extended credit period to our customers, but the credit period that we avail from our suppliers shall not increase substantially. This would require us to have adequate working capital to ensure a smooth and uninterrupted flow of our business operations. Accordingly, we expect a further increase in the working capital requirements in view of current and potential business operations that we may undertake. Accordingly, we have proposed to use Rs. [●] lacs out of the issue proceeds to meet the increase in long term working capital requirements.

(Rs. In lacs)

Sr. No.	Particulars	31.03.2017 Audited	30.11.2017 Audited	31.03.2019 Projected
A.	**Current Assets**			
	Inventories	456.95	388.45	664.47
	Trade receivables	899.83	1,163.82	519.18
	Other current assets	-	-	0.34
	Total Current Assets	**1356.78**	**1552.27**	**1183.99**
B.	**Current Liabilities**			
	Trade payable	498.91	646.92	231.10
	Other current liabilities	32.46	147.56	-
	Short-term provisions	27.66	34.93	-
	Total Current Liabilities	**559.03**	**829.41**	**231.10**
C.	**Working Capital Gap (A-B)**	**797.75**	**722.86**	**952.89**
D.	**Owned Funds/Internal Accurals available for working capital**	-	-	[●]*
E.	**Working Capital funding through IPO Proceeds**	-	-	[●]*

As per our estimates we would require Rs. [●]* lacs out of the issue proceeds to meet the working capital requirements.

**** To be finalized on determination of Issue Price.***

Justification of Holding Level

- **Trade Receivables:**

The level of receivables as at 31st March, 2019 is estimated at 35 days.

- **Creditors/Trade Payables:**

The level of Payables as at 31st March, 2019 is estimated at 25 days.

- **Inventory:**

The level of Inventories as at 31st March, 2019 is estimated at 30 days for raw material, 7 days for work in progress and 30 days for finished goods.

4. TO FINANCE THE GENERAL CORPORATE PURPOSE.

The Net Proceeds will first be utilized towards the Objects set out above, as well as meeting the Issue-related expenses. Subject to this, our Company intends to deploy any balance left out of the Net Proceeds of Rs. [●] Lacs towards general corporate purposes and the business requirements of our Company, as approved by our management, from time to time. We confirm that utilization for general corporate purposes will not exceed 25%

of the Net Proceeds of the Issue, in compliance with the SEBI ICDR Regulations.

Such general corporate purposes may include, but are not restricted to, the following:

- Strategic initiatives, including investments or acquisitions, from time to time;
- Brand building, promotional and outreach activities;
- Strengthening our infrastructure and systems and processes, in-house training initiatives, etc.;
- Repayment of present or future loans;
- Pre-operative and preliminary expenses;
- Provision for Contingencies; and
- Ongoing general corporate purposes or exigencies, as approved by the Board, subject to compliance with applicable law.

The allocation or quantum of utilization of funds towards the specific purposes described above will be determined by our Board, based on our business requirements and other relevant considerations, from time to time.

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. [●] Lacs.

Particulars	Amount (Rs. in Lacs)	% of Total Issue Expenses	% of Total Issue Size
Issue management fees, Underwriting Fees selling commissions, brokerages, Payment to other intermediaries such as Legal Advisors, Registrars etc.	[●]*	[●]*	[●]*
Market Making Fees for three years	[●]*	[●]*	[●]*
Printing & Stationery, Distribution, Postage, etc.	[●]*	[●]*	[●]*
Advertisement & Marketing Expenses	[●]*	[●]*	[●]*
Regulatory & other expenses	[●]*	[●]*	[●]*
Miscellaneous Expenses	[●]*	[●]*	[●]*
Total	[●]*	[●]*	[●]*

To be finalized on determination of Issue Price.

Details of funds already deployed till date and sources of funds deployed

The funds deployed up to 31st March, 2018 pursuant to the object of this Issue as certified by the Auditors of our Company, viz. M/s. A Khan & Co., Chartered Accountants pursuant to their certificate dated 19th April, 2018 is given below:

Deployment of funds	Amount (Rs. In Lacs)
Issue Related Expenses	3.54
Total	**3.54**

Sources of funds	Amount (Rs. In Lacs)
Internal Accruals	3.54
Bank Finance	-
Total	**3.54**

BRIDGE FINANCING

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

APPRAISAL BY APPRAISING AGENCY

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

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

MONITORING UTILIZATION OF FUNDS

As the size of the Issue does not exceed Rs. 10,000 lacs, in terms of Regulation 16 of the SEBI Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Issue. Our Board and Audit Committee shall monitor the utilization of the Net Proceeds.

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

CONFIRMATION REGARDING PURCHASE OF SECOND-HAND EQUIPMENT AND MACHINERY

No second-hand equipment and machinery is proposed to be purchased by our Company from the Net Proceeds.

OTHER CONFIRMATIONS

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

VARIATION IN OBJECTS

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

BASIC TERMS OF THE ISSUE

The Equity Shares, now being issued, are subject to the terms and conditions of this Draft Prospectus, Application form, Confirmation of Allocation Note (CAN), the Memorandum and Articles of Association of our Company, the guidelines for listing of securities issued by the Government of India and SEBI (ICDR) Regulations, 2009, the Depositories Act, Stock Exchanges, RBI, ROC and/or other authorities as in force on the date of the Issue and to the extent applicable. In addition, the Equity Shares shall also be subject to such other conditions as may be incorporated in the Share Certificates, as per the SEBI (ICDR) Regulations, 2009 notifications and other regulations for the issue of capital and listing of securities laid down from time to time by the Government of India and/or other authorities and other documents that may be executed in respect of the Equity Shares.

This Issue has been authorized by the Board of Directors pursuant to a board resolution dated 9th April, 2018 and by the shareholders of our Company pursuant to a special resolution dated 16th April, 2018 passed at the EGM of shareholders under section 62 (1)(c) of the Companies Act, 2013.

Face Value	Each Equity Share shall have the face value of Rs.10/- each.
Issue Price	Each Equity Share is being issued at a price of Rs. [●] each and is one time or at par of the Face Value.
Market and Trading Lot	The Market lot and Trading lot for the Equity Share is [●] ([●]) and the multiple of [●] subject to a minimum allotment of [●] Equity Shares to the successful applicants.
Terms of Payment	100% of the Issue price of Rs. 10/- shall be payable on Application. For more details please refer to Issue Procedure on page 253 of this Draft Prospectus.
Ranking of the Equity Shares	The Equity Shares shall be subject to the Memorandum and Articles of Association of our Company and shall rank pari passu in all respects including dividends with the existing Equity Shares of our Company.

MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level.

This Issue is 100% underwritten. If the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of Underwriters within sixty days from the date of closure of the Issue, the Issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Issuer becomes liable to pay the amount, the Issuer shall pay interest prescribed under section 40 of the Companies Act, 2013.

BASIS FOR ISSUE PRICE

The Issue Price has been determined by our Company in consultation with the Lead Manager on the basis of the following qualitative and quantitative factors. The face value of the Equity Shares is Rs.10/- and Issue Price is Rs. [●]/- per Equity Shares i.e. [●] times the face value.

Investors should read the following summary with the “Risk Factors” beginning from page 15 of this Draft Prospectus, section titled “Our Business” beginning from page 122 and “Financial Information” beginning from page 175 of this Draft Prospectus. The trading price of the Equity Shares of our Company could decline due to these risk factors and you maylose all or part of your investments.

QUALITATIVE FACTORS

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

1) **Diversified Product Portfolio**: Our Company has a varied product base to cater to the requirements of our customers. Our Product Portfolio includes diversified variety of uPVC Pipes and Fittings which are used in different sectors. Our products range includes uPVC threaded Column Pipes, uPVC Plumbing Pipes with uPVC Plumbing Fittings, uPVC Pressure Pipes with uPVC Agri Fittings and uPVC Casing Pipes which are widely used in Agriculture and Construction Sector. Our Company is also a supplier of HDPE Pipes being manufactured by Our Company. Our range of products allows our existing customers to source most of their product requirements from us and also enables us to expand our business from existing customers, as well as address a larger base of potential new customers.

2) **Strategically located manufacturing facilities with a core focus on quality***:* Due to the size of pipes, an important factor in their cost is transportation costs. Therefore, it is a competitive advantage to manufacture pipes as close as possible to the ultimate consumers. We have checks and testing systems in place, from the procurement of raw material to the manufactured product, for ensuring the quality of our products.

3) **Experienced Promoters and a well trained employee base** – Our promoters Mr. Sharwan Kumar Kaler and Mrs. Sohani Devi are experienced in our line of business. Our management and employee team combines expertise and experience to outline plans for the future development of the company. Our Promoters have significant industry experience and has been instrumental in the consistent growth of our company. We believe that the knowledge and experience of our promoter and management will enables us to identify new opportunities, rapidly respond to market conditions, adapt to changes in the business landscape and competitive environment and enhances the growth in the business.

4) **Quality Assurance:** We conduct stringent quality tests at every stage of Manufacturing process and the desired chemical compositions are maintained right through the process. After Manufacturing, the products are also carefully inspected and evaluated on various parameters.

5) **Strong brands in the pipes and fittings segment with over 15 years’ experience** - We have a strong legacy of more than 15 years’ in the pipes segment and cable segment. We believe that consumers have a strong loyalty in our brand, which has enabled us to consistently grow our brands.

6) **Improving functional efficiency** – Our Company intends to improve operating efficiency to achieve cost reductions to have a competitive edge over the peers. We believe that this can be done through continuous process improvement, customer services.

QUANTITATIVE FACTORS

The information presented below relating to the Company is based on the restated financial statements of the Company for Financial Year 2015, 2016, 2017 and for the period ended 30th November, 2017 prepared in accordance with Indian GAAP. Some of the quantitative factors, which form the basis for computing the price, are as follows:

I. Basic Earnings per Share (EPS) (on Face value of Rs. 10 per share) as per Accounting Standard 20

Year ended	EPS (Rs.)	Weight
March 31, 2015	0.70	1
March 31, 2016	0.64	2
March 31, 2017	0.90	3
Weighted average	**0.78**	
Audited period ended 30.11.2017 (Not Annualised)	1.41	

- EPS Calculations have been done in accordance with Accounting Standard 20-"Earning per Share" issued by the Institute of Chartered Accountants of India.

- Basic earnings per share are calculated by dividing the net profit after tax by the weighted average number of Equity Shares outstanding during the period. Weighted Average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year/period adjusted by the number of Equity Shares issued during year/period multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.

II. Price to Earnings (P/E) ratio in relation to Issue Price of Rs. [•] per Equity Share of Rs. 10 each fully paid up.

a) Based on Eight Months (8) months ended as on 30th November, 2017; at EPS of Rs. 1.41 as per Restated Financial Statements, the P/E ratio is [•].
b) Based on fiscal year as on 31st March, 2017; at EPS of Rs. 0.90 as per Restated Financial Statements, the P/E ratio is [•].
c) Based on weighted average EPS of Rs. 0.78 as per Restated Financial Statements, the P/E ratio is [•].
d) Industry PE*:

Particulars	P/E Ratio
Lowest	[•]
Highest	[•]
Average	[•]

**Source*: [•]*

III. Return on Net worth (RoNW)

Year Ended	RoNW (%)	Weight
March 31, 2015	6.99	1
March 31, 2016	6.08	2
March 31, 2017	7.89	3
Weighted Average	**7.14**	
for Audited Financials period ended 30.11.2017 (Not Annualised)	**11.16**	

- **Note**: The RoNW 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.

IV. Minimum Return on Total Net Worth post issue needed to maintain Pre Issue EPS for the year ended March 31, 2017 is [●] % on restated financial Statements.

V. Net Asset Value per Equity Shares (NAV)

Particulars	Amount (In Rs.) On the basis of Financial Statements
Net Asset Value per Equity Share as of March 31, 2017	11.35
Net Asset Value per Equity Share as of November 30, 2017	12.65
Net Asset Value per Equity Share after the Issue	[●]
Issue Price per equity share	[●]

Net Asset Value per Equity Share has been calculated as net worth divided by number of equity shares outstanding at the end of the period.

VI. Comparison with other listed companies

There are listed companies in India in the Manufacturing of PVC Pipes and Cables with one or more business segments common to ours and these are as given below:

Companies	EPS#	PE Ratio	RoNW %	NAV (Per Share)	Face Value (Rs. Per share)	Total Income (Rs. In Lacs)	PAT (Profit for the year) (Rs. in lacs)
Rex Pipes and Cables Industries Limited [1]	0.90	12.61	7.89	11.35	10	2,510.70	55.49
Rex Pipes and Cables Industries Limited [2]	1.41	8.97	11.16	12.65	10	2,535.46	87.50
Peer Group*							
Premier Pipes Limited (On standalone basis)	1.06	1.15	3.32	31.78	5	4268.54	37.50
Birla Cable Limited (On standalone basis)	1.06	36.84	3.34	31.79	10	21420.86	318.14

(1. *Based on March 31, 2017 restated financial statements)*
(2. *Based on November 30, 2017 restated financial statements)*

Source: bseindia.com and Annual Report for the year ended March 31, 2017 and for calculating PE ratio, closing market price as on 31.03.2017 or latest trading date prior to 31.03.2017 is considered.

The Company in consultation with the Lead Managers and after considering various valuation fundamentals including Book Value and other relevant factors, believes that Issue price of Rs. [●] per Equity Share for the Public Issue is justified in view of the above parameters.

For further details refer to the section titled ***"Risk Factors"*** beginning on page 15 and the financials of the Company including profitability and return ratios, as set out in the section titled **"Financial Information"** beginning on page 175 of this Draft Prospectus for a more informed view.

STATEMENT OF TAX BENEFITS

To,
The Board of Directors,
Rex Pipes and Cables Industries Limited
F-69A, Rico Industrial Area,
Sikar, Rajasthan-332 001.

Sub: Statement of Possible Special Tax Benefits Available to the Company and its shareholders prepared in accordance with the requirements under Schedule VIII-Clause (VII) (L) of the SEBI (ICDR) Regulations, 2009, as amended (the "Regulations")

We hereby report that the enclosed annexure prepared by Rex Pipes and Cables Industries Limited, states the possible special tax benefits available to Rex Pipes and Cables Industries Limited ("the Company") and the shareholders of the Company under the Income Tax Act, 1961 ("Act"), presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company may or may not choose to fulfil. The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and shareholders do not cover any general tax benefits available to the Company Further, the preparation of enclosed statement and the contents stated therein is the responsibility of the Company's management. We are informed that, this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares ("the Offer") by the Company.

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

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

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company. Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein. This report including enclosed annexure are intended solely for your information and for the inclusion in the Draft Prospectus/ Prospectus or any other offer related material in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For A Khan & Co
Chartered Accountants
Sd/-
Alladeen Khan
Prop
Membership No. – 070610
FRN: 001819C
Place: Sikar
Date: 19.04.2018

ANNEXURE TO THE STATEMENT OF TAX BENEFITS:

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.

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.

A. SPECIAL TAX BENEFITS TO THE COMPANY

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

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER

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

Note:

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.

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.

SECTION IV

ABOUT OUR COMPANY

INDUSTRY OVERVIEW

(The information in this chapter has been extracted from publicly available documents prepared by various sources etc. This data has not been prepared or independently verified by us or the Lead Manager or any of their or our respective affiliates or advisors. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the section titled ***"Risk Factors"*** *on page 15 of this Draft Prospectus. Accordingly, investment decisions should not be based on such information)*

INDUSTRY OVERVIEW

GLOBAL PROSPECTS AND POLICIES

World growth strengthened in 2017 to 3.8 percent, with a notable rebound in global trade. It was driven by an investment recovery in advanced economies, continued strong growth in emerging Asia, a notable upswing in emerging Europe, and signs of recovery in several commodity exporters. 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.

Despite strong aggregate figures in the baseline forecast and buoyant market sentiment, the current momentum is not assured. Upside and downside risks are broadly balanced over the next several quarters, but risks farther down the road are skewed to the downside. With still-easy financial conditions and persistently low inflation that has required protracted monetary policy accommodation, a potential further buildup of financial vulnerabilities could give way to rapid tightening of global financial conditions, denting confidence and growth. The support to growth that comes from procyclical policies, including in the United States, will eventually need to be reversed. Other risks include a shift toward inward-looking policies that harm international trade and a worsening of geopolitical tensions and strife.

The current favorable juncture offers a window to enact policies and reforms that protect the upswing and raise medium-term growth to the benefit of all—strengthening the potential for higher and more inclusive growth, building buffers that will help deal more effectively with the next downturn, improving financial resilience to contain financial market risks, and fostering international cooperation.

(Source: https://www.imf.org/en/Publications/WEO/Issues/2018/03/20/world-economic-outlook-april-2018#Chapter%201)

RECENT DEVELOPMENTS AND PROSPECTS

An Investment-Led Pickup in Growth

At 3.8 percent, global growth last year was ½ percentage point faster than in 2016 and the strongest since 2011. Two-thirds of countries accounting for about three-fourths of global output experienced faster growth in 2017 than in the previous year (the highest share of countries experiencing a year-over-year growth pickup since 2010). The preliminary outcome for global growth in 2017 was 0.2 percentage point stronger than forecast in the October 2017 World Economic Outlook (WEO), with upside surprises in the second half of 2017 in advanced as well as emerging market and developing economies.

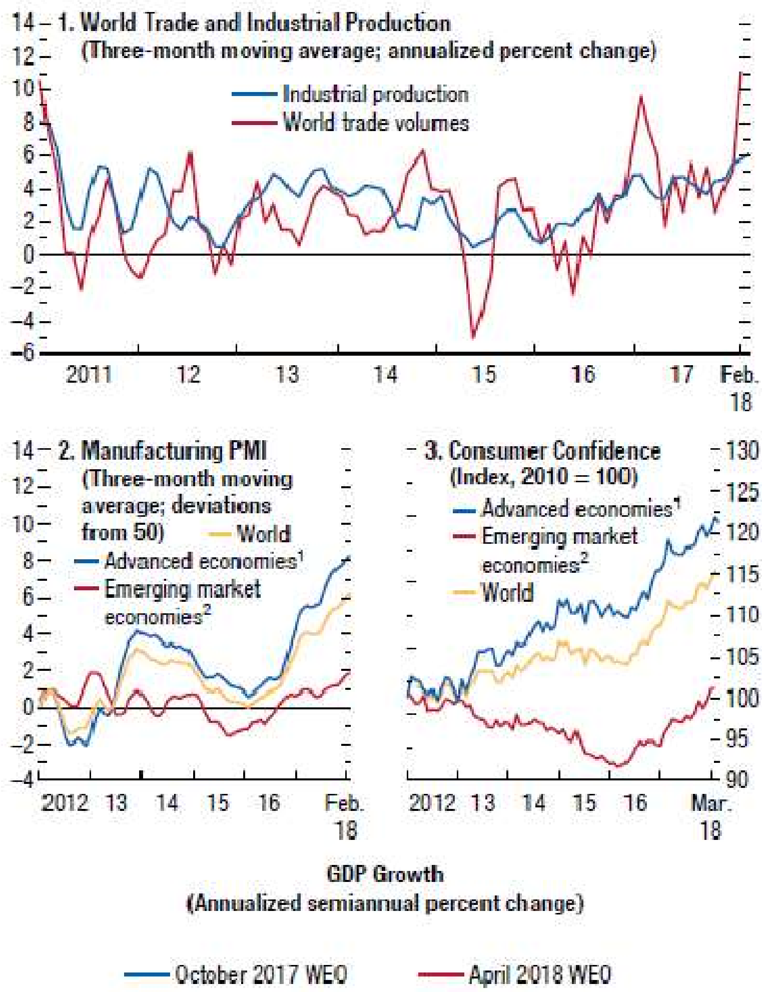
Resurgent investment spending in advanced economies and an end to the investment decline in some commodity-exporting emerging market and developing economies were important drivers of the uptick in global GDP growth and manufacturing activity (Figures 1.1–1.3).

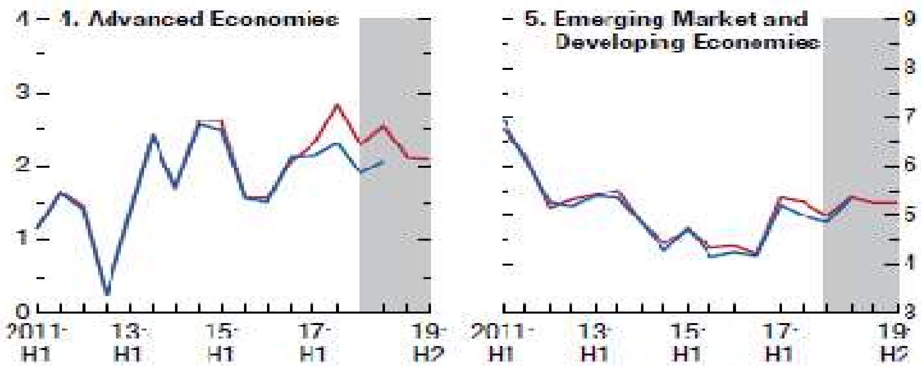
- Across advanced economies, the 0.6 percentage point pickup in 2017 growth relative to 2016 is explained almost entirely by investment spending, which remained weak since the 2008-09 global financial crisis and was particularly subdued in 2016 (Figure 1.2, left column). Both stronger gross fixed capital formation and an acceleration in stock building contributed to the pickup in investment, with accommodative monetary policy, stronger balance sheets, and an improved outlook helping release pent-up demand for capital goods.

- Across emerging market and developing economies, the 0.4 percentage point pickup in 2017 growth came primarily from an acceleration in private consumption (Figure 1.2, right column). But the picture is mixed within the group. Growth in China and India last year was supported by resurgent net exports and strong private consumption, respectively, while investment growth slowed. An end to fixed investment contractions in commodity-exporting countries that were severely affected by the commodity price downturn during 2015–16 (notably Brazil and Russia, but also Angola, Ecuador, and Nigeria) instead played an important role in their growth pickup in 2017. Higher fixed investment growth (2.3 percentage points above its 2016 level) also supported the growth performance of other emerging market and developing economies, alongside stronger private consumption.

Figure 1.1. Global Activity Indicators

Global growth surprised on the upside in the second half of 2017 amid strengthening industrial production and trade.

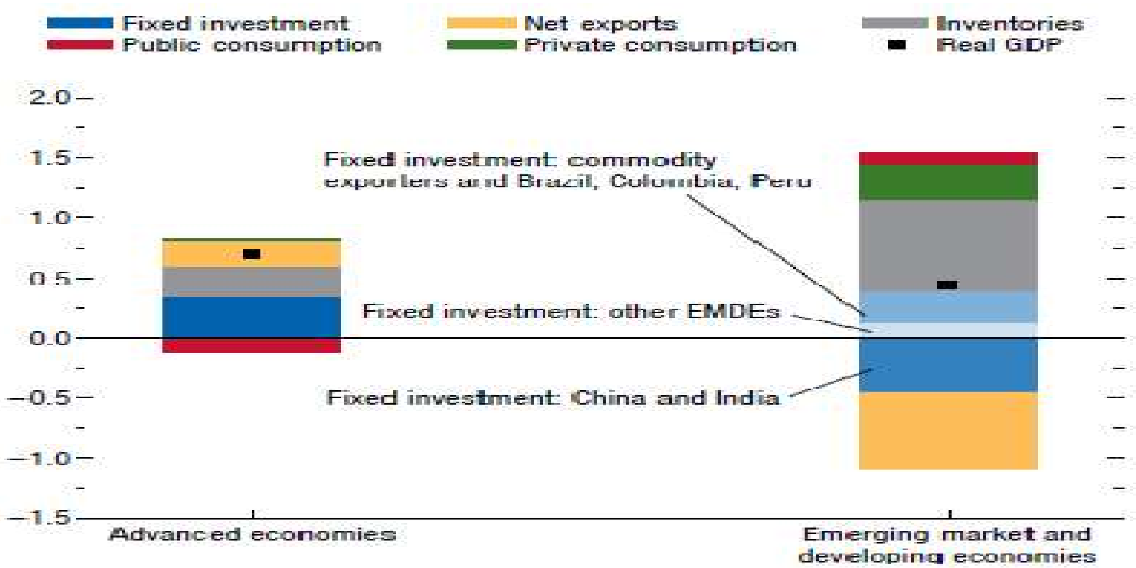




Sources: CPB Netherlands Bureau for Economic Policy Analysis; Haver Analytics; Markit Economics; and IMF staff estimates.
Note: CC = consumer confidence; PMI = purchasing managers' index; WEO = *World Economic Outlook*.
[1]Australia, Canada (PMI only), Czech Republic, Denmark, euro area, Hong Kong SAR (CC only), Israel, Japan, Korea, New Zealand (PMI only), Norway (CC only), Singapore (PMI only), Sweden (CC only), Switzerland, Taiwan Province of China, United Kingdom, United States.
[2]Argentina (CC only), Brazil, China, Colombia (CC only), Hungary, India (PMI only), Indonesia, Latvia (CC only), Malaysia (PMI only), Mexico (PMI only), Philippines (CC only), Poland, Russia, South Africa, Thailand (CC only), Turkey, Ukraine (CC only).

Figure 1.2. Contributions to the Change in Real GDP Growth, 2016–17
(Percentage points)

Stronger investment spending in advanced economies and an end to fixed investment contractions in commodity exporters were important contributors to the pickup in global growth.



Source: IMF staff calculations.
Note: EMDEs = emerging market and developing economies.

A Cyclical Rebound in Global Trade

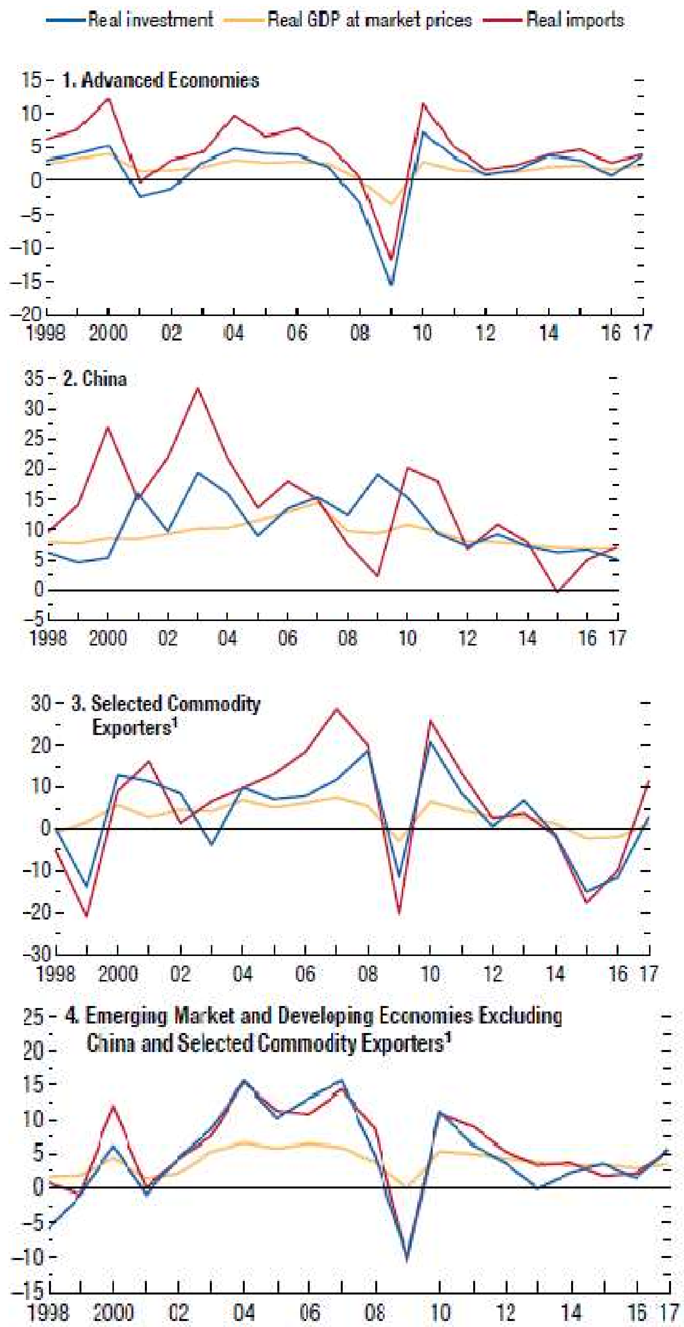
Global trade—which tends to be highly correlated with global investment (see Figure 1.3 and Chapter 2 of the October 2016 WEO)—recovered strongly in 2017 after two years of weakness, to an estimated real growth rate of 4.9 percent. The upsurge was more pronounced in emerging market and developing economies (with trade growth rising from 2.2 percent in 2016 to 6.4 percent in 2017), reflecting improved investment growth rates in formerly stressed commodity exporters as well as the recovery in advanced economy investment and domestic demand more generally.

Among advanced economies, large exporters, such as Germany, Japan, the United Kingdom, and the United States, contributed strongly to the recovery in exports (Figure 1.4, panel 1), while the recovery in imports was broad based, except in the United Kingdom (Figure 1.4, panel 2).

Among emerging market and developing economies, as shown in Figure 1.4, panel 3, the rebound in export growth was particularly strong in emerging Asia, especially China.1 In contrast, the rebound in imports largely reflects an import recovery among commodity exporters—countries that had earlier experienced sharp investment and import contractions during the 2015–16 commodity price downturn. This is shown in Figure 1.4, panel 4: the blue bars represent commodity exporters that had a particularly pronounced cycle in imports (Angola, Brazil, Ecuador, Nigeria, Russia); the green bars represent remaining commodity exporters, which account for an important part of the import demand cycle among other emerging market and developing economies.

Figure 1.3. Global Investment and Trade
(Percent change)

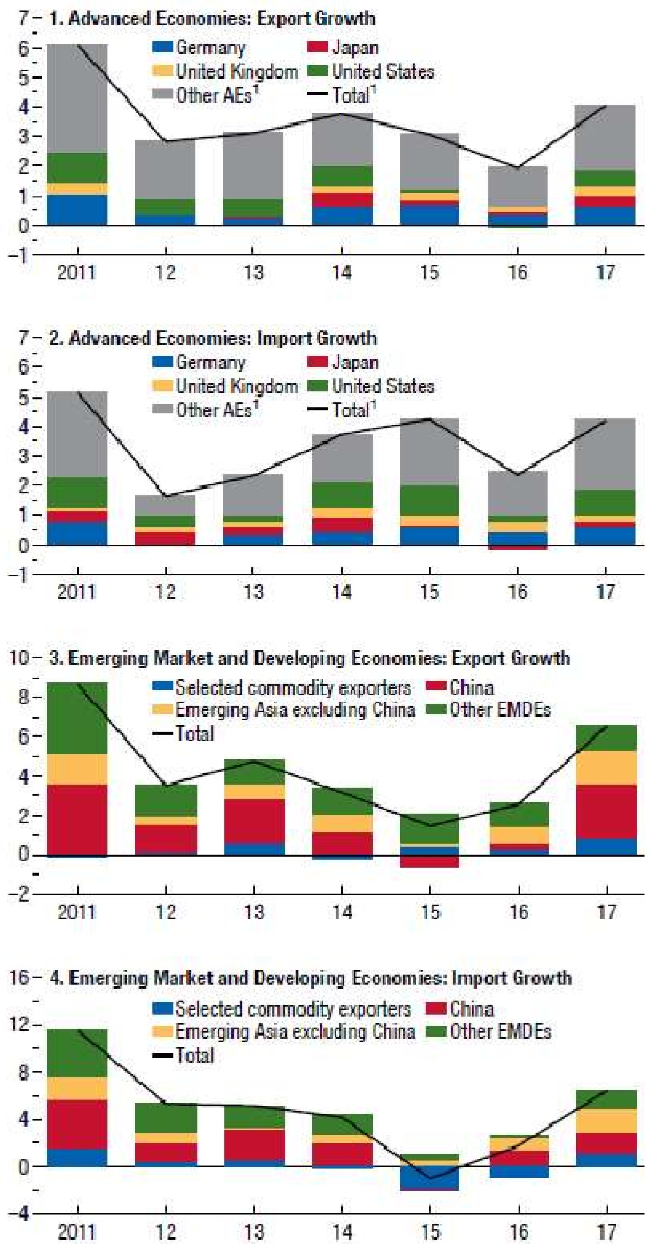
Global trade recovered strongly in 2017 after two years of weakness as investment spending picked up.



Source: IMF staff calculations.
[1]Selected commodity exporters = Angola, Brazil, Ecuador, Nigeria, Russia.

Figure 1.4. Contributions to Trade Growth
(Percent)

The trade recovery was particularly pronounced in emerging market and developing economies.



Source: IMF staff calculations.
Note: Trade growth reflects export and import volumes from external sector data. AEs = advanced economies; EMDEs = emerging market and developing economies; selected commodity exporters = Angola, Brazil, Ecuador, Nigeria, Russia.
[1]Excludes Ireland.

Rising Commodity Prices

The IMF's Primary Commodities Price Index rose 16.9 percent between August 2017 and February 2018—that is, between the reference periods for the October 2017 WEO and the current report (Figure 1.5). As described in the Commodities Special Feature, the increase was driven primarily by rising oil and natural gas prices. Among the other subindices, metals and agricultural commodity prices also rose, although less rapidly than energy prices.

•• Oil prices increased to more than $65 a barrel in January, the highest level since 2015, following unplanned outages on the US Gulf Coast and in Libya, the North Sea, and Venezuela; an extension to the end of 2018 of the Organization of the Petroleum Exporting Countries agreement on production targets; and stronger global economic growth. Prices moderated to $63 a barrel in February, 27 percent above their August level.

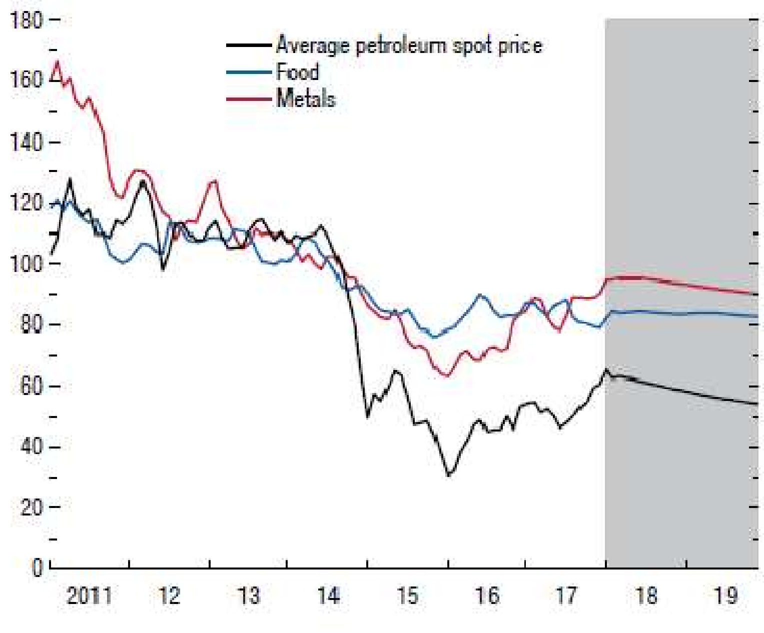
•• The natural gas price index—an average for Europe, Japan, and the United States—rose sharply, by 45 percent from August 2017 to February 2018, reflecting seasonal factors. Strong demand for liquefied natural gas (LNG) in China, where the government has restricted the use of coal to mitigate air pollution, helped drive the spot LNG price to its highest level in three years. Higher oil prices also added upward pressure in countries where oil-linked pricing is more common.

•• Metal prices increased 8.3 percent from August to February, in line with stronger growth in all major economies. Demand for base metals—especially aluminum—was strong, while supply was limited in part due to China's production capacity cuts. Iron ore prices rose 4.1 percent from August to February, rallying recently thanks to strong steel prices and

•• The IMF's agricultural price index rose 4.1 percent from August 2017 to February 2018, as unfavorable weather conditions in recent months are expected to reduce this year's harvests of many grains and oilseeds. The subindices of food and agricultural raw materials rose 4.1 percent and 6.0 percent, respectively.

Figure 1.5. Commodity and Oil Prices
(Deflated using US consumer price index; index, 2014 = 100)

Commodity prices, notably of oil and natural gas, have risen since the fall, but the medium-term outlook remains subdued.



Sources: IMF, Primary Commodity Price System; and IMF staff estimates.

Indian Economy Overview

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF) and it is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships. India's GDP is estimated to have increased 6.6 per cent in 2017-18 and is expected to grow 7.3 per cent in 2018-19.

Market size

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 direct 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.

Recent Developments

With the improvement in the economic scenario, there have been various investments in various sectors of the economy. The M&A activity in India increased 53.3 per cent to US$ 77.6 billion in 2017 while private equity (PE) deals reached US$ 24.4 billion. Some of the important recent developments in Indian economy are as follows:

- India's merchandise exports and imports grew 11.02 per cent and 21.04 per cent on a y-o-y basis to US$ 273.73 billion and US$ 416.87 billion, respectively, during April-February 2017-18.
- India's Foreign Direct Investment (FDI) inflows reached US$ 208.99 billion during April 2014 - December 2017, with maximum contribution from services, computer software and hardware, telecommunications, construction, trading and automobiles.
- India's Index of Industrial Production (IIP) rose 7.5 per cent year-on-year in January 2018 while retail inflation reached a four month low of 4.4 per cent in February 2018.
- Employment on net basis in eight key sectors in India including manufacturing, IT and transport increased by 136,000 in July-September quarter of 2017-18.
- The average salary hike of Indian employees is estimated to be 9.4 per cent and that of key talents is estimated to be nearly 15.4 per cent in 2018, backed by increased focus on performance by companies, according to Aon Hewitt.
- Indian merchandise exports in dollar terms registered a growth of 4.48 per cent year-on-year in February 2018 at US$ 25.83 billion, according to the data from Ministry of Commerce & Industry.
- Indian companies raised Rs 1.6 trillion (US$ 24.96 billion) through primary market in 2017.
- Moody's upgraded India's sovereign rating after 14 years to Baa2 with a stable economic outlook.
- The top 100 companies in India are leading in the world in terms of disclosing their spending on corporate social responsibility (CSR), according to a 49-country study by global consultancy giant, KPMG.
- The bank recapitalisation plan by Government of India is expected to push credit growth in the country to 15 per cent, according to a report by Ambit Capital.
- India has improved its ranking in the World Bank's Doing Business Report by 30 spots over its 2017 ranking and is ranked 100 among 190 countries in 2018 edition of the report.
- India's ranking in the world has improved to 126 in terms of its per capita GDP, based on purchasing power parity (PPP) as it increased to US$ 7,170 in 2017, as per data from the International Monetary Fund (IMF).
- India is expected to have 100,000 startups by 2025, which will create employment for 3.25 million people and US$ 500 billion in value, as per Mr T V Mohan Das Pai, Chairman, Manipal Global Education.
- The World Bank has stated that private investments in India is expected to grow by 8.8 per cent in FY 2018-19 to overtake private consumption growth of 7.4 per cent, and thereby drive the growth in India's gross domestic product (GDP) in FY 2018-19.
- The Niti Aayog has predicted that rapid adoption of green mobility solutions like public transport, electric vehicles and car-pooling could likely help India save around Rs 3.9 trillion (US$ 60 billion) in 2030.
- Indian impact investments may grow 25 per cent annually to US$ 40 billion from US$ 4 billion by 2025, as per Mr Anil Sinha, Global Impact Investing Network's (GIIN's) advisor for South Asia.
- The Union Cabinet, Government of India, has approved the Central Goods and Services Tax (CGST), Integrated GST (IGST), Union Territory GST (UTGST), and Compensation Bill.
- The Nikkei India manufacturing Purchasing Managers' Index increased at the fastest pace in December 2017 to reach 54.7, signaling a recovery in the economy.

Government Initiatives

The Union Budget for 2018-19 was announced by Mr Arun Jaitley, Union Minister for Finance, Government of India, in Parliament on February 1, 2018. This year's budget will focus on uplifting the rural economy and strengthening of the agriculture sector, healthcare for the economically less privileged, infrastructure creation and improvement in the quality of education of the country. As per the budget, the government is committed towards doubling the farmers' income by 2022. A total of Rs 14.34 lakh crore (US$ 225.43 billion) will be spent for creation of livelihood and infrastructure in rural areas. Budgetary allocation for infrastructure is set at Rs 5.97 lakh crore (US$ 93.85 billion) for 2018-19. All-time high allocations have been made to the rail and road sectors.

India's unemployment rate is expected to be 3.5 per cent in 2018, according to the International Labour Organisation (ILO).

Numerous foreign companies are setting up their facilities in India on account of various government initiatives like Make in India and Digital India. Mr. Narendra Modi, Prime Minister of India, has launched the Make in India initiative with an aim to boost the manufacturing sector of Indian economy, to increase the purchasing power of an average Indian consumer, which would further boost demand, and hence spur development, in addition to benefiting investors. The Government of India, under the Make in India initiative, is trying to give boost to the contribution made by the manufacturing sector and aims to take it up to 25 per cent of the GDP from the current 17 per cent. Besides, the Government has also come up with Digital India initiative, which focuses on three core components: creation of digital infrastructure, delivering services digitally and to increase the digital literacy.

Road Ahead

India's gross domestic product (GDP) is expected to reach US$ 6 trillion by FY27 and achieve upper-middle income status on the back of digitisation, globalisation, favourable demographics, and reforms.

India is also focusing on renewable sources to generate energy. It is planning to achieve 40 per cent of its energy from non-fossil sources by 2030 which is currently 30 per cent and also have plans to increase its renewable energy capacity from 57 GW to 175 GW by 2022.

India is expected to be the third largest consumer economy as its consumption may triple to US$ 4 trillion by 2025, owing to shift in consumer behaviour and expenditure pattern, according to a Boston Consulting Group (BCG) report; and is estimated to surpass USA to become the second largest economy in terms of purchasing power parity (PPP) by the year 2040, according to a report by PricewaterhouseCoopers.

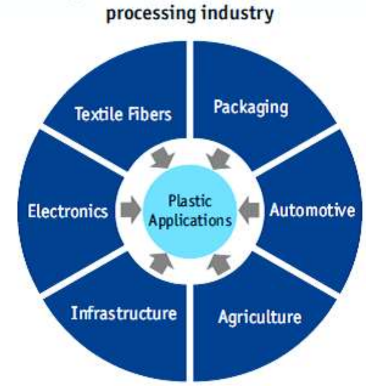
(Source: https://www.ibef.org/economy/indian-economy-overview)

BRIEF SUMMARY OF INDIAN PLASTIC INDUSTRY

Since independence, the plastic industry in India has been playing a predominant role in shaping our lives. The plastic industry in India has made significant achievements since its beginning by commencing production of polystyrene in 1957. In the last decade, with the advent of new and improved products, the industry has gained greater importance with the production of better and improved quality of plastic products.

The plastic industry caters to the entire spectrum of daily use items and covers almost every sphere of life such as clothing, housing, construction, furniture, automobiles, household items, agriculture, horticulture, irrigation, packaging, medical appliances, electronics and electrical items.

Figure 1: Applications of Plastic processing industry



The figure below represents the key applications of products of plastic processing.

OPPORTUNITIES IN INFRASTRUCTURE

Infrastructure sector is a key driver for the Indian economy. The sector is highly responsible for propelling India's overall development and enjoys intense focus from Government for initiating policies that would ensure time-bound creation of world class infrastructure in the country. The plastic industry plays a significant role in this endeavor.

The Indian pipes business has been growing rapidly in the past decade, largely due to increasing demand for pipes in the irrigation sector and construction industry. Among the several varieties of pipes available in the market, the demand for plastic pipes such as PVC, CPVC in particular, is on a rise largely due to

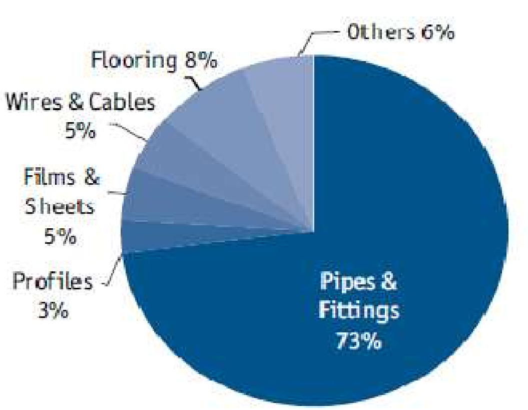
- Gaining popularity of plastic pipes over traditional/ galvanised iron (GI) pipes
- Huge replacement demand
- Flexibility in terms of transportation, less corrosive and long lasting life (25 years v/s 8-10 years of GI pipes)
- Easy installation and competitive price in nature (20-25% cheaper over GI pipes).

Other types of pipes, like steel pipes and ductile iron pipes also have major demand. Across the country, infrastructural development, urbanization, government's focus on real estate, irrigation is expected to drive the demand. Construction and agricultural growth have been identified as major factors facilitating the growth of the pipes industry in the country.

PVC – PIPES & FITTINGS

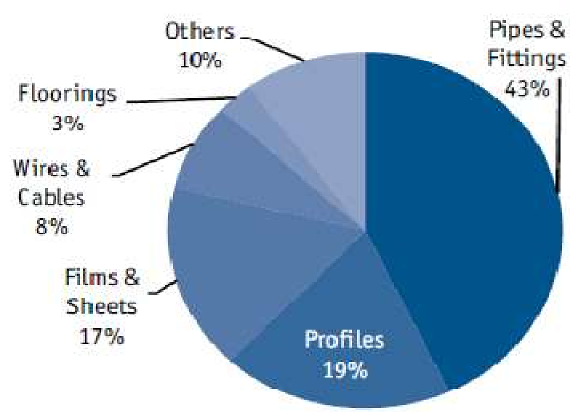
Currently, in India, approximately 73% of the PVC is consumed by the Pipes & Fittings industries with the other sectors comprising only 27%. Globally, Pipes & Fittings account for only 43% of the PVC consumption, showing that PVC applications in India other than Pipes & Fittings are still in the early stages and are primed for growth. This, along with the relatively low per capita PVC consumption in India, shows that future prospects for the Indian PVC processing industry are bright. Although, CPVC pipes and fittings contributed just ~10% to the overall production capacity in FY15, it is the fastest growing segment of the PVC pipes and fittings industry in India.

Figure 8: Application break-up of PVC - India



Source: TATA Strategic Analysis

Figure 9: Application break-up of PVC - Global



Source: TATA Strategic Analysis

Rigid Pipe segment / Agriculture

The Indian agriculture piping industry is highly fragmented due to presence of large chunk of players, giving tough competition both on product offerings and pricing terms. Also, the main reason for low yield or margins in this segment is due to the less proportion of fittings in usage, compared to the plumbing segment. There are few organised players operating with significant presence through wide distribution network and a strong quality product portfolio.

Plastics play a major role in managing water resources. The various applications of plastics in water management include plastic rain water collection tanks, pipes, profiles; waste water applications (waste water treatment plants) and plastic pipes for water transportation (PVC, HDPE, LLDPE, PP, FRP).

• Plastic products in water management are being used as compared to various alternate competitive materials like metal, cement, due to light and weight durability, rust free, smoother surface.
• The Ministry of Water Resources is responsible for laying down policy guidelines for water conservation. PVC pipes and fittings with BIS certification are being used in various water/sewerage transportation applications in various private/government supplies.

GOVERNMENT INITIATIVES SUPPORTING PLASTIC USAGE IN INFRASTRUCTURE

Government's programme of 'Housing for all by 2022

Growing urbanisation has led to issues such as land shortage, housing shortfall, congested transit and stressed existing basic amenities such as water, power and open spaces in towns and cities. To bridge the demand supply gap and acknowledge the importance of housing issue in the country, the government has launched a campaign of 'Housing for All by 2022'. Housing shortage coupled with lack of proper water management system (sewage/drainage) in slums creates ample opportunities for the piping industry in India. A major application of PVC pipes is in water management for the housing and agriculture sectors and this can thereby be a strong driver for growth.

Swachh Bharat Mission - Boost for plastic products

Swachh Bharat Mission (SBM) is another flagship programme of the government aimed to stop open defecation through construction of individual household latrines (IHHL), cluster toilets and community toilets (especially via PPP mode). Solid and liquid waste management is also an important component of the programme. According to Census 2011, over 67% of rural households in India lack access to toilets. In other words, more than 11 crore rural households do not have access to a toilet. Lack of sanitation and drinking water facilities creates a huge opportunity for PVC pipe manufacturers.

The government has also launched its programme - Atal Mission for Rejuvenation and Urban Transformation (AMRUT) to provide basic services to household and build amenities in cities. The purpose of AMRUT is to: 1) Ensure that every household has access to a tap with assured supply of water and sewerage connections. 2) Increase the amenity value of cities by developing greenery and well maintained open spaces (e.g. parks). 3) Reduce pollution by switching to public transport or constructing facilities for non motorised transport (e.g. walking and cycling). AMRUT, a flagship programme to improve the infrastructure of the country could be a future growth driver of the plastic piping industry.

AGRICULTURE AND INFRASTRUCTURE TO DRIVE DEMAND FOR PLASTIC PIPES IN INDIA

The PVC plastic pipes market is likely to experience the highest growth, supported by growing demand from sectors such as water supply, agriculture.

Potable water supply, wastewater treatment, agriculture and chemical sectors are expected to propel the demand for plastic pipes in India by manifold.

The Indian plastic pipe market is forecast to grow at a CAGR of 10.4 percent till 2021. The major growth drivers for this market are the growth of government infrastructural spending, increasing residential and commercial construction, industrial production, irrigation sector, and replacement of aging pipelines.

Polyvinyl chloride (PVC), polyethylene (PE) and polypropylene (PP) are the major raw materials used to manufacture pipe.

Within the Indian plastic pipe market, agriculture sector is expected to remain the largest application. The growth of residential and commercial construction and the growth in infrastructure development especially in the agriculture sector in the country are expected to spur growth for this segment over the coming years.

According to the report, emerging trends, which have a direct impact on the dynamics of the market, are the usage of anti-microbial plastic pipes to improve hygiene, consumption of CPVC (chlorinated polyvinyl chloride) piping system in various applications of plastic pipes, and increasing consumption of multilayer plastic pipe in gas distribution in the Indian plastic pipe market.

(Source: http://ficci.in/spdocument/20872/report-Plastic-infrastructure-2017-ficci.pdf)

CABLE INDUSTRY IN INDIA

The industry which has been growing at the rate of around 15 per cent currently will start growing at the CAGR of over 20 per cent over the next five years.

The wires and cables industry in India has come a long way, growing from being a small industry to a very large one, over the past decade.The increasing demand for power, light and communication has kept demand high for wire and cable. This trend will continue as demand for reliable, efficient energy and data communications will strengthen the wires and cables industry in the future as well.

Over the last 20 years, the industry has shifted from being an unorganised sector to an organised one. Still, 35 per cent of the industry continues to be a part of the unorganised sector. In India, the size of the cable manufacturing industry is approximately Rs 40,000 crores.

The specialised cable industry is roughly of the size of Rs 10,000 crores. The government has announced ambitious plans for infrastructure development. One of the primary focus area of the development plan is railways, with over Rs 800,000 crore as promised investment over the period of 2015-2020.In addition, the government has ear marked Rs 50,000 crore (US$ 7.53 billion) to develop 100 smart cities across the country.

High way projects worth $93 billion, which include government flagship National Highways Building Project (NHDP) with total investment of $45 billion over next three years, have also been announced. The Dig ital India campaign will require an investment of Rs 4,50,000 crore. Ministry of Power is also looking at an investment of Rs 15,000 lakh crore over the next 5 years.

The wire and cable industry will eventually focus on supplying cables for specific applications pertaining to the industry needs.

India has a lot of potential in the mining, power, oil and gas, metro railways, cement industry, steel industry and other sectors. Power cables, a critical segment of the power sector, is experiencing an escalating demand owing to the growth in power generation infrastructure. India is one of the biggest consumers of electric energy after the US and China.

Accelerated urbanization and growing concern over pollution have increased the investment in metro rails for urban mass transportation. The country is predicted to develop metro rails in at least 50 cities across India.Such developments where each project requires more than $150 million is likely to attract many Indian and foreign companies to take advantage of the huge growth opportunities.

Different kinds of cables like extra high voltage cables, elastomer cables, etc are presently being used for special applications such as mining, in oil sector, shipbuilding, cranes, elevators, solar power plants to harness power for new generation motor vehicles, windmill solutions as well as security systems.

The growth in renewable power generation would be one of the primary factors for the growth of the electric cable and wire market. The focus of several countries across world to commercialize renewable power generation will create a significant demand for electrical wires and cables. This is mainly due to the lack of a transmission and distribution (T&D) infrastructure at locations where renewable energy resources are set up.Moreover, the expansion of the existing renewable power generation plants in the emerging countries will also result in increasing the demand for electrical wires and cables.

Initiatives such as excise duty exemption for ferro-silicon magnesium and pig iron used for manufacturing components for wind-operated electric power generators, and the target set by the Jawaharlal Nehru National Solar Mission to generate more than 1,00,000 MW of solar power by the end of the year 2022, will boost the demand for electrical wires and cables.

Rural electrification is another major factor which is expected to propel the growth of the electric wire and cable market in the country. The government's goal to provide electricity to every home by 2020 should attract major investments in the sector.

(Source: https://timesofindia.indiatimes.com/business/india-business/govt-initiatives-to-boost-cable-industry-in-india/articleshow/60332457.cms)

Electric Wire and Cable Market in India 2016-2020

Overview of the electric wire and cable market in India

Market research analysts at Technavio have predicted that the electric wire and cable market in India will grow steadily during the next four years and post a CAGR of almost 16% by 2020. This market research analysis identifies the growth in renewable power generation to be one of the primary factors for the growth of the **electric cable** and wire market. The focus of several countries across world to commercialize renewable power generation will create a significant demand for **electrical wires and cables**. This is mainly due to the lack of a transmission and distribution (T&D) infrastructure at locations where renewable energy resources are set up. Moreover, the expansion of the existing renewable power generation plants, in the emerging countries, will also result in the increasing demand for **electrical wires** and cables. Initiatives such as excise duty exemption for Ferro-silicon-magnesium and pig iron used for manufacturing components for wind-operated electric power generators and the target set by the Jawaharlal Nehru National Solar Mission to generate more than 1,00,000 MW of solar power by the end of 2022, will boost the demand for electrical **wires and cables** in this region.

One of the major trends that will gain traction in this market is the increasing sales of HVDC power cables. Due to their benefits such as reduced transmission losses, light weight, and dimensions, HVDC cables such as HVDC underground cables and HVDC light cables will play a significant role in long-distance and high-voltage power transfer and in submarine power transmission. Also, HVDC power systems are the most sought after option for long-distance power bulk power delivery and will be used in several energy projects to build cross-border infrastructure.

Competitive landscape and key vendors

The market consists of a number of international and regional or local vendors who face intense competition from the unorganized vendors. The regional and unorganized players in the market are offering products at a comparative price which induces the well-established international electric **wire and cable manufacturers** to focus on differentiating their products to sustain their market shares. In addition to innovative product offerings, cable and **wire manufacturers** are also following strategies such as mergers and acquisitions to acquire new technologies and expand their customer reach.

The leading vendors in the market are -

- Finolex Cables
- Havells India
- KEI Industries
- Polycab Wires

The other prominent vendors in the market are Cable Corporation of India, Apar Industries Limited, Cords Cable Industries, KEC International, LS Cable India, Shilpi Cable Technologies, Universal Cable, and V-Guard Industries.

Segmentation by source and analysis of the electric wire and cable market in India

- Organized sector
- Unorganized sector

During 2015, the organized segment accounted for the major market shares and dominated this industry. This sector consists of cable and **electrical wire manufacturers** that manufacture cables with the best raw material and ensure quality by testing them at various stages. With the increasing awareness of the importance of quality wiring at buildings, there will be a significant increase in the demand for **electrical wiring** from the organized sector in the coming years. Moreover, factors such as intense competition from the organized vendors will also compel several unorganized suppliers to exit the market. As a result, this market segment will continue to dominate the market throughout the predicted period.

(Source: https://www.technavio.com/report/india-engineering-tools-electric-wire-and-cable-market-india-2016-2020)

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" means Rex Pipes and Cables Industries Limited. Unless otherwise indicated, financial information included herein are based on our Restated Financial Statements for financial year ended March 31, 2017, 2016, 2015, 2014 and 2013 and for period ended on 30th November, 2017 included in this Draft Prospectus on page 175.

OVERVIEW

Our Company was originally incorporated at Sikar as "Kaler Electricals Private Limited" on 9thJuly, 2002 under the provisions of the Companies Act, 1956 vide Certificate of Incorporation issued by the Registrar of Companies, Jaipur. The name of company has been changed to "Rex Pipes and Cables Industries Private Limited" on 19thJanuary, 2018 vide Fresh Certificate of Incorporation issued by the Registrar of Companies, Jaipur.Consequent upon the conversion of Company to public limited company, the name of the Company was changed to "Rex Pipes and Cables Industries Limited" vide fresh certificate of incorporation dated 1st February, 2018 issued by the Registrar of Companies, Jaipur.

Our Company which was originally established as Kaler Electricals Private Limited in the year 2002 by Mr. Sharwan Kumar Kaler and his wife Mrs. Sohani Devi. Our Company was established with an objective to take over the running business of M/s. KALER ELECTRIC WORKS, a proprietor Firm owned by Mr. Sharwan Kumar Kaler himself. The Journey started in the year 2002 in Rajasthan with the commitment to supply quality products meeting or exceeding customer's expectation and achieving objective of being a preferred supplier.

Our Company is engaged in the Trading and production/Manufacturing product range encompassing uPVC pipes, HDPE pipe, Cables, fittings and abundance of accessories under the brand name "REX". The brand "REX" is the hall mark showcasing the entire Product range. It has just taken a little overtwo decades for The Rex group of Industries to emerge as one of India's leading manufacturers in the field of PVC Pipes & Fittings and PVC insulated electrical wires. The company produces excellent Three Core flat cables , Single Core Flexible Home wire , Poly Wrapped Winding wire along with UPVC, HDPE and sprinklers with unique skills, continuous technological upgrading machines, professional management testing and persistent dedication without compromising on quality leading the entire organization to National and International name and reputation.

Rex Pipes And Cables Industries Limited has emerged into anational entity as a complete innovation for its own type of manufactured products. We offer a wide range of PVC pipes, HDPE pipe, Cables classified in a systematic manner to ensure easy and accurate selection, with the simultaneous advantage of providing the most cost-effective solutions for customers. We have established itself as an innovative leader and quality manufacturer by continuously upgrading its technology, modernizing manufacturing facilities and maintaining highest standards of quality and services.

Application area of our products:

- **Agriculture:** We are engaged in manufacturing insulated winding wire, 3 core flat cables and PVC & HDPE pipes.

• **Power:** We are engaged in manufacturing cables and low voltage power up to 1.1 KV in PVC categories meet the domestic and other global standards.

• **Construction:** We are also involved in manufacturing Flexible House wires and sell through dealer and distributor network.

• **Engineering:** Our Company manufactured and supplied a vast range of screened cables to different semi government sectors and government projects through its distributors and dealers.

Our Manufacturing facilities located at B-99, IInd Phase, Industrial Growth Centre, V.P.O, Palsana Sikar; E-128, IID, Palsana Sikar; E-129, IID, Palsana Sikar and F-69A, RIICO Industrial Area, Sikar, Rajasthan-332 001 are equipped with requisite utilities and modern infrastructure facilities.

At Our Plant Situated at E-128 & E-129, IID, Palsana Sikar and F-69A, RIICO Industrial Area, Sikar, Rajasthan-332 001, Our Company has recently set up a plant for manufacuturing of bus body and fabrication of bus bodies with a capacity of 600 bus per year, the manufacturing activities are yet to be started in respect of manufacuturing of bus body and fabrication of bus bodies.

Details of Total Revenue for the last Five (5) years and for the period ended on 30th November, 2017 are us under:

Financial year	Revenue from operations (Amt in lacs)	Other Income (Amt in lacs)	Total Revenue (Amt in lacs)	Profit before Depreciation, Interest and Tax (Amt in lacs)	Profit after Tax (Amt in lacs)
2012-2013	2,749.55	44.61	2,794.16	267.90	25.42
2013-2014	2,680.34	64.27	2,744.61	269.18	42.86
2014-2015	2,588.20	55.71	2,643.91	300.52	42.44
2015-2016	2,374.23	72.59	2,446.82	290.79	39.37
2016-2017	2,439.81	70.89	2,510.70	261.12	55.49
Eight Months (8) ended 30th November, 2017	2,513.95	21.51	2,535.46	216.64	87.50

OUR KEY UNIQUE BUSINESS STRENGTHS ARE:

1) **Diversified Product Portfolio**: Our Company has a varied product base to cater to the requirements of our customers. Our Product Portfolio includes diversified variety of uPVC Pipes and Fittings which are used in different sectors. Our products range includes uPVC threaded Column Pipes, uPVC Plumbing Pipes with uPVC Plumbing Fittings, uPVC Pressure Pipes with uPVC Agri Fittings and uPVC Casing Pipes which are widely used in Agriculture and Construction Sector. Our Company is also a supplier of HDPE Pipes being manufactured by Our Company. Our range of products allows our existing customers to source most of their product requirements from us and also enables us to expand our business from existing customers, as well as address a larger base of potential new customers.

2) **Strategically located manufacturing facilities with a core focus on quality***:* Due to the size of pipes, an important factor in their cost is transportation costs. Therefore, it is a competitive advantage to manufacture pipes as close as possible to the ultimate consumers. We have checks and testing systems in place, from the procurement of raw material to the manufactured product, for ensuring the quality of our products.

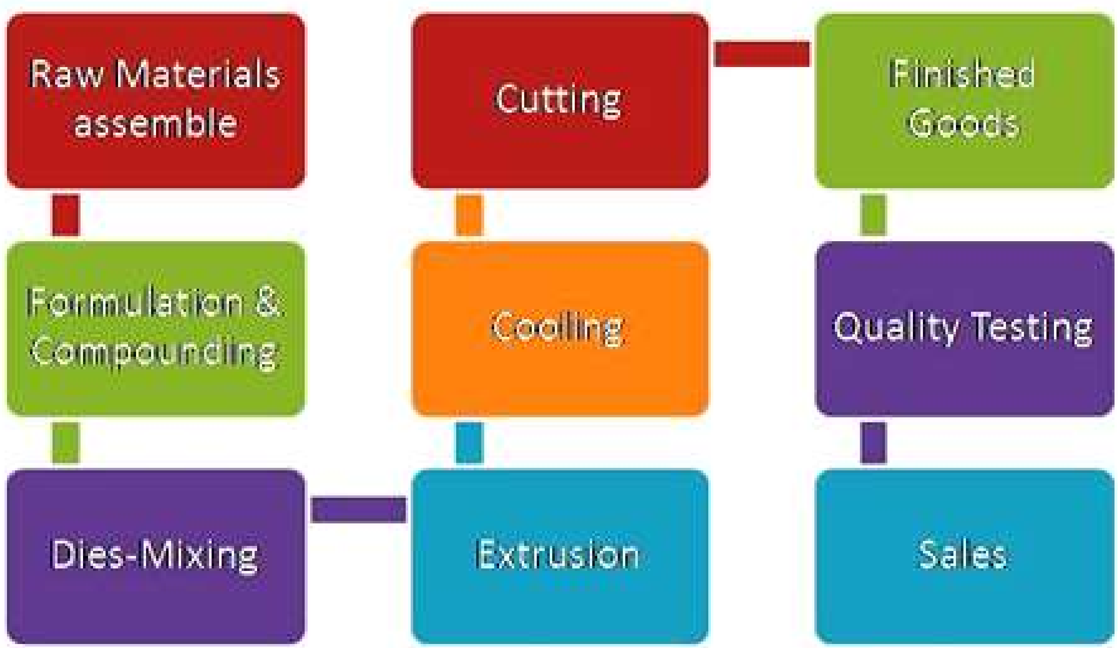
3) **Experienced Promoters and a well trained employee base** – Our promoters Mr. Sharwan Kumar Kaler and Mrs. Sohani Devi are experienced in our line of business. Our management and employee team combines expertise and experience to outline plans for the future development of the company. Our Promoters have significant industry experience and has been instrumental in the consistent growth of our company. We believe that the knowledge and experience of our promoter and management will enables us to identify new opportunities, rapidly respond to market conditions, adapt to changes in the business landscape and competitive environment and enhances the growth in the business.

4) **Quality Assurance:** We conduct stringent quality tests at every stage of Manufacturing process and the desired chemical compositions are maintained right through the process. After Manufacturing, the products are also carefully inspected and evaluated on various parameters.

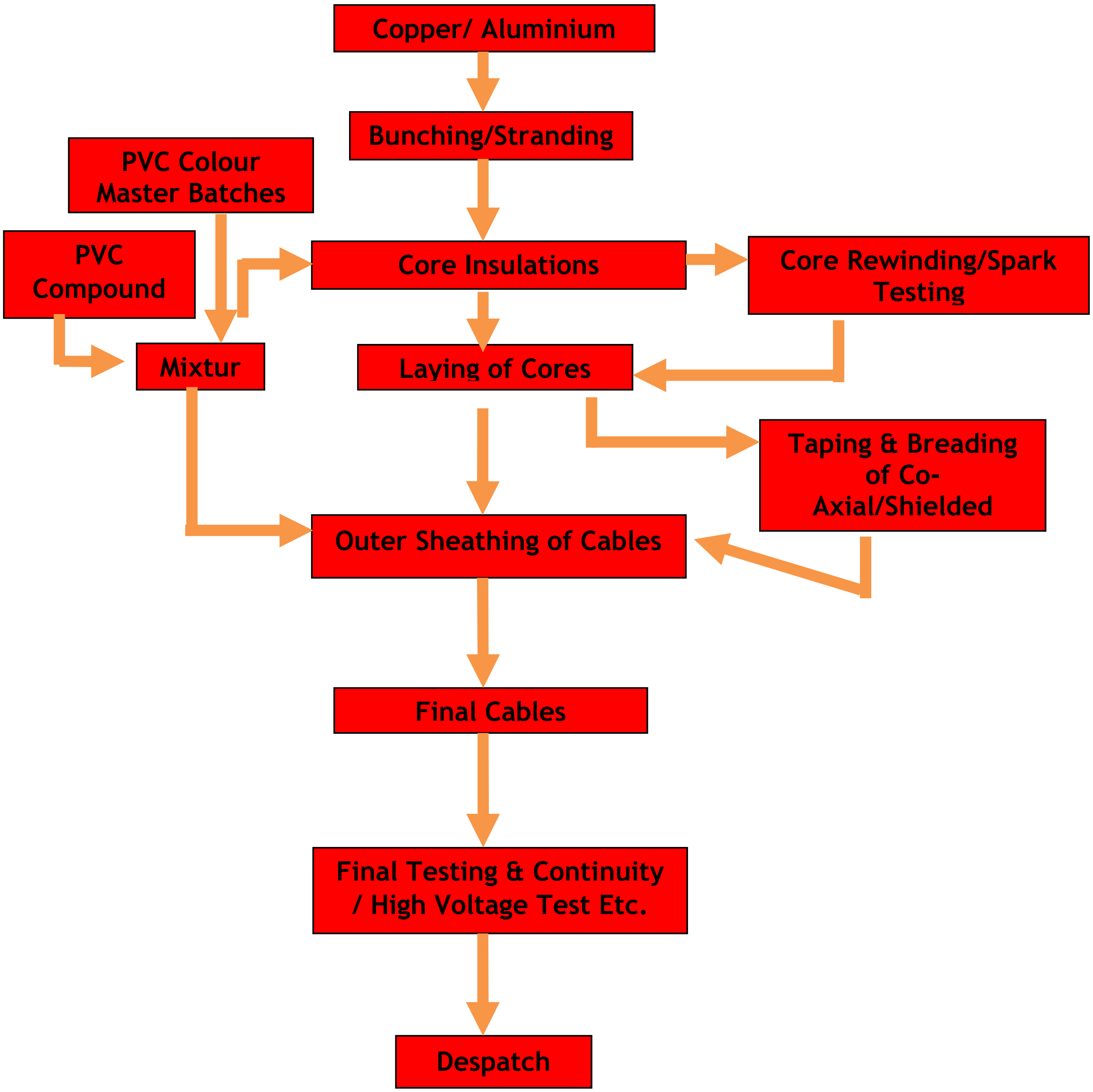
5) **Strong brands in the pipes and fittings segment with over 15 years' experience** - We have a strong legacy of more than 15 years' in the pipes segment and cable segment. We believe that consumers have a strong loyalty in our brand, which has enabled us to consistently grow our brands.

6) **Improving functional efficiency** – Our Company intends to improve operating efficiency to achieve cost reductions to have a competitive edge over the peers. We believe that this can be done through continuous process improvement, customer services.

MANUFACTURING PROCESS: PVC PIPES



MANUFACTURING PROCESS: CABLES



PVC Pipes

PVC pipes are made out of a material known as polyvinyl chloride, a durable, strong plastic-like substance. Pipes are constructed from this material and used in various applications from plumbing to construction. The pipe is designed to be universal. All pipes are designed around specific requirements to ensure that multiple pipe sections will fit together. The ends of the pipe can either be smooth or grooved (similar to a screw).

PVC pipes are created by starting with a molten mixture of the material and shaping them around a cast. The casts are made to be the exact width of the pipe. The mixture is poured into a cast and surrounded by an outer shell. The complete set is then placed into an oven to be cooked. Once the pipe has solidified, it is cooled and moved into finishing. Sections of the pipe are then cut based on common sizes and needs.

HDPE PIPES:-

HDPE pipe grade Natural Materials are procured in master Batch and only Master batch is required to weigh depending up on the lot. Quantity of master batch depends up on the Carbon loading with the base material.

Mixed material is than fed to hopper drier by auto loader, automatically. Depending up on the out put, this material get pre heated during its residual time of 1 hour by a hot air blower, which removes moisture content from the materials.

Pre-heated material, then passes through EXTRUSION PROCESS, with the help of a Screw/Barrel assembly and external heating. The dry material attains melting. This process involves control of temperature at different stages by Auto PID temperature controller, which generally varies from 175 C to 190 C. Molten material passes through a Die head assembly and gets a shape of pipe.

Thereafter it passes through a Vacuum tank, where the final out side diameter of the pipe (with a margin for shrinkage) is determined. This is followed by cooling tank where temperature of the pipe is cooled down to ambient temperature by forced water spray. The pipe than passes through caterpillar, which pulls the pipe at a desired speed, thus maintaining the wall thickness.

High-density polyethylene (HDPE) is a versatile material and has some ideal characteristics for use in underground structures. HDPE pipe is relatively lightweight allowing for easier and less costly transportation and installation costs. It is not brittle and therefore not susceptible to cracking during pipe handling and installation activities. Once formed into a pipe, HDPE has a smooth surface, which is resistant to abrasion, corrosion and chemical scouring. The smooth surface provides excellent pipeline flow characteristics. HDPE pipe is structurally strong and has the ability to support large loads.

HDPE pipes are used in Irrigation sprinkler, drip, water supply system and drainage systems and have significant advantages over GI pipes being the nature of product i.e. light weight, non corrective, load bearing capacity etc. Thus demand for HDPE Pipes is increasing due to varied uses gradually.

CABLES:-

Cables are made by using Copper rod as a raw material then it is passed through wire drawing machine, after drawing operation the coil of drawer wire are put in the electric furnance in a pot for getting it annealed soft cable, After the cable is annealed it is wound on reels and are put for bunching on a wire bunching machine for getting different sized range of bunched cable. Then PVC core insulation is done of bunched cable, after outer sheating cable rewinding and testing is done cables are ready for dispatch.

The cables are used for electrification in Industry, Agriculture by project, home and other electrical goods.

Our Products:

PVC & HDPE PIPES:-

Plumbing Pipes for Domestic Plumbibg Application

Application:-

Building Construction

These Pipes are useful for water connections to bathrooms, kitchen sinks, washbasins and laboratories.

Potable Water Supply

It can be used in Commercial Complexes, individual homes, flats, offices, hotels, hospitals and transport terminals.

Industrial Application

Distribution of Milk, Chemicals and gases in dairies, plants and industrial estates. In agriculture, telecommunication, irrigation projects etc.

Installation

Use of Teflon Tape recommended to avoid damage and subsequent leakage. Can also be jointed to metal pipes and fittings. No special equipment required. Lesser time-consuming than metal pipes.

Selfit SWR PVC Pipes

Applications:

Waste discharge system in residences, commercial complexes, resorts, hospitals, academic institutes.

- An ideal replacement for CI and GI piping
- Venting of gases and odours in domestic plumbing
- Non-pressure industrial drainage application (based on chemical compatibility)
- Rain water transportation and harvesting for residential & commercial buildings.

HDPE Pipes

REX HDPE Pipes are manufactured from High Density Polyethene Grade Material PE-63, PE-80, PE-100 a most versatile material suitable for pipes. HDPE pipes are of low costs and high performance. The pipes are better substitute for costly Metallic and Non Metallic pipes like DI, CI, MS, GI, AC. HDPE Pipes are generally made black in colour by addtion of Carbon Black to protect from ageing & degradation due to ultraviolet sunrays.

APPLICATIONS OF REX HDPE PIPES

Potable water supply
Irrigation/Agriculture
Gas Transmission
Industrial Effluents
Telephone Cable Duction
Sewerage & Drainage
Sprinkler System
Slurry Transportation
Chemical Industries
Tubewells

PVC Electrical Conduit Pipe

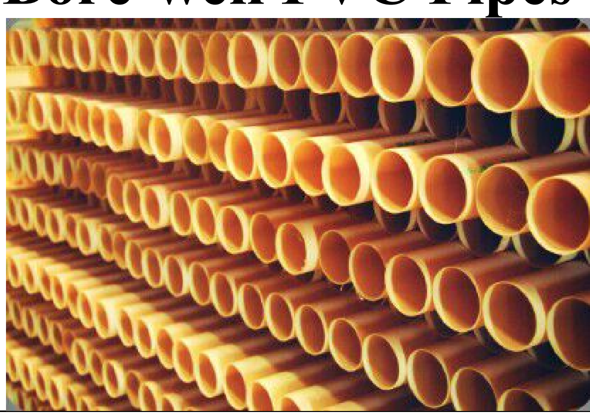
APPLICATIONS :

Cold water supply in building construction.
Industrial process lines.
Open and concealed wiring in industries/residential and commercial buildings.
Being light can be used on false ceilings and sleevings.
Street Light and traffic signal connections.

Ringfit SWR PVC Pipes

APPLICATIONS :

Special treatment at compounding stage ensures that the product is immune to rodent attacks.
Self extinguishing as it does not support combustion.
There is no problem of clogging & choking up of drain because of smooth inner surface.
Unaffected by a wide range of chemicals, these pipes & fittings are ideally suited for application.
Constant contact with water does not affect the material.
Weather resistant upto -5° to 70° ± 2°C

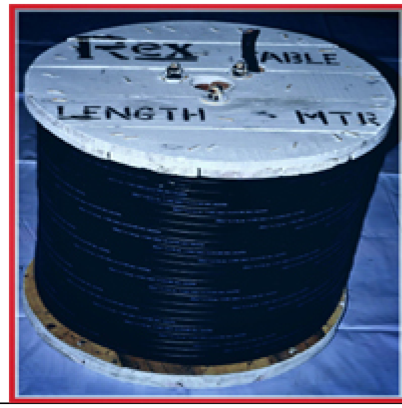
Ringfit U-PVC Pipes 	**Application** Used for conveyance of water in drip/ sprinkler irrigation systems, lift irrigation systems, surface irrigation systems, subsoil drainage system.
Selfit PVC-U Pipes For Agriculture & Potable Water Supply 	**Application** - Agriculture & Potable Water Supply
Bore-well PVC Pipes 	**Application** - Agriculture & Potable Water Supply

U-PVC Casing Pipe 	**Applications:-** Domestic wells, irrigation wells, Industrial wells and mines; Waster water (Drainage & Sewage); Urban and Rural Areas drinking water scheme.
HDPE Coil 	**Application:-** Corrosion and chemical resistant PE pipe. Metric series sizes 20mm to 110mm for use at temperatures up to and including 80 o C. Pressure rating 2.5 Kgf/cm 2 to 25 Kgf/cm 2 . Highly resistant to most acids, bases, salts, aliphatic solutions, oxidants, and halogens. Typical applications includes: chemical processing, plating, potable water systems, water and waste water

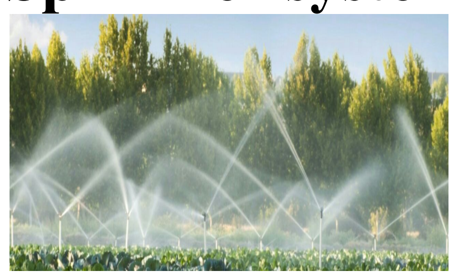
WIRE & CABLE :-

Winding wire 	**Single Core Flexible Home Wire** 

3 Core Flat Cable



OTHER:-

Self Priming	Sprinkler system
	

MANUFACTURING PROCESS: BUS

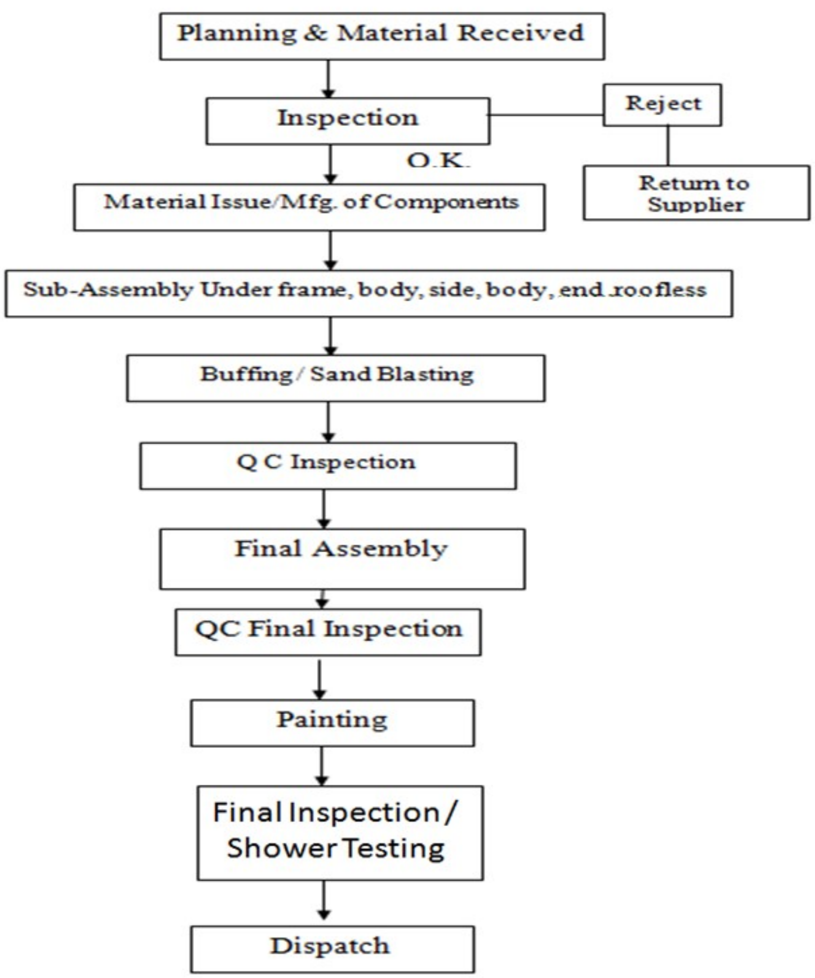
Bus body manufacturing process consists of several steps.

1. The first step is to design the body which is matched with a selected chassis. The critical dimensions are the length, the width, the height. They must be balanced in order to keep the vehicle stability.
2. The second step is to check the chassis details. They are mirrors; turn left and right lights, control panel, mileage panel, fuel vessel, battery, spare tire, etc.
3. The third step is to start manufacturing process. The chassis frame is drilled at the supporting point which has 16 points. The angle plates are extended all of 16 points and tightened by bolts and nuts.
4. The next step is to put the beam bar which is used to support the whole mass of bus body. They are 8 beams. However, such beams are adjusted to be flat.
5. The next step is to install the 13 major columns which are used to fix with the mirrors. Then, the door columns are jointed together.
6. Next, the front columns of the left and right sides are welded. Then the top beams are joined. The trust bars for the front frame is then welded. The front and back console fibers are attracted.
7. The next step is to build left and right frame structure. This step takes a long processes and long times to finish. After that, it is an assembly process. The roof and floor frames are assembled with the left and right frame structure.
8. Next step, it is to construct the seats and walking path. Then, the front and back frames are constructed together with mirrors followings with covering the whole bus body by sheet metals.

9. Then, the interior floor and the whole inside passenger space of the bus are installed.
10. The next step is to construct the doors, stairs. Then, the engine spaces are installed by insulation materials to protect heat transfers.
11. Then, the electrical wiring system is installed together with the sound system. After that, the outside process can be made by painting and coating which is another long process. It is mostly two steps; primer coating and final coating. However, this step is sometimes added the tailored made coating depending on the customer requirements by painting a local story on the outside frame of the bus body.
12. The next is anti-rust coating following with testing processes. They are engine system, electrical system, air conditioning system and so on. Finally, the cleaning & leakage curing process by Shower testing has been done before delivering the bus to customers.

The existing bus body structure is mostly concerned with safety which is caused by the high body strength. The strength is caused by the strong trusts, strong frames and strong parts. The strength is related by the volume of materials. The more volume the material is given, the higher strength of the bus body can be received. The strength is calculated by the six frames. The priority important frames are the roof frame, the left frame and the right frame, the floor frame.

<u>Process Flow Chart for Fabrication of Bus Bodies</u>



COLLABORATIONS:

The Company has so far not entered into any technical or financial collaboration agreement.

Our Raw Material:

Raw Material for cable	The raw material for cable is Copper wire, PVC, Batch Color, Packing material. Copper is sourced from local and international market.
Raw Material for HDPE pipes	The raw material for HDPE pipes is HDPE granuels and master batches. HDPE is sourced from local and international market.
Raw Material for PVC pipes	The Raw material for pipes is a mixture of uPVC resin, Calcium Carbonate, different PVC stabilizers and other essential chemicals additives. All these material are mixed in a fixed ratio at high speed in Fully Automatic centralized mixer at required temperature of about 130°c and then cooled at 40°c. The raw materials are sourced from local and international market from various petrochemical companies and their importing agents based in India.

MAJOR SUPPLIERS:

Our major Supplier for the eight months ended on 30th November, 2017 include the following:

S.No.	Name of Supplier	Amt. In Lacs (Rs.)
1.	Raghav Trading Corporation – Jaipur	352.05
2.	Shakti Engineering Industries- jaipur	236.00
3.	Fujairah Gold FZC, UAE	206.17
4.	Kasliwal Pipes Pvt Ltd- Jaipur	135.58
5.	Veekay Plast- Jaipur	117.28
6.	Shakti Metal Industries- Jaipur	82.00
7.	Kandoi Metal Power Mfg Co Ltd	89.03
8.	KSB Pumps Limited- jaipur	93.85
9.	Indian Oil Corporation Limited	88.38
10.	Larson & Toubro Limited – Jaipur	104.64

MAJOR CUSTOMERS:

Our major Customers for the eight months ended on 30th November, 2017 include the following:

S.No.	Name of Customer	Amt. In Lacs (Rs.)
1.	Friends Management and Consultants Pvt Ltd	406.77
2.	B.N. Sons - Dehra	268.22
3.	Sangam Enterprises-Sikar	233.66
4.	Krishna Krishi Yantralay- Palsana	150.43
5.	Shree Kissan Agro Agencies (Kuchaman City)	113.45
6.	Surendra Singh Shekhawat Contractor	94.40
7.	Shekh Construction Company- Khetri	75.48
8.	Kishan Electricals-Losal	70.79

9.	Jain Trading Corporation – Kanpur	65.19
10.	Gadhwal Tube Wall Co - Sikar	51.42

UTILITIES & INFRASTRUCTURE FACILITIES:

Infrastructure Facilities

Our Registered office situated at F-69A, RIICO Industrial Area, Sikar, Rajasthan-332 001 is well equipped with computer systems, internet connectivity, other communication equipment, security and other facilities, which are required for our business operations to function smoothly. Our manufacturing facilities located at B-99, IInd Phase, Industrial Growth Centre,V.P.O, Palsana Sikar; E-106, IID, Palsana Sikar; E-128, IID, Palsana Sikar; E-129, IID, Palsana Sikar and F-69A, RIICO Industrial Area, Sikar, Rajasthan-332 001 are equipped with requisite utilities and modern infrastructure facilities including the following:-

Power

Our Company meets is power requirements by purchasing electricity from Ajmer Vidyut Vitran Nigam Limited.

Water

Water is a key and indispensable resource requirement in our manufacturing process. Our Company has made adequate arrangements to meet its water requirements.

PLANT AND MACHINERY:

Following are the major machinery and facilities installed at the plant of the Company:

- HDPE Pipe Plant;
- PVC Pipe Plant;
- Printing Machine;
- Compressore;
- Cable Plant;
- PVC Granual Plant;
- Leth Machine;
- Pannels;
- Dies;
- UPS;

CAPACITY AND CAPACITY UTILISATION:

Following are the Details of Installed Capacity, Capacity utilisation.

Plant	2014—15		2015-16		2016-17		From 1st April to till date		Products manufactured
	Installed	Utilized	Installed	Utilized	Installed	Utilized	Installed	Utilized	
B-99, IInd Phase, Industrial Growth Centre,V.P.O Palsana Sikar	3000 M.T.	1546 M.T.	3000 M.T.	1480 M.T.	3000 M.T.	1090 M.T.	3000 M.T.	1376 M.T.	PVC Pipe
B-99, IInd	800 M.T.	68 M.T.	800 M.T.	122	800 M.T.	153	2000	426	HDPE

Phase, Industrial Growth Centre,V.P.O Palsana Sikar				M.T.		M.T.	M.T.	M.T.	Pipe
B-99, IInd Phase, Industrial Growth Centre,V.P.O Palsana Sikar	700 M.T.	188 M.T.	700 M.T.	168 M.T.	700 M.T.	192 M.T.	700 M.T.	144 M.T.	Cable & Wire
E-128 & 129, IID, Palsana Sikar`	-	-	-	-	-	-	600 Nos.	Nil	Bus Bodies

HUMAN RESOURCES:

We believe that our employees are key contributors to our business success. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for its kind of business.

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

Category	No. of Employees
Management:	
Directors	2
Operations:	
Chief Oprating Officer	1
Operator, Turner, Assistant, Manager etc.	13
Administration, Accounts & Finance, Marketing:	
Legal and Company Secretary	2
Accounts and Sales, Marketing	7
Office Assistant/Workment/Recovery Officer etc.	9
Helper, Security Guard, Driver etc.	23
TOTAL	**57**

OUR BUSINESS STRATEGIES:

1. **Increase sales of our Piping Systems products by reaching out to more retailers and expanding our distribution network both in new areas as well as in areas where we already have a strong presence:-** We plan to increase sales of our products by increasing the number of retailers who stock our products. We plan to expand the sale of our products into cities where our products are not currently sold as well as consolidating our position in areas where we already have a strong presence. Our strategy is to focus on increasing the width and depth of our distribution network by increasing the number of distributors, and the frequency and quantity of our products purchased by retailers through our distributors.

2. **Expansion of Domestic Market**:-We intend to expand our geographical reach and enter the large domestic market for growth opportunities of our business. Currently we have limited presence and we plan to deepen our presence in the existing market and expand our reach and penetrate into the large available market by giving scale down low price solution and grab major market share.

3. **Competitive Pricing:-**To remain aggressive and capitalize a good market share, we believe in offering competitive prices to our customers. This helps us to sustain the cut-throat competition and withhold a strong position in the market

4. **Constant technology upgradation**:- We intend to focus on upgradation of our machineries and equipments used in our business and will continue to do so to improve our productivity.

5. **Leveraging our Market skills and Relationships**:- This is a continuous process in our organization and the skills that we impart in our people give importance to customers. We aim to enhance the growth by leveraging our relationships and further enhancing customer satisfaction. We plan to increase our customers by meeting orders in hand on time, maintaining our customer relationship and renewing our relationship with existing buyers.

6. **Pursue strategic acquisitions:** In order to expand, we seek to identify acquisition targets and/or joint venture partners whose resources, capabilities, technologies and strategies are complementary to and are enabling us to establish our presence in new geographical locations.

7. **Improving operational efficiencies:** Improving operational efficiencies is the key to success of any business. Our Company intends to improve efficiencies to achieve cost reductions so that they can be competitive. We believe that this can be done through domestic presence and economies of scale. Increasing our penetration in existing regions will enable us to penetrate into new catchment areas within these regions. As a result of these measures, our Company will be able to increase its market share and profitability.

8. **Attract, train and retain qualified personnel**:- We believe that maintaining quality, ensuring timely delivery, minimising costs, and completion of our proposed project depend largely upon the technical skill and workmanship of our employees and adoption of latest technology. We intend to improve our competitiveness by increasing our focus on training our staff and honing their skills. We continuously train our workforce to enhance their knowledge and equip them with the latest skill sets.

MARKETING STRATEGY:

We undertake an exercise periodically to identify existing and prospective customers with the potential to develop into large clients. Our senior management is actively involved in managing customer relationships and business development through targeted interaction with multiple contacts at different levels on an ongoing basis. Our Company proposes to market the products to the major users of our products viz. infrastructure industry, construction industry, transportation and process engineering industry etc. We also propose to market our products through placing advertisement in newspapers, trade journals, participate in exhibitions and trade fairs and display our wide range of products to promote our products.

COMPETITION:

We face competition for our products from other manufacturers in domestic market on the basis of product range, product quality, and product price including factors based on reputation, regional needs, and customer convenience. Our competition varies for our products and regions. Our competition depends on the products being offered by various companies in the organized segment besides several other factors like quality, price and capacity to deliver. Competition emerges from organized sector as well as from the unorganized sector and from both small and big players. We believe that we are able to compete effectively with them due to our diversified product portfolio, strong marketing network, customized and quality processing services.

EXPORT POSSIBILITIES & EXPORT OBLIGATION:

We do not have any outstanding export obligations.

SWOT:

Strengths:	Weaknesses:
• Cordial relations with Customers; • In depth knowledge of Industry – Commercial & Technical; • Established manufacturing facility; • Experienced management team; • Efficient and Dedicated Management Team	• Dependent upon growth in industry; • Heavy dependence on suppliers for right quality of raw materials. • Global Economic Slowdown.
Opportunities:	**Threats:**
• Growing acceptance by consumers; • Unexplored rural market which provides huge plateform for production as well as consumption. • Listing the company under a stock exchange will open up huge avenues of capital for the company to support its expansion plans and allows it to venture into new businesses.	• Industry is prone to changes in government policies, any material changes in the duty or may adversely impact our financials; • Fluctuations in raw material prices; • There are no entry barriers in our industry which puts us to the threat of competition from new entrants; • Intense competitive pressure; • Rising labor wages.

QUALITY:

We are wholly committed to build and sustain itself as an organization where quality shall be the hallmark of every aspect. We check the entire process right from procurement of materials to final delivery. Our maximum attention is paid to upgrade our process and system to achieve consistent product quality and customer satisfaction.

To maintain our quality policy we shall follow the basic system in the organization which are:

• All the members shall be participate in achieving the targets
• There should be transparency in ideas and methods of implementation for quality improvement in every step and every corner of production and testing
• A laid down procedure to maintain quality shall be implemented and distributed in respective areas
• There shall be clear instructions to maintain laid down quality checking
• Quality checking shall be start from in-coming raw material stage, pass through processing stage, final product, packing, storage and up to final stage of dispatch.

OUR PROPERTIES:

Registered office: F-69A, RIICO Industrial Area, Sikar, Rajasthan-332 001

Note 1: Interest in Property by our Promoters and Promoter Group

Our Registered office is situated at F-69A, RIICO Industrial Area, Sikar, Rajasthan-332 001 which has been given on lease to Mrs. Sohani Devi by Rajasthan State Industrial Development & Investment Corporation Limited, Jaipur, Udyog Bhawan, Tilak Nagar, Jaipur-302005 for a period of 99 (ninety nine) years with effect from 2nd February, 1989 vide agreement dated 4th October, 2000 and Mrs. Sohani Devi has given the said property on lease to our Company vide agreement dated 10th December 2014 for a period of five (5) years w.e.f 10th December, 2014.

Note 2: Purchase of Property

We have not entered into any agreement to buy/sell any property with the promoters or Director or a proposed director who had any interest directly or Indirect during the last 2 (Two) years.

Details of Property owned or taken on leave & Licence by Our Company:

S.No.	Details of the Property	Licensor/Vendor	Consideration	Type of Right	Use
1.	B-99, IInd Phase, Industrial Growth Centre,V.P.O Palsana Sikar, Measuring 8000 sqm.	Rajasthan State Industrial Development & Investment Corporation Limited, Jaipur, Udyog Bhawan, Tilak Nagar, Jaipur-302005	ER - Rs. 4,740 DC- Rs. 57.60 Lacs	Lease on a period of 99 (Ninety Nine) years w.e.f. 10th September, 2009 Lease Agreement Date - 11th August, 2010	Company - Factory
2.	E-106, IID, Palsana Sikar, Measuring 4000 sqm.	Rajasthan State Industrial Development & Investment Corporation Limited, Jaipur, Udyog Bhawan, Tilak Nagar, Jaipur-302005	ER - Rs. 3,00 DC- Rs. 32.00 Lacs	Lease on a period of 99 (Ninety Nine) years w.e.f. 9th June, 2011 Lease Agreement date- 1st June, 2017	Under development
3.	E-128, IID, Palsana Sikar, Measuring 4000 sqm.	Rajasthan State Industrial Development & Investment Corporation Limited, Jaipur, Udyog Bhawan, Tilak Nagar, Jaipur-302005	ER - Rs. 3,00 DC- Rs. 32.00 Lacs	Lease on a period of 99 (Ninety Nine) years w.e.f. 3rd May, 2012 Lease Agreement Date - 1st June, 2017	Company - Factory
4.	E-129, IID, Palsana Sikar, Measuring 4000 sqm.	Rajasthan State Industrial Development & Investment Corporation Limited, Jaipur, Udyog Bhawan, Tilak Nagar, Jaipur-302005	ER - Rs. 3,00 DC- Rs. 32.00 Lacs	Lease on a period of 99 (Ninety Nine) years w.e.f. 3rd May, 2012. Lease Agreement Date - 1st June, 2017	Company - Factory

S.No.	Details of the Property	Licensor/Vendor	Consideration	Type of Right	Use
5.	F-69A, RIICO Industrial Area, Sikar, Rajasthan-332 001 Measuring 1060 sqm.	Mrs. Sohani Devi, Ward No. 17, Bagpath Colony, Jaipur Road, Sikar	Rs. 15000 per month for first 11 (eleven) months thereafter increasing on mutual terms.	Lease for a period of five (5) years w.e.f. 10th December, 2014 vide agreement dated 12th December, 2014	Registered office and Godown
6.	T-5, Shubhlaxmi Tower, Sector -6, Vidhyadhar Nagar, Jaipur Area Carpet Sq Mtr 50	Mrs. Sohani Devi, Ward No. 17, Bagpath Colony, Jaipur Road, Sikar	Rs. 30,000 per month	Lease for a period of 5 (five) years w.e.f. 10th Deceber, 2014	Administrative Purpose
7.	67, Pratap Nagar, Shastri Nagar, Jaipur Area Carpet Sq Mtr 50	Mr. Sharwan Kumar Kaler, Ward No. 17, Bagpath Colony, Jaipur Road, Sikar	Rs. 10000 per month	Lease for a period of 5 (five) years w.e.f. 10th Deceber, 2014	Administrative Purpose

INTELLECTUAL PROPERTY:

For details of the trademarks registered in the name of our Company and the application made for registration, please refer "Government and Other Approvals" on page 230 of this Draft Prospectus.

INSURANCE:

We maintain insurance covering our stock up to date. Presently, our Company has Three (3) insurance policies in total and the details of all the insurance policies maintained by us are as follows.

Sr No.	Name of Insurance Company	Type of Policy	Validity Period	Description of Cover under the Policy	Policy No.	Sum Insured (Rs. In lacs)	Premium per annum in Rs.
1.	National Insurance Co Ltd	Stock	From 22.03.2018 to 22.03.2019	Earthquake (fire & Shock) at F69A,,Sikar, SIKAR, INDUSTRIAL AREA, Sikar, Rajasthan,332002	370100111710000516	Rs. 150.00 Lacs	Rs. 15494.00
2.	National Insurance Co Ltd	Stock	From 22.03.2018 to 22.03.2019	Burglary at F69A,,Sikar, SIKAR, INDUSTRIAL AREA, Sikar, Rajasthan,332002	370100591710000400	Rs. 150.00 Lacs	Rs. 7788.00
3.	National Insurance Co Ltd	Stock	From 06.12.2017 to 05.12.2018	Burglary at B 99, Area Growth Center, Palsana Distt Sikar Dist Sikar Rajasthan -	370100591710000248	Rs. 350.00 Lacs	Rs. 18584.00

Sr No.	Name of Insurance Company	Type of Policy	Validity Period	Description of Cover under the Policy	Policy No.	Sum Insured (Rs. In lacs)	Premium per annum in Rs.
				332001			
4.	National Insurance Co Ltd	Stock	From 06.12.2017 to 05.12.2018	Earthquake, Theft, Burglary, Fire & Shock at at B 99, Area Growth Center, Palsana Distt Sikar Dist Sikar Rajasthan - 332001	370100111710000347	Rs. 1000.00 Lacs	Rs. 1,20,656.00

KEY INDUSTRY REGULATIONS AND POLICIES

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

The statements below are based on current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. For details of government approvals obtained by us, see the chapter titled "Government and Other Statutory Approvals" beginning on page 230 of this Draft Prospectus.

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

KEY INDUSTRY REGULATIONS AND POLICIES

Indian Stamp Act, 1899, as applicable to Bombay (the Bombay Stamp Act, 1958)

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 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 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.

Shops & Commercial Establishments Acts of the respective States in which Our Company has an established place of business/ office ("Shops Act")

Under the provisions of local shops and establishments legislations applicable in the states in which establishments are set up, establishments are required to be registered. The Shops Act provides for the regulation of conditions of work in shops, commercial establishments, restaurants, theatres and other establishments and provides for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees. The Act is enforced by the Chief Inspector of Shops (CIS) and various inspectors under the supervision and control of Deputy/Assistant Labour Commissioners of the concerned District, who in turn functions under the supervision of Labour Commissioner.

Prevention of Black Marketing and Maintenance of Supplies Act, 1980

To make matters worse, in 1980 came the "Prevention of Black Marketing and Maintenance of Supplies Act." It is an "Act for detention in certain cases or the purpose of prevention of black marketing and maintenance of supplies of commodities essential to the community and for matters concerned therewith".

LAWS RELATING TO EMPLOYMENT AND LABOUR

The Industrial Employment Standing Orders Act, 1946

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

Child Labour (Prohibition and Regulation) Act, 1986

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

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

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

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

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

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

The "Gratuity Act" establishes a scheme for the payment of gratuity to employees engaged in every factory, mine, oil field, plantation, port and railway company, every shop or establishment in which ten or more persons are employed or were employed on any day of the preceding twelve months and in such other establishments in which ten or more employees are employed or were employed on any day of the preceding twelve months, as notified by the Central Government from time to time. Penalties are prescribed for non-compliance with statutory provisions. Under the Gratuity Act, an employee who has been in continuous service for a period of five years will be eligible for gratuity upon his retirement, resignation, superannuation, death or disablement due to accident or disease. However, the entitlement to gratuity in the event of death or disablement will not be contingent upon an employee having completed five years of continuous service. The maximum amount of gratuity payable may not exceed Rs. 1 million.

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

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

The Workmen Compensation Act, 1923 ("WCA")

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

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

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

TAX RELATED LEGISLATIONS

Income-Tax Act, 1961 (“IT Act”)

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

The Central Goods and Services Tax Act, 2017

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.

LAWS RELATING TO INTELLECTUAL PROPERTY

The Trademarks Act, 1999 (“TM Act”)

The “TM Act” provides for the application and registration of trademarks in India. The purpose of the Trade Marks Act is to grant exclusive rights to marks such as a brand, label and heading and to obtain relief in case of infringement for commercial purposes as a trade description.

The registration of a trademark is valid for a period of 10 years, and can be renewed in accordance with the specified procedure.

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

The Patents Act, 1970 (“Patent Act”)

The purpose of the “Patent Act” in India is to protect inventions. Patents provide the exclusive rights for the owner of a patent to make, use, exercise, distribute and sell a patented invention. The patent registration confers on the patentee the exclusive right to use, manufacture and sell his invention for the term of the patent. An application for a patent can be made by (a) person claiming to be the true and first inventor of the invention; (b) person being the assignee of the person claiming to be the true and first inventor in respect of the right to make such an application; and (c) legal representative of any deceased person who immediately before his death was entitled to make such an application. Penalty for the contravention of the provisions of the Patents Act include imposition of fines or imprisonment or both.

The Designs Act, 2000 ("Designs Act")

The objective of "Designs Act" it to promote and protect the design element of industrial production. It is also intended to promote innovative activity in the field of industries. The Controller General of Patents, Designs and Trade Marks appointed under the Trademarks Act shall be the Controller of Designs for the purposes of the Designs Act. When a design is registered, the proprietor of the design has copyright in the design during ten years from the date of registration.

PROPERTY RELATED LAWS

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

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

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

Each state and city has its own set of laws, which govern planned development and rules for construction (such as floor area ratio or floor space index limits).

The various authorities that govern building activities in states are the town and country planning department, municipal corporations and the urban arts commission.

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

The Indian Registration Act, 1908 "Registration Act" details the formalities for registering an instrument. Section 17 of the Registration Act identifies documents for which registration is compulsory and includes, inter alia, any non- testamentary instrument which purports or operates to create, declare, assign, limit or extinguish, whether in the present or in future, any right, title or interest, whether vested or contingent, in immovable property of the value of Rs. 100 or more, and a lease of immovable property for any term exceeding one year or reserving a yearly rent.

The Registration Act also stipulates the time for registration, the place for registration and the persons who may present documents for registration. Any document which is required to be compulsorily registered but is not registered will not affect the subject property, nor be received as evidence of any transaction affecting such property (except as evidence of a contract in a suit for specific performance or as evidence of part performance of a contract under the TP Act or as evidence of any collateral transaction not required to be effected by registered instrument), unless it has been registered.

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

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

FOREIGN INVESTMENT REGIME:

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

Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India. As laid down by the FEMA Regulations no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the 'automatic route' within the specified sectoral caps.

In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI.

The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 ("FEMA Regulations") to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India and Foreign Exchange Management (Export of Goods and Services) Regulations, 2000 for regulation on exports of goods and services.

The Foreign Trade (Development & Regulation) Act, 1992

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

ENVIRONMENTAL LAWS

Indian Forest Act, 1927

This is an act to consolidate the law relating to forests, the transit of forest produce and the duty leviable on timber and other forest produce.

The Forest (Conservation) Act, 1980

This is an Act to provide for the conservation of forests and for matters connected therewith or incidental thereto. This Act has been enacted with a view to check further development which ultimately results in ecological imbalance. With this object in mind, this Act, inter alia, makes it mandatory that no state Government or any authority shall without the prior approval of the Central Government give any order directing (i) any reserved forest shall cease to be reserved (ii) any forest land may be used for non forest purpose (iii) any forest land be assigned by way of lease or otherwise to any private person or to any authority, corporation, agency or any other organization not owned, managed or controlled by Government and (iv) that any forest land may be cleared of trees which have grown naturally in that land, for the purpose of using it for re-afforestation.

The Forest (Conservation) Rules, 2003

This Rule has been framed for effectuating the provision of the Forest (Conservation) Act, 1980.

National Forest Policy, 1988

This set of policies were enunciated, inter alia, for the maintenance of environment stability through preservation and restoration of ecological balance, conserving the natural heritage of the country, checking soil erosion and increasing the productivity of forest to meet national needs.

The Water (Prevention and Control of Pollution) Act, 1974 (the "Water Act")

The Water Act aims to prevent and control water pollution as well as restore water quality by establishing and empowering the Central Pollution Control Board and the State Pollution Control Boards. Under the Water Act, any person establishing any industry, operation or process, any treatment or disposal system, use of any new or altered outlet for the discharge of sewage or new discharge of sewage, must obtain the consent of the relevant State Pollution Control Board, which is empowered to establish standards and conditions that are required to be complied with. In certain cases the State Pollution Control Board may cause the local Magistrates to restrain the activities of such person who is likely to cause pollution. Penalty for the contravention of the provisions of the Water Act include imposition of fines or imprisonment or both.

The Air (Prevention and Control of Pollution) Act, 1981 (the "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 provisions of the Air Act include imprisonment of up to six years and the payment of a fine as may be deemed appropriate.

The Water (Prevention and Control of Pollution) Cess Act, 1977 (the "Water Cess Act") The Water (Prevention and Control of Pollution) CESS (Amendment) Act, 2003

The Water Cess Act provides for levy and collection of a cess on water consumed by industries with a view to augment the resources of the Central and State Pollution Control Boards constituted under the Water Act. Under this statute, every person carrying on any industry is required to pay a cess calculated on the basis of the amount of water consumed for any of the purposes specified under the Water Cess Act at such rate not exceeding the rate specified under the Water Cess Act. A rebate of up to 25% on the cess payable is available to those persons who install any plant for the treatment of sewage or trade effluent, provided that they consume water within the quantity prescribed for that category of industries and also comply with the provision relating to restrictions on new outlets and discharges under the Water Act or any standards laid down under the EPA. For the purpose of recording the water consumption, every industry is required to affix meters as prescribed. Penalties for noncompliance with the obligation to furnish a return and evasion of cess include imprisonment of any person for a period up to six months or a fine of`1,000 or both and penalty for nonpayment of cess within a specified time includes an amount not exceeding the amount of cess which is in arrears.

The Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008 (the "Hazardous Wastes Rules")

The Hazardous Wastes Rules aim to regulate the proper collection, reception, treatment, storage and disposal of hazardous waste by imposing an obligation on every occupier and operator of a facility generating hazardous waste to dispose such waste without adverse effect on the environment, including through the proper collection, treatment, storage and disposal of such waste. Every occupier and operator of a facility generating hazardous waste must obtain an approval from the relevant state Pollution Control Board. The occupier, the transporter and the operator are liable for damages caused to the environment resulting from the improper handling and disposal of hazardous waste. The operator and the occupier of a facility are liable for any fine that may be levied by the relevant State Pollution Control Boards. Penalty for the contravention of the provisions of the Hazardous Waste Rules includes imprisonment up to five years and imposition of fines as may be specified in the EPA or both.

IMPORTANT GENERAL LAWS:

The Companies Act, 1956

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

The Companies Act, 2013

The Companies Act, 2013, has been introduced to replace the existing Companies Act, 1956 in a phased manner. The Ministry of Corporate Affairs vide its notification dated September 12, 2013 has notified 98 sections of the Companies Act, 2013 and the same are applicable from the date of the aforesaid notification. Further 183 sections have been notified on March 26, 2014 and have become applicable from April 1, 2014.

The Ministry of Corporate Affairs, has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013.

The Competition Act, 2002

The Competition Act, 2002 prohibits anti competitive agreements, abuse of dominant positions by enterprises and regulates "combinations" in India. The Competition Act also established the Competition Commission of India (the "CCI") as the authority mandated to implement the Competition Act. The provisions of the Competition Act relating to combinations were notified recently on March 4, 2011 and came into effect on June 1, 2011. Combinations which are Likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act.

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

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

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

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

The Consumer Protection Act, 1986("COPRA")

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

The Legal Metrology Act, 2009

Legal Metrology Act, 2009 was enacted with the objectives to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto. This act replaced the Standards of Weights and Measures Act, 1976 and the Standards of Weights and Measures (Enforcement) Act, with effect from March 1, 2011.

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

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

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

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

OUR HISTORY AND CORPORATE STRUCTURE

HISTORY & BACKGROUND

Our Company was originally incorporated at Sikar as "Kaler Electricals Private Limited" on 9th July, 2002 under the provisions of the Companies Act, 1956 vide Certificate of Incorporation issued by the Registrar of Companies, Jaipur. The name of company has been changed to "Rex Pipes and Cables Industries Private Limited" on 19th January, 2018 vide Fresh Certificate of Incorporation issued by the Registrar of Companies, Jaipur.Consequent upon the conversion of Company to public limited company, the name of the Company was changed to "Rex Pipes and Cables Industries Limited" vide fresh certificate of incorporation dated 1st February, 2018 issued by the Registrar of Companies, Jaipur.

Our Company which was originally established as Kaler Electricals Private Limited in the year 2002 by Mr. Sharwan Kumar Kaler and his wife Mrs. Sohani Devi. Our Company was established with an objective to take over the running business of M/s. KALER ELECTRIC WORKS, a proprietor Firm owned by Mr. Sharwan Kumar Kaler himself. The Journey started in the year 2002 in Rajasthan with the commitment to supply quality products meeting or exceeding customer's expectation and achieving objective of being a preferred supplier.

Our Company is engaged in the Trading and production/Manufacturing product range encompassing uPVC pipes, HDPE pipe, Cables, fittings and abundance of accessories under the brand name "REX". The brand "REX" is the hall mark showcasing the entire Product range. It has just taken a little overtwo decades for The Rex group of Industries to emerge as one of India's leading manufacturers in the field of PVC Pipes & Fittings and PVC insulated electrical wires. The company produces excellent Three Core flat cables , Single Core Flexible Home wire , Poly Wrapped Winding wire along with UPVC, HDPE and sprinklers with unique skills, continuous technological upgrading machines, professional management testing and persistent dedication without compromising on quality leading the entire organization to National and International name and reputation.

Rex Pipes And Cables Industries Limited has emerged into anational entity as a complete innovation for its own type of manufactured products. We offer a wide range of PVC pipes, HDPE pipe, Cables classified in a systematic manner to ensure easy and accurate selection, with the simultaneous advantage of providing the most cost-effective solutions for customers. We have established itself as an innovative leader and quality manufacturer by continuously upgrading its technology, modernizing manufacturing facilities and maintaining highest standards of quality and services.

Application area of our products:

• **Agriculture:** We are engaged in manufacturing insulated winding wire, 3 core flat cables and PVC & HDPE pipes.

• **Power:** We are engaged in manufacturing cables and low voltage power up to 1.1 KV in PVC categories meet the domestic and other global standards.

• **Construction:** We are also involved in manufacturing Flexible House wires and sell through dealer and distributor network.

• **Engineering:** Our Company manufactured and supplied a vast range of screened cables to different semi government sectors and government projects through its distributors and dealers.

Our Manufacturing facilities located at B-99, IInd Phase, Industrial Growth Centre,V.P.O, Palsana Sikar; E-106, IID, Palsana Sikar; E-128, IID, Palsana Sikar; E-129, IID, Palsana Sikar and F-69A, RIICO Industrial Area, Sikar, Rajasthan-332 001 are equipped with requisite utilities and modern infrastructure facilities.

At Our Plant Situated at E-128 & E-129, IID, Palsana Sikar and F-69A, RIICO Industrial Area, Sikar, Rajasthan-332 001, Our Company has recently set up a plant for manufacuturing of bus body and fabrication of bus with a capacity of 600 bus per year, the manufacturing activities are yet to be started in respect of manufacuturing of bus body and fabrication of bus.

For information on the Company's activities, market, growth, technology and managerial competence, please see the chapters "Our Management", "Our Business" and "Industry Overview" beginning on pages 156, 122, and 109 respectively of this Draft Prospectus.

MAIN OBJECTS OF OUR COMPANY

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

a. To take over the running business of M/s. KALER ELECTRIC WORKS, Sikar with all its assets, liabilities, rights, privileges, concessions, obligations and contracts of the said concern or in connection thereof and to enter into a contract for the acquisition and purchase of the said concern.
b. To carry on the said business in the name of the Company with or without such modifications or alterations as the Company may think fit.
c. To carry on the business of buyers, sellers, manufacturers, processors, importers, exporters, stockists, agents, repairers, job workers, contractors and suppliers and distributors of submersible cable and winding wire, submersible pump set, voltage stabilizer, D. G. set, electric equipments, M. S. casting pipe, screen pipe, electric goods and their spare parts.
d. *To carry on the business of manufacturer, exporters, importers, traders, dealers and distributors of domestic electrical appliances, like air conditioners, refrigerators, radio, televisions, electrical fans, machinery for manufacturing of cables/wires and electrical items, electrical fittings, switch gear boxes, music system including music players, computer operated music system, mixers, grinders, roti-maker, oven, welding sets, generating sets, electric motors, engines, power capacitors, electric switches, starters, plugs, panels, stabilizers, transformers, electric breakers, electric boards, electric-fittings, electric fixers, cables conductor accessories, ground wire accessories, bus bar accessories, insulator hardware, transmission erection tolls and other electrical equipments, electrical cooking range, flour machinery, cloth and dish washing machines and other items required by the housekeepers and house wives.
e. To carry on the business of electrical engineers, electricians, engineers, contractors, manufacturers, suppliers, of and dealers in electrical and other appliances, cables, wire lines, dry cells, accumulators and distribute, supply electricity for the purpose of light, heat, motive power and for all other purposes to which electrical energy can be employed. To carry on business activities for manufacturing, distribution, generation, transmission, supervisions and control of all types of power either mechanical, hydraulic, gas, wind farms, solar etc. and/or to design, plan, manufacture, assemble, supply, erect, commission, test, maintain, trouble shooting, repair, service etc.,of electrical and/or electronics goods, items, instruments, parts, spares, D.G. sets, electrical control, switchgear panels, switches, cables, plugs, powers projects in industrial, commercial, residential, establishments etc., in part individual and/or composite key basis and to provide Consultancy, expert services, advises, designs, drawings in relation to supervision and control of power in India and abroad.
f. To carry on the business as manufacturers, trader,importer, exporter, 100% export oriented unit, moulders, producers, extruders, weavers, refiners, fabricators, assemblers, stationers and dealers

in plastic, PVC, HDPE, LLDPE, PP, tarpaulin, woven sacks, pipes, films, profiles, materials, packing materials, plastic, process of plastic industry and their chemicals and components regarding PVC Hoses, cotton fabric, all kinds of polypropylene, petrochemical, molded, inject able including plastic, polythene, poly yarn products including domestic, industrial appliances, plastic liners and socks of high density polythene polyprothelene, low/high density polyethylene products including pipes, sheets, toys and wares and any other types of products of synthetic, resins and other compounds jute-fabric, plastic articles, polymers and goods, substances and product including articles made from the same and compound intermediates, derivatives and by- products thereof, plastic and packaging goods for consumers and industries, plastic and packaging goods for household use, commercial use, railway and defence needs and requirements and to buy, sell, prepare for market, import, export and deal in plastics and packaging articles, goods and products in the manufacture of which plastic or its compounds, intermediates or derivatives are used and to act as plastic and packaging contractors, merchants, dealers, brokers and commission agents thereof.

g. To carry on the business of manufacturers, dealers, importers and exporters of P.V.C. sheets, pipes, electrical conduit pipes, moulding and all or any other material and things used there for and articles and things of electrical fitting including P.V.C. Cables, wire sleeves, household electrical appliances and any other electrical articles equipments and instrument and wire drawers, plastic moulders, electricians including their alloys, founders, furners, makers, forgers, welders, converters, casters, smelters moulders, rollers, hardeners, furzier, drawers and stampers, iron master, smiths, machinists fitters, tool makers, galvanisers, electro-platters clic-makers, pattern makers, assayers, refiners, metallurgists, glass blowers electrical, electronic, radio and television and general engineers.

h. To establish and carry on in India and aboard the business of buying, selling, reselling, trading, importing, exporting, exchanging, hiring, distributing, supplying, subcontracting, altering, Improving, assembling, fabricating, cleaning, servicing, cutting, shaping, milling, rolling, rerolling, forging, stamping, casting, laminating, reconditioning, renovating, designing, developing, modifying, finishing and to act as stockists, franchisers, agents, brokers lassoers, warehouses, wholesales, retailers, jobworkers or otherwise to deal in all types, varieties, models, shapes, sizes, specifications, descriptions, applications, and uses of replacement parts, spare parts, systems, assemblies, accessories, tools, implements, motors power units, transmission and propulsion systems, chassis, bodies, substances, equipments, dies, jigs, structures, mould, vehicle body, trucgauges, beams, and other allied goods, articles and things for motorcars, trawler, trucks, tankers, buses, cycle, cars, race cars, defense vehicles, ambulances, tempos, tractors, motor lorries, motorcycles, omnibuses, vans, jeeps, scooters, loco motives, tanks, mopeds, three wheeler, two wheelers and other vehicles of all kinds and descriptions used for defense and transporting, passengers, goods, and animals .

i. To carry on all business activities under franchise agreement/joint ventures/MOU with foreign companies/entities/ establishments and export and import houses and to set up branch office abroad subject to regulations and to act as authorized foreign exchange dealer, representatives producers' representatives, auctioneers and merchants.

CHANGES IN REGISTERED OFFICE

There has been change in the registered office of the Company since incorporation as detailed below:

Sr.No.	Effective Date of Change	Shifting of Registered office	
		From	To
1.	27.12.2013	Devi Pura, Jaipur Road, Sikar Rajasthan, Rajasthan, INDIA,	F-69-A, RIICO INDUSTRIAL AREA, SIKAR, Rajasthan-RJ - 332001

Sr.No.	Effective Date of Change	Shifting of Registered office	
		From	To
		332001	

CHANGES IN THE MEMORANDUM OF ASSOCIATION

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

DATE	AMENDMENT
31.07.2004	Increase in Authorised Share Capital from Rs. 4.00 lacs divided into 400 Equity Shares of Rs. 1000 each to Rs. 15.00 lacs divided into 1,500 Equity Shares of Rs. 1000 each
28.12.2006	Increase in Authorised Share Capital from Rs. 15.00 lacs divided into 1,500 Equity Shares of Rs. 1000 each to Rs. 25.00 lacs divided into 2,500 Equity Shares of Rs. 1000 each
03.12.2010	Increase in Authorised Share Capital from Rs. 25.00 lacs divided into 2,500 Equity Shares of Rs. 1000 each to Rs. 50.00 lacs divided into 5,000 Equity Shares of Rs. 1000 each
21.03.2012	Increase in Authorised Share Capital from Rs. 50.00 lacs divided into 5,000 Equity Shares of Rs. 1000 each to Rs. 75.00 lacs divided into 7,500 Equity Shares of Rs. 1000 each
20.03.2014	Increase in Authorised Share Capital from Rs. 75.00 lacs divided into 7,500 Equity Shares of Rs. 1000 each to Rs. 250.00 lacs divided into 25,000 Equity Shares of Rs. 1000 each
18.11.2017	Increase in Authorised Share Capital from Rs. 250.00 lacs divided into 25,000 Equity Shares of Rs. 1000 each to Rs. 1000.00 lacs divided into 1,00,000 Equity Shares of Rs. 1000 each
13.12.2018	Subdivision of Face Value of Equity Shares From Rs. 1000 per share to Rs. 10 per share thereby making the Authorised Share Capital to Rs. 1000.00 Lacs divided into 1,00,00,000 Equity shares of Rs. 10 each.
13.01.2018	Change of Objects of the Company and Change of Name of the Company to "Rex Pipes and Cables Industries Private Limited"
22.01.2018	Conversion from Pvt. Ltd. to Public Limited and thereby change of Name of the Company to "Rex Pipes and Cables Industries Limited"

MAJOR EVENTS AND MILESTONES

YEAR	PARTICULARS
2002	Company was Incorporated by taken over the existing running business of M/s. KALER ELECTRIC WORKS
2009	8000 Sq. Mtr. Industrial Land Allotted by RIICO Ltd for Manufacturer Unit at B-99, RIICO Industrial Growth Center, Palsana Distt. Sikar (Rajasthan)
2011	4000 Sq. Mtr. Industrial Land Allotted by RIICO Ltd for Manufacturer Unit at E-106, RIICO Industrial Growth Center, Palsana Distt. Sikar (Rajasthan)
2011	Manufacture of PVC Pipe, HDPE Pipes, Cables at B-99, RIICO Industrial Growth Center, Palsana, Distt. Sikar (Rajasthan)
2012	4000 Sq. Mtr. Industrial Land Allotted by RIICO Ltd for Manufacturer Unit at E-128, RIICO Industrial Growth Center, Palsana Distt. Sikar (Rajasthan)
2012	4000 Sq. Mtr. Industrial Land Allotted by RIICO Ltd for Manufacturer Unit at E-129, RIICO Industrial Growth Center, Palsana Distt. Sikar (Rajasthan)
2017	Extension of HDPE Plant up to Size 650 MM at E-106, RIICO Industrial Growth Centre, Palsana, Distt.- Sikar (Rajasthan)

2017	Establish New unit of Bus Body Manufacturing at Plot No. E-128 & E-129, RIICO Industrial Growth Centre, Palsana, Distt.- Sikar (Rajasthan)
2018	Change of Name of the Company to “Rex Pipes and Cables Industries Private Limited”
2018	Conversion from Pvt. Ltd. to Public Limited and thereby change of Name of the Company to “Rex Pipes and Cables Industries Limited”
2018	Change of Objects of the Company.

HOLDING COMPANY OF OUR COMPANY

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

SUBSIDIARY OF OUR COMPANY

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

ACCUMULATED PROFITS OR LOSSES NOT ACCOUNTED FOR

The accumulated profits or losses of our Subsidiary, if any, have been accounted for by our Company in the restated audited financial statements of our Company included in this Draft Prospectus. For further details, please refer to the chapter titled "Financial Information" on page 175 of this Draft Prospectus.

SHAREHOLDERS AGREEMENTS

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

OTHER AGREEMENTS

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

COLLABORATION

Our Company has not entered into any collaboration with any third party as per regulation (VIII) B (1) (c) of part A Schedule VIII of SEBI (ICDR) Regulations, 2009.

REVALUATION OF ASSETS

Our Company has not revalued its assets since its incorporation.

STRATEGIC PARTNER

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

FINANCIAL PARTNER

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

INJUNCTIONS OR RESTRAINING ORDERS

There are no injunctions / restraining orders that have been passed against the company.

JOINT VENTURES

As on the date of this Draft Prospectus, there are no joint ventures of our Company.

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 Twenty Four (24) shareholders on date of the Draft Prospectus.

OUR MANAGEMENT

BOARD OF DIRECTORS

Under our Articles of Association, our Company is required to have not less than three (3) Directors and not more than Fifteen (15) Directors. Our Company currently has Six (6) Directors on Board. The following table sets forth current details regarding our Board of Directors:

Name, Father's name, Address, Occupation, Nationality, tenure & DIN	Age	Status of Directorship in our Company	Other Directorships
1.Mr. Jitendra Kumar Kaler S/o Mr. Sharwan Kumar Kaler 384 Shri Raj Villa, Ward No-27 Opposite Karshi Upaj Mandi, Bhagpat Colo Ny Sikar 332001 **Occupation**: Business **Nationality**: Indian **Tenure**: Five Years from 7th February, 2018 **DIN**: 08025425	24 Years	Managing Director	Nil
2. Mrs. Sohani Devi D/o Mr. Dhanna Ram Khinchar Industrial Area Kishan Colony Sikar 332001 RJ **Occupation**: Business **Nationality**: Indian **Tenure**: Five Years from 7th February, 2018 **DIN**: 02839191	43 Years	Whole Time Director	Nil
3. Mr. Bajrang Lal S/o Mr. Ratana Ram Village, Badalwas Kalero Ki Dhani Sikar, Rajashtan 332023 **Occupation**: Business **Nationality**: Indian **Tenure**: Retire by Rotation **DIN**: 02265335	48 Years	Executive and Non Independent Director	Rex Impex Private Limited
4. Mr. Rajendra Kaler S/o Mr. Sharwan Kumar Kaler Baghipat Colony, Opposite Krishi Mandi Ward No 17 Sikar 332001. **Occupation**: Business **Nationality**: Indian **Tenure**: Retire by Rotation **DIN**: 08032024	23 years	Non Executive and Non Independent Director	Nil
5. Mr. Anil Kumar S/o Mr. Jawahar Singh Deeplana Jhohra, Bhadwasi, Sikar, Rajasthan-332024. **Occupation**: Professional	42 years	Non Executive and Independent Director	Nil

Name, Father's name, Address, Occupation, Nationality, tenure & DIN	Age	Status of Directorship in our Company	Other Directorships
Nationality: Indian **Tenure**: Five Years w.e.f. 6th February, 2018 **DIN**: 08032217			
6. Mr. Subhash Meel S/o Mr. Ram Lal Singh Meel Ward No. 30, Piprali Road, Sikar, Rajasthan, 332001 **Occupation**: Professional **Nationality**: Indian **Tenure**: Five Years w.e.f. 6th February, 2018 **DIN**: 03572337	40 years	Non Executive and Independent Director	Shriram Competition Classes Private Limited

**Name of Mr. Bajrang Lal has been updated as Bagrang Lal on the website of Ministry of Corporate affairs.*

Note:
As on the date of the Draft Prospectus:

1. None of the above mentioned Directors are on the RBI List of willful defaulters as on date.

2. 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.

3. 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.

DETAILS OF DIRECTORS

Mr. Jitendra Kumar Kaler: aged 24 years, is a son of Mr. Sharwan Kumar Kaler, Promoter of the Company. He is Managing Director of our Company. He is Gradutate in Arts from PGDAV College. He is having more than 3 years of Experience in the field of Pipes and Cables. He looks after day-to-day routine operational activities of our Company and formulation of business policies, strategies etc. He guides company in its growth strategies. He has been on the board of Company February, 2018.

Mrs. Sohani Devi: aged 43 years is the Co Promoter of the Company. He is SSC educated and having more than 18 years experience in the field of Production/ manufacturing of PVC pipes. He has been associated with the Company since Incorporation.

Mr. Bajrang Lal: aged 48 years, is Executive Director and brother of one of Our Promoters, Mr. Sharwan Kumar Kaler, of our Company. He is SSC. He is having more than 15 years of Experience in Manufacturing and Trading of PVC Pipes and Cables. He looks day to day routine activities of our Company. He has been on the board of Company since October, 2016.

Mr. Rajendra Kaler: aged 23 years is a son of Mr. Sharwan Kumar Kaler, Promoter of the Company. He is B.Tech (Mechnical Engineering), Bachelor of Technology from Rajasthan Technical University kota, Tailor made Course on

IS 4985:2000 from Central Institute of Plastics Enginering & Technology and Certificate Course in Mechnical Drafting using AutoCAD. He is having more than 2 years experience in the field of Plastic Industry, and team management. He has been on the board of Company since January, 2018.

Mr. Anil Kumar: aged 42 years, is an Independent Director of our Company. He is Law Graduate. He has more than 10 year experience in the field of Legal, Business Development field. He has been on the board of Company since, February, 2018.

Mr. Sushil Meel: aged 40 years, is an Independent Director of our Company. He is graduate. He has more than 11 year experience in the field of organisation across strategy, Banking, Sales & Marketing Business Development Client relationship and team management. He has been on the board of Company since, February, 2018.

CONFIRMATIONS

None of the Directors is or was a director of any listed company during the last five years preceding the date of filing of the Draft Prospectus, whose shares have been or were suspended from being traded on the BSE or the NSE, during the term of their directorship in any such company.

None of the Directors is or was a director of any listed company which has been or was delisted from any recognized stock exchange in India during the term of their directorship in such company.

NATURE OF FAMILY RELATIONSHIP AMONG DIRECTORS

Mr. Jitendra Kumar Kaler and Mr. Rajendra Kaler are Brothers and both are son of Mrs. Sohani Devi and Mr. Bajrang Lal is the Brother in law of Mrs. Sohani Devi.

BORROWING POWERS OF THE DIRECTORS

Pursuant to a special resolution passed at Extra Ordinary General Meeting of our Company held on 6th February, 2018, consent of the members of our Company was accorded to the Board of Directors of our Company pursuant to Section 180 of the Companies Act, 2013 for borrowing from time to time any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company (apart from temporary loans obtained from our Company's bankers in the ordinary course of business) may exceed in the aggregate, the paid-up capital of our Company and its free reserves, provided however, the total amount so borrowed in excess of the aggregate of the paid-up capital of our Company and its free reserves shall not at any time exceed Rs. 150 Crores.

TERMS OF APPOINTMENT AND COMPENSATION OF OUR DIRECTORS

Name	**Mr. Jitendra Kumar Kaler**	**Mrs. Sohani Devi**
Designation	Managing Director	Whole Time Director
Period	Five years from 7th February, 2018	Five years from 7th February, 2018
Date of Appointment	7th February, 2018 as Managing Director	7th February, 2018 as Whole Time Director
Remuneration	**a) Remuneration** Rs. 50,000/- p.m. (Fifty thousands Only) with such annual increments / increases as may be decided from time to time. **b) Minimum Remuneration** **In the event of loss or inadequacy** of	**a) Remuneration** Rs. 25,000/- p.m. (Twenty Five Thousands eight Hundred Only) with such annual increments / increases as may be decided from time to time. **b) Minimum Remuneration**

	profits in any financial year during the tenure of the appointment. Appointee shall subject to the approval of the Central Government, if required, be paid remuneration by way of salaries and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in section IV of the Schedule V to the Companies Act, 2013, from time to time.	**In the event of loss or inadequacy** of profits in any financial year during the tenure of the appointment. Appointee shall subject to the approval of the Central Government, if required, be paid remuneration by way of salaries and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in section IV of the Schedule V to the Companies Act, 2013, from time to time.
Remuneration paid in FY 31st March, 2017	**Nil**	**Rs. 3.60 Lacs**

There is no definitive and /or service agreement that has been entered into between our Company and the directors in relation to their appointment.

NON - EXECUTIVE DIRECTORS

Currently, non-executive Directors are not being paid sitting fees.

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 Listing Agreement to be executed with the Stock Exchange and the SEBI Regulations, in respect of corporate governance including constitution of the Board and Committees thereof. The corporate governance framework is based on an effective independent Board, separation of 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. 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 Six (6) Directors. We have Three (3) Executive Non-Independent Director, and One (1) Non Executive and Non Independent Director and Two (2) Independent Non Executive Directors. The Chairman of the Board is Mr. Jitendra Kumar Kaler being Managing Director. 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

AUDIT COMMITTEE

Our Company has constituted an audit committee ("Audit Committee"), as per the provisions of Section 177 of the Companies Act, 2013 vide resolution passed in the meeting of the Board of Directors held on 7th February, 2018.

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

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Anil Kumar	Chairman	Independent Director
2.	Mr. Subhash Meel	Member	Independent Director
3.	Mrs. Sohani Devi	Member	Whole Time Director

Role of Audit Committee

The terms of reference of the Audit Committee are given below:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.
5. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
6. 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.
7. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
8. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:

    a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub section (3) of section 134 of the Companies Act, 2013.
    b. Changes, if any, in accounting policies and practices 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. Qualifications in the draft audit report.

9. Reviewing, with the management, the quarterly financial statements before submission to the board for approval
10. 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 utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
11. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
12. 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.
13. Discussion with internal auditors any significant findings and follow up there on.
14. 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.

15. 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.
16. 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.
17. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
18. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
19. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
20. Mandatorily reviews the following information:

a. Management discussion and analysis of financial condition and results of operations;
b. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
d. Internal audit reports relating to internal control weaknesses; and
e. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee

21. Review the Financial Statements of its subsidiary company, if any.
22. Review the composition of the Board of Directors of its Subsidiary Company, if any.
23. Review the Vigil mechanism (whistle blowing) policy.
24. Review the use/application of funds raised through an issue (public issues, right issues, preferential issues etc) on a quarterly basis as a part of the quarterly declaration of financial results. Further, review on annual basis statements prepared by the Company for funds utilized for purposes other than those stated in the offer document.

In addition, to carry out such other functions/powers as may be delegated by the Board to the Committee from time to time.

STAKEHOLDERS RELATIONSHIP COMMITTEE

Our Company has constituted a Stakeholders Relationship Committee ***("Stakeholders relationship committee")*** to redress the complaints of the shareholders. The Stakeholders Relationship Committee was constituted vide resolution passed at the meeting of the Board of Directors held on 7th February, 2018. The committee currently comprises of three (3) Directors. Mr. Subhash Meel is the Chairman of the Stakeholders relationship Committee.

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Subhash Meel	Chairman	Independent Director
2.	Mr. Anil Kumar	Member	Independent Director
3.	Mr. Rajendra Kaler	Member	Non Executive and Non Independent Director

Role of stakeholder Relationship committee

The Stakeholder Relationship Committee of our Board look into:

- The redressal of investors complaints viz. non-receipt of annual report, dividend payments etc.
- Matters related to share transfer, issue of duplicate share certificate, dematerializations.
- Also delegates powers to the executives of our Company to process transfers etc.

The status on various complaints received / replied is reported to the Board of Directors as an Agenda item.

NOMINATION AND REMUNERATION COMMITTEE

Our Company has constituted a Nomination and Remuneration Committee ("Nomination and Remuneration Committee") in terms of section 178 (3) of Companies Act, 2013. The Nomination and Remuneration Committee was constituted vide resolution passed at the meeting of the Board of Directors held on 7th February, 2018. The Committee currently comprises of three (3) Directors. Mr. Subhash Meel is the Chairman of the Nomination and Remuneration Committee.

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Subhash Meel	Chairman	Independent Director
2.	Mr. Anil Kumar	Member	Independent Director
3.	Mr. Rajendra Kaler	Member	Non Executive and Non Independent Director

The Company Secretary of our Company shall act as the Secretary to the Nomination and Remuneration Committee.

The terms of reference of the Nomination and Remuneration Committee are as follows:

- The Nomination and Remuneration committee recommends to the board the compensation terms of the executive Directors.
- The committee to carry out evolution of every director’s performance and recommend to the board his/her appointment and removal based on the performance.
- The committee to identify persons who may be appointed in senior management in accordance with the criteria laid down.
- Framing and implementing on behalf of the Board and on behalf of the shareholders, a credible and transparent policy on remuneration of executive directors including ESOP, Pension Rights and any compensation payment.
- Considering approving and recommending to the Board the changes in designation and increase in salary of the executive directors.
- Ensuring the remuneration policy is good enough to attract, retain and motivate directors.
- Bringing about objectivity in deeming the remuneration package while striking a balance between the interest of the Company and the shareholders.

Policy on Disclosures and Internal Procedure for Prevention of Insider Trading

Our Company undertakes to comply with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 after listing of our Company’s shares on the Stock Exchange. Our Company Secretary and Compliance Officer, Ms. Nikita Bhagwani 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.

SHAREHOLDING DETAILS OF THE DIRECTORS IN OUR COMPANY

As per the Articles of Association of our Company, a Director is not required to hold any qualification shares. The following table details the shareholding of our Directors as on the date of this Draft Prospectus:

Name of the Director	No. of Equity Shares	Pre-Issue percentage Shareholding
Mr. Sohani Devi	842500	13.59
Mr. Bajrang Lal Kaler	689250	11.12
TOTAL	**15,31,750**	**24.71**

INTEREST OF DIRECTORS

All the Directors of our Company may be deemed to be interested to the extent of sitting fees and/or other remuneration if any, payable to them for attending meetings of the Board or a committee thereof as well as to the extent of reimbursement of expenses if any payable to them under the Articles of Association. All the Directors may also be deemed to be interested in the Equity Shares of our Company, if any, held by them, their relatives or by the companies or firms or trusts in which they are interested as directors / members / partners or that may be subscribed for and allotted to them, out of the present Issue and also to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.

All the Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any other company in which they have direct /indirect interest or any partnership firm in which they are partners.

Our Directors may also be regarded interested to the extent of dividend payable to them and other distributions in respect of the Equity Shares, if any, held by them or by the companies / firms / ventures promoted by them or that may be subscribed by or allotted to them and the companies, firms, in which they are interested as Directors, members, partners and Promoters, pursuant to this Issue.

PROPERTY INTEREST

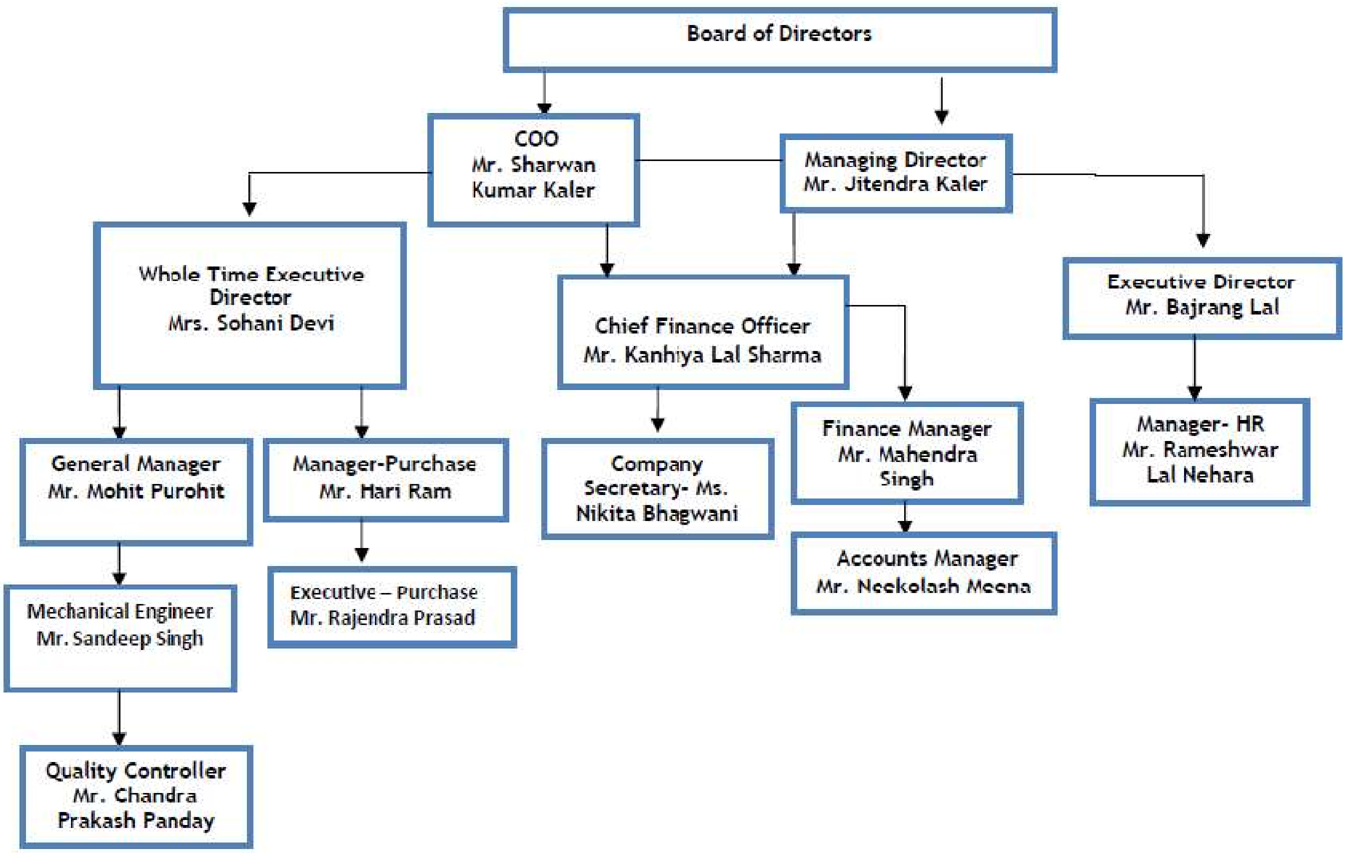
Except as disclosed in the section titled "Our Business" on page 122, our Promoters do not have any interest in any property acquired by or proposed to be acquired by our Company since incorporation.

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

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

Name	Date of Appointment	Date of Cessation	Reason
Mr. Bajrang Lal	25.10.2016	-	Appointment as Executive and Non Independent Director
Mr. Rajendra Kaler	13.01.2018	-	Appointment as Non Executive and Non Independent Director
Mr. Jitendra Kumar Kaler	13.01.2018	-	Appointment as Non Executive and Non Independent Director
Mr. Anil Kumar	06.02.2018	-	Appointment as an Independent Director
Mr. Subhash Meel	06.02.2018	-	Appointment as an Independent Director
Mr. Jitendra Kumar Kaler	07.02.2018	-	Appointment as Managing Director
Mrs. Sohani Devi	07.02.2018	-	Appointment as Whole Time Director
Mr. Sharwan Kumar Kaler	-	21.02.2018	Resignation

ORGANISATION STRUCTURE



KEY MANAGERIAL PERSONNEL

Our Company is managed by its Board of Directors, assisted by qualified professionals, in the respective field of finance/ capital market and corporate laws.

The following key personnel assist the Management of our Company:

Name	Date of Joining at Current Position	Designation	Functional Responsibilities	Qualification
Mr. Sharwan Kumar Kaler	13.01.2018	Chief Operating officer	Responsible for overall functioning of the company	BSC
Mr. Jitendera Kumar Kaler	07.02.2018	Managing Director	Responsible for overall function of the company	B.A.
Mr. Bajrang Lal Kaler	25.10.2016	Executive Director	Responsible for operations and daily working of the company	M.Com
Mr. Sohani Devi	07.02.2018	Whole Time Director	Responsible for operations and daily working of the company	SSC

Name	Date of Joining at Current Position	Designation	Functional Responsibilities	Qualification
			Human Resources	
Mr. Kanhiya Lal Sharma	07.02.2018	CFO	Taking care of entire gamut of Corporate Finance, Marketing, Strategies and Business Development	B.Com
Ms. Nikita Bhagwani	07.02.2018	Company Secretary	ROC,SEBI Compliance and drafting of day to day agreement etc.	ACS

BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL

Mr. Sharwan Kumar Kaler: aged 47 years is the promoter and Chief operating officer of the Company. He is Science Graduate from Rajasthan University. He has done Diploma in ITI. He looks after day to day business activitie of the Company. He is having more than 20 years experience in the field of Manufacturing pipes and cables. He has been associated with the Company since incorporation.

Mr. Jitendra Kumar Kaler: aged 24 years, is a son of Mr. Sharwan Kumar Kaler, Promoter of the Company. He is Managing Director of our Company. He is Gradutate in Arts from PGDAV College. He is having more than 3 years of Experience in the field of Pipes and Cables. He looks after day-to-day routine operational activities of our Company and formulation of business policies, strategies etc. He guides company in its growth strategies. He has been on the board of Company February, 2018.

Mr. Bajrang Lal: aged 48 years, is Executive Director and brother of one of Our Promoters, Mr. Sharwan Kumar Kaler, of our Company. He is SSC. He is having more than 15 years of Experience in Manufacturing and Trading of PVC Pipes and Cables. He looks day to day routine activities of our Company. He has been on the board of Company since October, 2016.

Mrs. Sohani Devi: aged 43 years is the Co Promoter of the Company. He is SSC educated and having more than 18 years experience in the field of Production/ manufacturing of PVC pipes. He has been associated with the Company since Incorporation.

Mr. Kanhiya Lal Sharma: is the Chief Financial officer of the Company. He is Commerce Graduate. He is having experience of More than 5 years in Accounts, Finance and Banking related field. He is associated with the Company since February, 2018 as CFO.

Ms. Nikita Bhagwani is Company Secretary & Compliance Officer of our Company. She is an associate member of Institute of Companies Secretaries of India and Commerce graduate. She is associated with our Company from February, 2018. Her scope of work and responsibilities includes vetting of agreements, preparation of minutes, drafting of resolutions, preparation and updating of various statutory registers, and compliance with the provisions of Companies Act, 2013.

FAMILY RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL

There is no family relationship between the key managerial personnel of our Company except that Mr. Sharwan Kumar Kaler is husband of Mrs. Sohani Devi and Father of Mr. Jitendra Kumar Kaler. Mr. Sharwan Kumar Kaler and Mr. Bajrang Lal Kaler are brothers. Mr. Bajrang Lal Kaler is brother in law of Mrs. Sohani Devi and Uncle of Mr. Jitendra Kumar Kaler.

ALL KEY MANAGERIAL PERSONNEL ARE PERMANENT EMPLOYEE OF OUR COMPANY

SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL

Apart from below mentioned shareholding of Key Managerial Personnel, none of the key managerial personnel holds any Equity Shares of our Company.

Name	Designation	Shares held
Mr. Sharwan Kumar Kaler	Chief Operating officer	18,42,500
Mrs. Sohani Devi	Whole Time Director	8,42,500
Mr. Bajrang Lal Kaler	Executive Director	6,89,250
	Total	**33,74,250**

BONUS OR PROFIT SHARING PLAN FOR THE KEY MANAGERIAL PERSONNEL

There is no profit sharing plan for the Key Managerial Personnel. Our Company makes bonus payments to the employees based on their performances, which is as per their terms of appointment.

LOANS TO KEY MANAGERIAL PERSONNEL

There are no loans outstanding against Key Managerial Personnel as on 30th November, 2017.

CHANGES IN KEY MANAGERIAL PERSONNEL OF OUR COMPANY DURING THE LAST THREE (3) YEARS

There are changes in the Key Managerial Employees of the Issuer during the last three (3) years are as follows.

Name	Date of Appointment	Date of Cessation	Reason
Mr. Sharwan Kumar Kaler	13.01.2018	-	Appointment
Mr. Jitendera Kumar Kaler	07.02.2018	-	Appointment
Mrs. Sohani Devi	07.02.2018	-	Appointment
Mr. Bajrag Lal Kaler	26.10.2016	-	Appointment
Mr. Kanhiya Lal Sharma	07.02.2018	-	Appointment
Ms. Nikita Bhagwani	07.02.2018	-	Appointment

EMPLOYEES STOCK OPTION SCHEME

Our Company does not have any Employee Stock Option Scheme/ Employee Stock Purchase Scheme as on the date of filing of this Draft Prospectus.

PAYMENT OR BENEFIT TO OUR OFFICERS

Except for the payment of normal remuneration for the services rendered in their capacity as employees of our Company, no other amount or benefit has been paid or given within the two (2) preceding years or intended to be paid or given to any of them.

OUR PROMOTERS

The Promoters of our Company are:

1. Mr. Sharwan Kumar Kaler;
2. Mrs. Sohani Devi;

DETAILS OF OUR PROMOTERS ARE AS UNDER

1. MR. SHARWAN KUMAR KALER

Mr. Sharwan Kumar Kaler aged 47 years is the promoter and Chief operating officer of the Company. He is Science Graduate from Rajasthan University. He has done Diploma in ITI. He looks after day to day business activitie of the Company. He is having more than 20 years experience in the field of Manufacturing pipes and cables. He has been associated with the Company since incorporation.

Identification

Name	Mr. Sharwan Kumar Kaler
Permanent Account Number	ADBPK0511E
Passport No.	K3418689
Voter ID	-
Driving License	RJ2319930005631
Bank Account Details	61124300487, State Bank of India, Industrial Area, Sikar
AADHAR Number	377194319487

2. MRS. SOHANI DEVI

Mrs. Sohani Devi aged 43 years is the Co Promoter of the Company. He is SSC educated and having more than 18 years experience in the field of Production/ manufacturing of PVC pipes. He has been associated with the Company since Incorporation.

Identification

Name	Mrs. Sohani Devi
Permanent Account Number	ABUPD3383N
Passport No.	-
Voter ID	-
Driving License	-
Bank Account Details	51040318890, State Bank of India, Industrial Area, Sikar
AADHAR Number	643789054085

For additional details on the age, background, personal address, educational qualifications, experience, positions/posts held in the past, terms of appointment as Directors and other directorships of our Promoters, please see the Chapter titled "Our Management" beginning on page 156 of this Draft Prospectus

For details of the build-up of our Promoters' shareholding in our Company, please see the chapter titled "Capital Structure" beginning on page 68 of this Draft Prospectus.

OTHER UNDERTAKINGS AND CONFIRMATIONS

Our Company undertakes that the details of Permanent Account Number, bank account number and passport number of the Promoter will be submitted to the SME platform of NSE Emerge Exchange, where the securities of our Company are proposed to be listed at the time of submission of Draft Prospectus.

COMMON PURSUITS OF OUR PROMOTER

Our Promoter does not have any common pursuits and are not engaged in the business similar to those carried out by our Company.

INTEREST OF THE PROMOTER

Interest in the promotion of Our Company

Our Promoter may be deemed to be interested in the promotion of the Issuer to the extent of the Equity Shares held by themselves as well as their relative and also to the extent of any dividend payable to them and other distributions in respect of the aforesaid Equity Shares. Further, our Promoter may also be interested to the extent of Equity Shares held by or that may be subscribed by and allotted to companies and firms in which either of them are interested as a director, member or partner. In addition, our Promoter, being Director may be deemed to be interested to the extent of fees, if any, payable for attending meetings of the Board or a committee thereof as well as to the extent of remuneration and reimbursement of expenses, if any, payable under our Articles of Association and to the extent of remuneration, if any, paid for services rendered as an officer or employee of our Company as stated in section titled *"Our Management"* on page 156 of this Draft Prospectus.

Interest in the property of our Company

Our Promoter does not have any interest in any property acquired by or proposed to be acquired by our Company since incorporation except as stated in section titled *"Our Business"* on page 122 of this Draft Prospectus.

Interest as Member of our Company

As on the date of this Draft Prospectus, our Promoter and Promoter Group collectively hold 46,15,900 Equity Shares of our Company and is therefore interested to the extent of their shareholding and the dividend declared, if any, by our Company. Except to the extent of shareholding of the Promoter in our Company and benefits as provided in the section titled '*Terms of appointment and compensation of our Directors*' on page 158, our Promoter does not hold any other interest in our Company.

Also see "Our Management-Interest of Directors" on page 163 of Draft Prospectus.

PAYMENT AMOUNTS OR BENEFIT TO OUR PROMOTER DURING THE LAST TWO YEARS

No payment has been made or benefit given to our Promoter in the two years preceding the date of the Draft Prospectus except as mentioned / referred to in this chapter and in the section titled 'Our Management', 'Financial Information' and 'Capital Structure' on page 156, 175 and 68 respectively of this Draft Prospectus. Further as on the date of the Draft Prospectus, there is no bonus or profit sharing plan for our Promoter.

CONFIRMATIONS

For details on litigations and disputes pending against the Promoter and defaults made by them, please refer to the section titled *"Outstanding Litigation and Material Developments"* on page 223 of the Draft Prospectus. Our Promoters have not been declared a willful defaulter by the RBI or any other governmental authority and there are no violations of securities laws committed by our Promoter in the past or are pending against them.

RELATED PARTY TRANSACTIONS

Except as disclosed in the section titled *"Related Party Transactions"* beginning on page 173, our Company has not entered into any related party transactions with our Promoters.

OUR PROMOTER GROUP / GROUP COMPANIES / ENTITIES

PROMOTER GROUP INDIVIDUALS

The following natural persons (being the immediate relative of our Promoter) form part of our Promoter Group:

Relatives of Promoters:

Relationship	Mr. Sharwan Kumar Kaler	Mrs. Sohani Devi
Spouse	Mrs.Sohani Devi	Mr. Sharwan Kumar Kaler
Father	Lt. Ratna Kumar Kaler	Lt. Dhanna Ram Khichar
Mother	Lt. Singari Devi	Mrs. Chawali Devi
Brother	Mr. Amra Ram, Mr. Harji Ram, Mr. Triloka Ram, Mr. Sultan Singh, Mr. Raghunath Kaler, Mr. Bajrag Lal	Mr. Mohan Lal Khinchar, Mr. Sukhdeva Ram Khinchar
Sister	-	Mrs. Parmeshwari Devi
Son	Mr. Rajendra Kaler, Mr. Jitendra Kumar Kaler	Mr. Rajendra Kaler, Mr. Jitendra Kumar Kaler
Daughter	-	-
Spouse's father	Lt. Dhanna Ram Khichar	Lt. Ratna Kumar Kaler
Spourse's Mother	Mrs. Chawali Devi	Lt. Singari Devi
Spouse's Sister	Mrs. Parmeshwari Devi	-
Spouse's Brother	Mr. Mohan Lal Khinchar, Mr. Sukhdeva Ram Khinchar	Mr. Amra Ram, Mr. Harji Ram, Mr. Triloka Ram, Mr. Sultan Singh, Mr. Raghunath Kaler, Mr. Bajrag Lal

Mrs. Dhanni Devi Kaler and Mrs. Kohil Devi have been considered as part of Promoter Group being person Acting in concert with Promoter and their shareholding have been included in the Promoter Group.

Mr. Amra Ram, Mr. Harji Ram, Mr. Triloka Ram, Mr. Sultan Singh, Mrs. Chawali Devi, Mrs. Parmeshwari Devi, Mr. Mohan Lal Khinchar, Mr. Sukhdeva Ram Khinchar being immediate relatives of our Promoters do not form part of the Promoter Group of the Company. Moreover, they do not own shareholding in our Company and are also not involved in the business of our Company. Our Promoters has submitted that the information related to them and/or business/financial interest held by these relatives is not accessible for the purpose of disclosure in the Draft Prospectus/Prospectus and consequently, their entities should not be considered to be part of the "Promoter Group" and "Group Companies. Therefore, though there are no formal disassociation arrangements they are not treated as part of Promoter Group and the disclosures made in this Draft Prospectus are limited to the extent of Information that has been made available by our Promoters in relation to promoter Group and Group Companies.

PROMOTER GROUP COMPANIES AND ENTITIES

As specified in clause 2 (zb) of the SEBI Regulation, the companies, HUFs, partnership firms and other entities, that form part of our Promoter Group are as follows:

S.No.	Name of Entity
1.	M/s Rex Impex Pvt. Ltd.
2.	M/s Supreme Industries

S.No.	Name of Entity
3.	M/s Raj Industries
4.	M/s J.K. Polymers
5.	M/s Rex Pumps Private Limited

RELATIONSHIP OF PROMOTERS WITH OUR DIRECTORS

Promoters	Directors	Relationship
Mr. Sharwan Kumar Kaler	Mrs. Sohani Devi	Husband of Mrs. Sohani Devi
Mr. Sharwan Kumar Kaler	Mr. Jitendra Kumar Kaler	Father of Mr. Jitendra Kumar Kaler
Mr. Sharwan Kumar Kaler	Mr. Rajendra Kaler	Father of Mr. Rajendra Kaler
Mr. Sharwan Kumar Kaler	Mr. Bajrag Lal	Brother of Mr. Bajrag Lal
Mrs. Sohani Devi	Mr. Sharwan Kumar Kaler	Wife of Mr. Sharwan Kumar Kaler
Mrs. Sohani Devi	Mr. Jitendra Kumar Kaler	Mother of Mr. Jitendra Kumar Kaler
Mrs. Sohani Devi	Mr. Rajendra Kaler	Mother of Mr. Rajendra Kaler
Mrs. Sohani Devi	Mr. Bajrag Lal	Husband's brother

GROUP ENTITIES OF OUR COMPANY

As per the requirements of SEBI (ICDR) Regulations, for the purpose of identification of 'group companies/ entities', our Company has considered companies as covered under the applicable accounting standards (i.e. Accounting Standard 18 issued by the Institute of Chartered Accountants of India) on a consolidated basis, or other companies as considered material by our Board. Pursuant to a resolution of our Board dated 9th April, 2018, for the purpose of disclosure in offer documents for the Issue, a company shall be considered material and will be disclosed as a Group Entity if such company forms part of the Promoter Group, and our Company has entered into one or more transactions with such company in the previous audit fiscal year / period cumulatively exceeding 20% of the total revenue of our Company for such fiscal.

Based on the above, our Company do not have any group entities.

COMMON PURSUITS

M/s Rex Impex Pvt. Ltd., M/s Supreme Industries, M/s Raj Industries, M/s J.K. Polymers, M/s Rex Pumps Private Limited, Promoter Group entities are engaged in the business similar to those carried out by our Company.

LITIGATION/ DEFAULTS

For details relating to legal proceedings involving the Promoters and Members of the Promoter Group, see the section titled "Outstanding Litigation and Material Developments" beginning on page 223 of this Draft Prospectus.

DISASSOCIATION WITH COMPANIES/FIRMS BY THE PROMOTERS OF OUR COMPANY DURING THE PRECEDING THREE (3) YEARS

Except as disclosed below, Our Promoters have not disassociated with any of entity during the preceding three (3) years from the date of Draft Prospectus.

S.No.	Name of Entity	Reason for Disassociation	Date of Disassociation
Mr. Sharwan Kumar Kaler			
1.	M/s. Rex Pipes and Cables Industries Ltd	Resignation as Director	21.02.2018

2.	M/s. Rex Metal private Limited	Strike off	Compulsory Strike off*

*Registrar of Companies has struck off the Company.

INTEREST OF PROMOTER GROUP COMPANIES

Our Promoter Group companies are interested parties to the extent of their shareholding in the Company, if any dividend and distributions which may be made by the Company in future and to the extent of the related party transactions disclosed in the section titled *"Related Party Transactions"* beginning on page 173 of the Draft Prospectus.

RELATED BUSINESS TRANSACTION WITHIN THE GROUP AND SIGNIFICANCE ON FINANCIAL PERFORMANCE

There is no business transactions between our Company and the Promoter Group Companies except as stated on page 173 under section titled as *"Related Party Transactions"*.

SALE OR PURCHASE BETWEEN OUR COMPANY AND OUR PROMOTER GROUP COMPANIES

There are no sales or purchases between our Company and any company in the Promoter Group exceeding 10% of the sales or purchases of our Company except as stated on page 173 under section titled as *"Related Party Transactions"*.

SICK COMPANIES

There are no Companies in our group listed above which have been declared as a sick company under the SICA. There are no winding up proceedings against any of Promoter Group Companies. The Promoter Group Companies do not have negative net worth. Further, no application has been made by any of them to RoC to strike off their names.

CONFIRMATION

Our Promoters and persons forming part of Promoter Group have confirmed that they have not been declared as willful defaulters by the RBI or any other governmental authority and there are no violations of securities laws committed by them in the past and no proceedings pertaining to such penalties are pending against them. Additionally, none of the Promoters and persons forming part of Promoter Group has been restrained from accessing the capital markets for any reasons by SEBI or any other authorities. None of the Promoter or Group Companies has a negative net worth as of the date of the respective last audited financial statements.

RELATED PARTY TRANSACTIONS

For details on Related Party Transactions of our Company, please refer to Annexure 26 of restated financial statement under the section titled "*Financial Information*" on page 175 of the Draft Prospectus.

DIVIDEND POLICY

Under the Companies Act, our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the General Meeting. The shareholders of our Company have the right to decrease not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends.

There are no dividends declared by our Company in the preceding five financial years.

Our Company does not have any formal dividend policy for the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

SECTION V - FINANCIAL INFORMATION

PART A - Financial Information of Our Company

Independent Auditors' Report

To,
The Board of Directors,
Rex Pipes and Cables Industries Limited
(U31300RJ2002PLC017714)
F-69A, Rico Industrial Area,
Sikar, Rajasthan-332 001.

Dear Sirs,

We have examined the Financial Information ofRex Pipes and Cables Industries Limited (the Company‘) described below and annexed to this report for the purpose of inclusion in the offer document. The Financial Information has been prepared in accordance with the requirements of paragraph B (1) of Part II of Schedule II to the Companies Act, ('the Act'), The Securities and Exchange Board of India (SEBI) - Issue of Capital and Disclosure Requirements Regulations, 2009 ('ICDR Regulations') notified on 26th August, 2009, the Guidance Note on Reports in Company Prospectuses (Revised) issued by the Institute of Chartered Accountants of India (ICAI) and in terms of the engagement agreed upon by us with the Company.

The Financial Information has been approved by its Board of Directors.

Audit for the financial years ended 31st March, 2013 and 31st March, 2014, 31st March, 2015, 31st March, 2016, 31st March, 2017and for period ended 30th November, 2017 was conducted by M/s. A Khan& Co., Chartered Accountantsand accordingly reliance has been placed on the financial information examined by them for the said years / periods.

In terms of Schedule VIII, Clause IX (9) of the SEBI (ICDR) Regulations, 2009 and other provisions relating to accounts of Rex Pipes and Cables IndustriesLimited, We, M/s. Ramanand & Associates, Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board' of the ICAI.

A. Financial Information as per Audited Financial Statements:

We have examined:

a. the attached Statement of Assets and Liabilities, as Restated as at year / period ended March 31, 2013, 2014, 2015,2016, 2017and November 30, 2017 (Annexure 1);

b. the attached Statement of Profits and Losses, as Restated for the year / period ended March 31, 2013, 2014, 2015,2016, 2017 and November 30, 2017 (Annexure 2);

c. the attached Statement of Cash Flows, as Restated for the year / period ended March 31, 2013, 2014, 2015,2016,2017 and November 30, 2017 (Annexure 3);

d. the significant accounting policies adopted by the Company and notes to the Restated Financial Statements along with adjustments on account of audit qualifications / adjustments / regroupings. (Annexure 4);

(Collectively hereinafter referred as "Restated Financial Statements")

The Restated Financial Statements have been extracted from audited Financial Statements of the Company for the year / period ended March 31, 2013, 2014, 2015,2016, 2017 andNovember 30, 2017 which have been approved by the Board of Directors.

Based on our examination and in accordance with the requirements of the Act, ICDR Regulations, we state that:

- Restated Statement of Assets and Liabilities of the Company as at March 31, 2013, 2014, 2015,2016, 2017 and November 30, 2017 are as set out in Annexure 1, which are after making such material adjustments and regroupings as, in our opinion are appropriate, and are to be read with the significant accounting policies and notes thereon in Annexure 4;

- Restated Statement of Profits and Losses of the Company for the year / period ended March 31, 2013, 2014, 2015, 2016, 2017 and November 30, 2017 are as set out in Annexure 2, which have been arrived at after making such material adjustments and regroupings to the audited financial statements as, in our opinion are appropriate, and are to be read with the significant accounting policies and notes thereon in Annexure 4;

- Restated Statement of Cash Flows of the Company for the year / period ended March 31, 2013, 2014, 2015, 2016, 2017 and November 30, 2017 are as set out in Annexure 3 after making such material adjustments and regroupings;

- Adjustments for any material amounts in the respective financial years have been made to which they relate; and

- There are no Extra-ordinary items that need to be disclosed separately in the Restated Summary Statements or Auditor's qualification requiring adjustments.

- Adjustments in Financial Statements has been made in accordance with the correct accounting policies.

- There was no change in accounting policies, which needs to be adjusted in the “Restated Financial Statements”.

- There are no revaluation reserves, which need to be disclosed separately in the “Restated Financial Statements”.

- There are no audit qualifications requiring adjustments.

B. Other Financial Information:

We have also examined the following Financial Information relating to the Company, which is based on the Restated Financial Statements and approved by the Board of Directors of the Company and annexed to this report, is proposed to be included in the Offer Document:

1. Statement of Details of Reserves & Surplus as at March 31, 2013, 2014, 2015,2016, 2017 and November 30, 2017 as set out in **Annexure 5** to this report.
2. Statement of Accounting Ratios for the year / period ended on March 31, 2013, 2014, 2015,2016, 2017 and November 30, 2017 as set out in **Annexure 6** to this report.
3. Capitalization Statement as atNovember 30, 2017as set out in **Annexure 7** to this report.
4. Statement of Tax Shelters for the yearended on March 31, 2013, 2014, 2015,2016 and 2017 as set out in **Annexure 8** to this report.
5. Statement of Long Term Borrowings for the year / period ended on March 31, 2013, 2014, 2015,2016, 2017 and November 30, 2017as set out in **Annexure 9** to this report.

6. Statement of Short Term Borrowings for the year / period ended on March 31, 2013, 2014, 2015,2016, 2017 and November 30, 2017as set out in **Annexure 10** to this report.
7. Statement of Details of Current Liabilities & Provisions of the Company for the year / period ended on March 31, 2013, 2014, 2015,2016, 2017 and November 30, 2017as set out in **Annexure 11**to this report.
8. Statement of Details of Tangible Assets of the Company for the year / period ended on March 31, 2013, 2014, 2015,2016, 2017 and November 30, 2017 as set out in **Annexure 12**to this report.
9. Statement of Details of Intangible Assets of the Company for the year / period ended on March 31, 2013, 2014, 2015,2016, 2017 and November 30, 2017 as set out in **Annexure 13**to this report.
10. Statement of Details of Long Term Loans & Advances of the Company for the year / period ended on March 31, 2013, 2014, 2015,2016, 2017 and November 30, 2017 as set out in **Annexure 14**to this report.
11. Statement of Details of Inventories of the Company for the year / period ended on March 31, 2013, 2014, 2015,2016, 2017 and November 30, 2017 as set out in **Annexure 15**to this report.
12. Statement of Details of Trade Receivables of the Company for the year / period ended on March 31, 2013, 2014, 2015,2016, 2017 and November 30, 2017 as set out in **Annexure 16**to this report.
13. Statement of Details of Cash and Bank Balances of the Company for the year / period ended on March 31, 2013, 2014, 2015,2016, 2017 and November 30, 2017 as set out in **Annexure 17**to this report.
14. Statement of Details of Short Term Loans & Advances as at March 31, 2013, 2014, 2015,2016, 2017 and November 30, 2017as set out in **Annexure 18**to this report.
15. Statement of Details of Revenue from Operations of the Company for the year / period ended on March 31, 2013, 2014, 2015,2016, 2017 and November 30, 2017as set out in **Annexure 19**to this report.
16. Statement of Details of Other Income of the Company for the year / period ended on March 31, 2013, 2014, 2015,2016, 2017 and November 30, 2017set out in **Annexure 20**to this report.
17. Statement of Details of Cost of Materials Consumed of the Company for the year / period ended on March 31, 2013, 2014, 2015,2016, 2017 and November 30, 2017 set out in **Annexure 21**to this report.
18. Statement of Details of Changes in Inventories of the Company for the year / period ended on March 31, 2013, 2014, 2015,2016, 2017 and November 30, 2017 set out in **Annexure 22**to this report.
19. Statement of Details of Employee Benefit Expensesof the Company for the year / period ended on March 31, 2013, 2014, 2015,2016, 2017 and November 30, 2017 set out in **Annexure 23**to this report.
20. Statement of Details of Manufacturing Administrative, Selling and Other Expensesof the Company for the year / period ended on March 31, 2013, 2014, 2015,2016, 2017 and November 30, 2017set out in **Annexure 24**to this report.
21. Statement of Details of Financial Expensesof the Company for the year / period ended on March 31, 2013, 2014, 2015,2016, 2017 and November 30, 2017 set out in **Annexure 25**to this report.
22. Statement of Details of Related Party Transactions of the Company for the year / period ended on March 31, 2013, 2014, 2015,2016, 2017 and November 30, 2017as set out in **Annexure 26** to this report.

In our opinion, the "Restated Financial Statements" and "Other Financial Information" mentioned above contained in Annexure 1 to 26 of this report have been prepared in accordance with Part II of Schedule II to the Act, the SEBI Guidelines and the Guidance Note on the reports in Company Prospectuses (Revised) issued by the Institute of Chartered Accountants of India (ICAI).

Consequently the financial information has been prepared after making such regroupings and adjustments as were, in our opinion, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.

This report should not in any way be construed as a reissuance or redating of the previous audit report, nor should this be construed as a new opinion on any of the financial statements referred to herein.

We have no responsibility to update our report for events and circumstances occurring after the date of the report.

This report is intended solely for your information and for inclusion in the Offer Document in connection with the proposed IPO of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For Ramanand& Associates.
Chartered Accountants
Firm Registration No.-117776W
Sd/-
Ramanand Gupta
Partner
Membership No. 103975
Place: Mumbai
Date: 11th April, 2018

ANNEXURE-01

STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED

(Rs. In Lacs)

Particulars	30.11.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Equity & Liabilities						
Shareholders' Funds						
Share Capital	248.00	248.00	248.00	248.00	248.00	53.00
Reserve & Surplus	544.11	456.61	401.12	361.74	319.32	276.45
Total (A)	**792.11**	**704.61**	**649.12**	**609.74**	**567.32**	**329.45**
Non Current Liabilities						
Share Application Money	-	-	-	-	-	0.05
Long Term Borrowings	17.46	28.71	266.05	312.98	407.74	506.34
Deferred Tax Liabilities (Net)	-	-	-	-	-	-
Other Long Term Liabilities	-	-	-	-	-	-
Long Term Provisions	-	-	-	-	-	-
Total (B)	**17.46**	**28.71**	**266.05**	**312.98**	**407.74**	**506.39**
Current Liabilities						
Short Term Borrowings	674.67	750.27	687.18	712.89	502.52	529.61
Trade Payables	646.92	498.91	245.25	199.94	464.53	271.38
Other Current Liabilities	147.56	32.46	13.15	14.44	2.16	5.36
Short Term Provisions	34.93	27.66	21.40	15.35	6.74	5.99
Total (C)	**1,504.08**	**1,309.30**	**966.98**	**942.62**	**975.95**	**812.34**
Total (D=A+B+C)	**2,313.65**	**2,042.62**	**1,882.15**	**1,865.34**	**1,951.01**	**1,648.18**
Assets						
Non Current Assets						
Fixed Assets:						
(i) Tangible Assets	524.04	549.53	571.58	609.77	665.95	713.33
(ii) Intagible Assets	0.42	0.51	0.69	0.57	0.78	1.04
(iii) Capital Work in Progress	-	-	-	-	-	-
(iv) Intangible Assets under development	-	-	-	-	-	-
Long Term Loans & Advances	12.32	12.11	13.09	10.26	8.75	5.89
Non Current Investments	-	-	-	-	-	-
Deferred Tax Assets (Net)	-	-	-	-	-	-
Other Non Current Assets	7.83	1.06	1.59	2.37	0.50	0.70
Total (E)	**544.61**	**563.21**	**586.95**	**622.97**	**675.98**	**720.96**
Current Assets						
Current Investments	-	-	-	-	-	-
Inventories	388.45	456.95	488.01	396.17	548.33	463.50

Particulars	30.11.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Trade Receivables	1,163.82	899.83	668.81	744.20	647.88	402.75
Cash & Bank Balances	76.30	53.40	72.26	73.97	33.54	52.39
Short Term Loans & Advances	140.47	69.23	66.12	28.03	45.28	8.58
Other Current Assets	-	-	-	-	-	-
Total (F)	**1,769.04**	**1,479.41**	**1,295.20**	**1,242.37**	**1,275.03**	**927.22**
Total (G=E+F)	**2,313.65**	**2,042.62**	**1,882.15**	**1,865.34**	**1,951.01**	**1,648.18**

ANNEXURE-02

STATEMENT OF PROFIT AND LOSS, AS RESTATED

(Rs. In Lacs)

Particulars	30.11.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Income						
Revenue from Operations	2,513.95	2,439.81	2,374.23	2,588.20	2,680.34	2,749.55
Other Income	21.51	70.89	72.59	55.71	64.27	44.61
Total	**2,535.46**	**2,510.70**	**2,446.82**	**2,643.91**	**2,744.61**	**2,794.16**
Expenditure						
Cost of Materials Consumed	1,500.40	1,237.63	1,217.32	1,331.72	1,490.40	1,441.44
Purchases of Stock in Trade	620.10	780.90	820.57	721.07	789.96	942.68
Changes in Inventories of Stock in Trade	24.15	47.41	(89.84)	71.46	(31.51)	(67.65)
Employee Benefit Expenses	62.69	71.90	68.82	69.83	75.82	68.25
Manufacturing, Administrative, Selling and Other Expenses	111.48	111.74	139.16	149.31	150.76	141.54
Total	**2,318.82**	**2,249.58**	**2,156.03**	**2,343.39**	**2,475.43**	**2,526.26**
Profit before Depreciation, Interest and Tax	**216.64**	**261.12**	**290.79**	**300.52**	**269.18**	**267.90**
Depreciation & Amortisations	32.26	57.66	68.85	83.89	77.79	87.39
Profit before Interest & Tax	**184.38**	**203.46**	**221.94**	**216.63**	**191.39**	**180.51**
Financial Expenses	61.94	118.19	161.17	158.84	141.79	149.10
Exceptional Items	-	-	-	-	-	
Net Profit before Tax	**122.44**	**85.27**	**60.77**	**57.79**	**49.60**	**31.41**
Less: Provision for Taxes:						
Current Tax	34.94	29.78	21.40	15.35	6.74	5.99
Deferred Tax	-	-	-	-	-	-
Net Profit After Tax & Before Extraordinary Items	**87.50**	**55.49**	**39.37**	**42.44**	**42.86**	**25.42**
Extra Ordinary Items	-	-	-	-	-	-
Net Profit	**87.50**	**55.49**	**39.37**	**42.44**	**42.86**	**25.42**

ANNEXURE-03

STATEMENT OF CASH FLOW, AS RESTATED

(Rs. In Lacs)

Particulars	30.11.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
CASH FLOW FROM OPERATING ACTIVITIES						
Net profit before taxes	122.44	85.27	60.77	57.79	49.60	31.41
Adjustment for:						
Add: Depreciation & Amortisatons	32.26	57.66	68.85	83.89	77.79	87.39
Add: Financial Expenses	61.94	118.19	161.17	158.84	141.79	149.10
Add: Preliminary Expenses Written Off.	0.36	0.53	0.78	0.78	0.20	0.24
Add / (Less): Loss / (Profit) on Sale of Assets			(2.91)			
Operating Profit before Working capital changes	**217.00**	**261.65**	**288.66**	**301.30**	**269.38**	**268.14**
Adjustments for:						
Decrease (Increase) in Inventories	68.50	31.06	(91.84)	152.16	(84.83)	(158.57)
Decrease (Increase) in Trade & Other Receivables	(263.99)	(231.02)	75.39	(96.32)	(245.13)	(102.21)
Decrease (Increase) in Short Term Loans & Advances (Excl Taxes)	(70.08)	(3.69)	(0.39)	20.39	(35.46)	19.64
Increase (Decrease) in Trade Payables	148.01	253.66	45.31	(264.59)	193.15	162.82
Increase (Decrease) in Short Term Provisions (Excl Taxes)	-	-	-	-	-	-
Increase (Decrease) in Other Current Liabilities	115.10	19.31	(1.29)	12.28	(3.20)	(1.55)
Net Changes in Working Capital	**(2.46)**	**69.32**	**27.18**	**(176.08)**	**(175.47)**	**(79.87)**
Cash Generated from Operations	214.54	330.97	315.84	125.22	93.91	188.27
Taxes	(28.83)	(22.94)	(53.05)	(9.88)	(7.23)	(1.25)
Net Cash Flow from Operating Activities (A)	**185.71**	**308.03**	**262.79**	**115.34**	**86.68**	**187.02**
CASH FLOW FROM INVESTING ACTIVITIES						
Sale /(Purchase) of Fixed Assets and CWIP	(6.68)	(35.43)	(27.87)	(27.52)	(30.15)	(103.40)
Decrease (Increase) in Investments	-	-	-	-	-	-
Net Cash Flow from Investing Activities (B)	**(6.68)**	**(35.43)**	**(27.87)**	**(27.52)**	**(30.15)**	**(103.40)**
CASH FLOW FROM FINANCING ACTIVITIES						
Issue of share capital and Proceeds / (Refund) from Share Application Money	-	-	-	-	194.95	-
Interest & Finance Charges	(61.94)	(118.19)	(161.17)	(158.84)	(141.79)	(149.10)
Preliminary Expenses Incurred	(7.12)	-	-	(2.65)	-	(0.42)
Increase / (Repayment) of Long Term Borrowings	(11.25)	(237.34)	(46.93)	(94.76)	(98.60)	(134.56)
Increase / (Repayment) of Short Term Borrowings	(75.60)	63.09	(25.71)	210.37	(27.09)	226.12
Decrease (Increase) in Long Term Loans & Advances	(0.21)	0.98	(2.83)	(1.51)	(2.86)	(1.54)

Particulars	30.11.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Net Cash Flow from Financing Activities (C)	(156.12)	(291.46)	(236.64)	(47.39)	(75.39)	(59.50)
Net Increase / (Decrease) in Cash & Cash Equivalents	22.91	(18.86)	(1.72)	40.43	(18.86)	24.12
Cash and cash equivalents at the beginning of the year / Period	53.39	72.25	73.96	33.53	52.39	28.25
Cash and cash equivalents at the end of the year/ Period	76.30	53.39	72.25	73.96	33.53	52.39

Annexure-04

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNT FOR PREPARATION OF RESTATED FINANCIAL STATEMENT

A. SIGNIFICANT ACCOUNTING POLICIES:

1. Basis of Preparation of Financial Statements

a. The Restated Financial Information for the year / period ended on March 31, 2013, 2014, 2015,2016, 2017 and November 30, 2017has been extracted by the management of the Company from the audited financial statements of the company for the year / period ended on March 31, 2013, 2014, 2015,2016, 2017 and November 30, 2017.

b. The Restated Financial Information are after making adjustments/ restatements and regrouping as necessary in accordance with paragraph B(1) of Part II of Schedule II of The Companies Act and SEBI Regulations.

c. The Financial Statements have been prepared under Historical Cost conventions and in accordance with the Generally Accepted Accounting Principles ('GAAP') applicable in India, Companies (Accounting Standard) Rules, 2006 notified by Ministry of Company Affairs and Accounting Standards issued by the Institute of Chartered Accountants of India as applicable and relevant provisions of the Companies Act, 1956 & 2013.

d. The company generally follows the mercantile system of accounting and recognizes significant items of income and expenditure on accrual basis.

2. Use of Estimates

The preparation of Financial Statements in conformity with GAAP requires that the management of the Company makes estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. Examples of such estimates include the useful lives of fixed assets and intangible assets, provision for doubtful debts / advances, future obligations in respect of retirement benefit plans, etc. Actual results could differ from these estimates. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized. Management believes that the estimates used in preparation of financial statements are prudent and reasonable.

3. Fixed Assets and Depreciation

i. Fixed Assets are shown at historical cost net of recoverable taxes inclusive of incidental expenses less accumulated depreciation.
ii. Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated depreciation.
ii. Depreciation on fixed assets is provided using the rates arrived at based on the rates prescribed in the Schedule III to the Companies Act, 2013.
iii. Depreciation on fixed assets sold during the year, is provided on pro-rata basis with reference to the date of addition/deletion.

4. Revenue Recognition

Revenue is recognized only when it is probable that economic benefits will flow to the company and revenue can be reliably measured.

Revenue from sale of productsis recognized as and when substantial risk and rewards are transferred to buyer.

Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

5. Investments

Current investments are carried at lower of cost and quoted/fair value, computed category wise. Long Term Investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary.

6. Impairment of Assets

As on Balance Sheet date, the Company reviews the carrying amount of Fixed Assets to determine whether there are any indications that those assets have suffered “Impairment Loss”. Impairment loss, if any, is provided to the extent, the carrying amount of assets exceeds their recoverable amount. Recoverable amount is higher of an asset’s net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from continuing use of an asset and from its disposal at the end of its useful life.

7. Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that takes necessarily substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

8. Taxation

Tax expenses for the year comprise of current tax and deferred tax. Current tax is measured after taking into consideration the deductions and exemptions admissible under the provision of Income Tax Act, 1961 and in accordance with Accounting Standard 22 on “Accounting for Taxes on Income”, issued by ICAI.

Deferred Tax assets or liabilities are recognized for further tax consequence attributable to timing difference between taxable income and accounting income that are measured at relevant enacted tax rates. At each Balance Sheet date the company reassesses unrecognized deferred tax assets, to the extent they become reasonably certain or virtually certain of realization, as the case may be.

9. Leases

Finance Lease

Leases, which effectively transfer to the company all the risks and benefits incidental to ownership of the leased item, are classified as Finance Lease. Lease rentals are capitalized at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as leased assets. Lease payments are apportioned between the finance charges and reduction of the lease liability based on the implicit rate of return. Finance charges are charged directly against income life of the assets at the following rates

Operating Lease

Lease where the lesser effectively retains substantially all risks and benefits of the asset are classified as Operating lease. Operating lease payments are recognized as an expense in the Profit & Loss account on a Straight Line Basis over the Lease term.

10. Preliminary Expenses

Preliminary expenses are amortized as per AS-26 issued by ICAI.

11. Earnings per Share

In determining the Earnings Per share, the company considers the net profit after tax includes any post tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period.

The number of shares used in computing Diluted earnings per share comprises the weighted average number of shares considered for computing Basic Earnings per share and also the weighted number of equity shares that would have been issued on conversion of all potentially dilutive shares.

In the event of issue of bonus shares, or share split the number of equity shares outstanding is increased without an increase in the resources. The number of Equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported.

12. Contingent Liabilities & Provisions

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made.
Contingent Liability is disclosed for:

a. Possible obligation which will be confirmed only by future events not wholly within the control of the company, or
b. Present obligations arising from the past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.
c. Contingent Assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized.

13. Foreign Exchange Transactions

i. Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.
ii. Monetary items denominated in foreign currencies at the year end are restated at year-end rates. In case of items, which are covered by forward exchange contracts, the difference between the year end rate and rate on the date of the contract is recognized as exchange difference and the premium paid on forward contracts is recognized over the life of the contract.
iii. Non-monetary foreign currency items are carried at cost.
iv. In respect of branches, which are integral foreign operations, all transactions are translated at rates prevailing on the date of transaction or that approximates the actual rate at the date of transaction. Branch monetary assets and liabilities are restated at the year-end rates.
v. Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Profit and loss account except in case of long-term liabilities, where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

B. CHANGES IN ACCOUNTING POLICIES IN THE YEARSCOVERED IN THE RESTATED FINANCIALS.

There is no change in significant accounting policies during the reporting period. Further Accounting Policies has been changed as and when Accounting Standards issued by the Institute of Chartered Accountants of India / Companies (Accounting Standard) Rules, 2006 were made applicable on the relevant dates.

C. NOTES ON RESTATED FINANCIAL STATEMENTS

NOTES ON RESTATEMENTS MADE IN THE RESTATED FINANCIALS

(Rs. in Lacs)

Financial Year ended	November, 30th	March, 31st	March, 31st	March, 31st	March, 31st	March, 31st
	2017	2017	2016	2015	2014	2013
Profit after tax as per Audited Statement of Account(A)	87.50	55.49	39.37	18.93	22.29	25.42
Adjustments:	-	-	-	-	-	-
Profit after tax as per Restated Profit& Loss(A)	87.50	55.49	39.37	18.93	22.29	25.42

* There are no major items requiring adjustments, However following changes has been effected:

- Current maturities of long term loan were reflected in other current liabilities, which has been shown in “Short Term Borrowings” under Restated Financial Statements.

- Employment Subsidy and Investment Subsidy is shownin “Other Income” under Restated Financial Statements.

(III) OTHER NOTES

General

1. The Company was originally incorporated at Sikar as “Kaler Electricals Private Limited” on 9th July, 2002 under the provisions of the Companies Act, 1956 vide Certificate of Incorporation issued by the Registrar of Companies, Jaipur. The name of company has been changed to "Rex Pipes and Cables Industries Private Limited” 19th January, 2018 vide Fresh Certificate of Incorporation issued by the Registrar of Companies, Jaipur.Consequent upon the conversion of Company to public limited company, the name of the Company was changed to “Rex Pipes and Cables IndustriesLimited" vide fresh certificate of incorporation dated 1st February, 2018 issued by the Registrar of Companies, Jaipur.

2. Contingent liabilities

There are no contingent liabilities

3. Dues to Micro enterprises and Small enterprises:

Under the Micro, Small and Medium Enterprise Development Act, 2006 certain disclosure is required to be made related to micro, small and medium enterprise. The company has disclosed the same.

4. Segment Reporting

The company operates only in one reportable business segment viz.pipes and cable manufacturing.Hence, there are no reportable segments under Accounting Standard -17. The conditions prevailing in India being uniform no separate geographical disclosures are considered necessary.

5. In the opinion of the Board, subject to the debts considered doubtful, Current Assets and Loans and Advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.

6. Earnings per Share

The details of Earnings Per Share as per AS-20 are provided in Annexure 06.

7. Related Party Transactions:

The details of Related Party Transactions as per AS-18 are provided in Annexure 26.

8. The figures in the Restated Financials are stated in Lacs and rounded off to two decimals and minor rounding off difference is ignored.

Annexure- 05

STATEMENT OF DETAILS OF RESERVES & SURPLUS, AS RESTATED

(Rs. In Lacs)

Particulars	30.11.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Securities Premium Brought Forward	252.00	252.00	252.00	252.00	252.00	252.00
Add: Premium on Shares Isssued during the year	-	-	-	-	-	-
(Less): Utilised for Bonus Issue	-	-	-	-	-	-
Securities Premium Carried Forward (A)	**252.00**	**252.00**	**252.00**	**252.00**	**252.00**	**252.00**
Profit / (Loss) Brought Forward	204.61	149.12	109.74	67.32	24.45	(0.17)
Add: Profit / (Loss) for the Year	87.50	55.49	39.38	42.44	42.87	25.42
(Less): Adjusted Depreciation / Income Tax	-	-	-	(0.02)	-	(0.80)
(Less): Utilised for Bonus Issue	-	-	-	-	-	-
Profit / (Loss) Carried Forward (B)	**292.11**	**204.61**	**149.12**	**109.74**	**67.32**	**24.45**
Reserves & Surplus (A+B)	**544.11**	**456.61**	**401.12**	**361.74**	**319.32**	**276.45**

Annexure- 06

STATEMENT OF ACCOUNTING RATIOS

(Rs. In Lacs, except per share data)

Particulars	30.11.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Net Worth (A)	784.28	703.55	647.53	607.37	566.82	328.75
Net Profit after Tax (B)	87.50	55.49	39.37	42.44	42.86	25.42
No. of Shares outstanding at the end [F.V Rs.10] (C)	24,80,000	24,80,000	24,80,000	24,80,000	24,80,000	5,30,000
Weighted average number of shares [F.V Rs.10](D)	62,00,000	62,00,000	62,00,000	60,97,400	37,28,542	32,94,500
Earnings per Share (EPS) (B / D)	1.41	0.90	0.64	0.70	1.15	0.77

Particulars	30.11.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
(Rs.)						
Return on Net Worth (B / A)	11.16%	7.89%	6.08%	6.99%	7.56%	7.73%
Net Assets Value per Share (A / D)	12.65	11.35	10.44	9.96	15.20	9.98

Definitions of key ratios:

I. **Earnings per share (Rs.):** Net Profit attributable to equity shareholders / weighted average number of equity shares. Earnings per share calculations are done in accordance with Accounting Standard 20 "Earnings Per Share" as issued by The Institute of Chartered Accountants of India. As per AS-20, the number of equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported. In case of a bonus issue, the bonus shares has been added to corresponding year to the extent of reserves available in the corresponding year. Weighted average number of equity shares outstanding during all the previous years have been considered accordingly.

II. Return on Net Worth (%): Net Profit after tax / Net worth as at the end of the year.

III. Net Asset Value (Rs.): Net Worth at the end of the year / Weighted Average Number of equity shares.

IV. Net Profit, as appearing in the Statement of restated profits and losses, and Net Worth as appearing in the restated statement of Assets & Liabilities has been considered for the purpose of computing the above ratios.

Annexure -07

CAPITALIZATION STATEMENT

(Rs. In Lacs)

Particulars	Pre-issue as at 30.11.2017	Post Issue *
Borrowing		
Short - Term Debt	674.67	
Long - Term Debt	17.46	
Total Debt	**692.13**	
Shareholders' Funds		
Share Capital		
- Equity	248.00	
- Preference	-	
Reserves & Surplus	544.11	
Less: Preliminary Expenses / Pre Operative Expenses	7.83	
Less: Deferred Tax Assets	-	
Total Shareholders Funds	**784.28**	
Long - Term Debt / Shareholders Fund	0.02	
Short - Term Debt / Shareholders Fund	0.86	

** The Post Issue Capitalization will be determined only after the completion of the allotment of equity shares.*

Annexure- 08

STATEMENT OF TAX SHELTERS

(Rs. In Lacs)

Particulars	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Profit before tax as per Restated P/L	85.27	60.77	57.79	49.60	31.41
Applicable Corporate Tax Rate	30.90%	30.90%	30.90%	30.90%	30.90%
Tax at Notional Rate	26.35	18.78	17.86	15.33	9.71
Adjustments					
Difference between Tax Depreciation and Book Depreciation	(4.22)	(7.93)	(13.87)	2.16	0.81
Exempted Income	-	-	23.51	20.58	-
Disallowance	(2.14)	(0.54)	(1.52)	(2.41)	(2.80)
Set off of Carried forward losses and unabsorbed depreciation	-	-	-	-	21.49
Other Items	2.12	-	-	-	-
Items Chargeable at special rates	-	-	-	-	-
Net Adjustments	**(4.24)**	**(8.47)**	**8.12**	**20.33**	**19.50**
Tax Saving thereon	(1.31)	(2.62)	2.51	6.28	6.03
Tax Saving to the the extent of Tax at Notional Rate	(1.31)	(2.62)	2.51	6.28	6.03
Tax Payable [A]	27.66	21.40	15.35	9.04	3.68
Tax Payable on items chargeable at special rates [B]	-	-	-	-	-
Total Tax Payable [C=A+B]	27.66	21.40	15.35	9.04	3.68
Tax Rebates / Credits [D]	-	-	-	2.30	-
Tax Payable [E=C-D]	**27.66**	**21.40**	**15.35**	**6.74**	**3.68**
Tax Payable u/s 115 JB of Income Tax Act [F]	**15.38**	**11.24**	**6.34**	**5.47**	**5.99**
Final Tax Payable (Higher of [E] & [F]	**27.66**	**21.40**	**15.35**	**6.74**	**5.99**

Annexure - 09

STATEMENT OF DETAILS OF LONG TERM BORROWINGS

(Rs. In Lacs)

Particulars	30.11.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Secured:-						
Term Loan from SBBJ, for Manufacturing facility at Palsana (Secured by mortgage of Land and Building and Hypothecation of plant and machinery)	-	-	105.42	177.35	273.03	377.42
Auto Loan from SBBJagainst hypothecation of Motor Car	-	-	0.10	6.50	12.33	17.51
Unsecured:-	-	-				
Loan from Edelweisss Retail Finance	-	3.73	-			

Particulars	30.11.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Loan from Shareholders and Relatives	17.46	24.98	160.53	129.13	122.38	111.41
Total	**17.46**	**28.71**	**266.05**	**312.98**	**407.74**	**601.66**

Annexure - 10
STATEMENT OF DETAILS OF SHORT TERM BORROWINGS

(Rs. In Lacs)

Particulars	30.11.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Secured:-						
Cash Credit Limit for trading operations at Sikar Unit*	179.84	205.96	194.27	208.00	181.63	154.55
Cash Credit Limit for Manufacturing facility at Palsana*	442.79	400.79	395.76	408.33	225.00	279.74
Current Maturities of Term Loan from SBBJ, for Manufacturing facility at Palsana (Secured by mortgage of Land and Building and Hypothecation of plant and machinery)	38.39	89.32	90.72	90.72	90.72	90.72
Current Maturities of Auto Loan from SBBJ against hypothecation of Motor Car	-	-	6.43	5.84	5.17	4.60
Unsecured:-						
Current Maturities of Term Loan	13.65	54.20				
Total	**674.67**	**750.27**	**687.18**	**712.89**	**502.52**	**529.61**

** Secured by hypothecation of Raw Materials, Goods in Process and Finished goods*

Annexure - 11

STATEMENT OF DETAILS OF CURRENT LIABILITIES AND PROVISIONS

(Rs. In Lacs)

Particulars	30.11.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Current Liabilities						
Trade Payables						
Due to Micro, Small and Medium Enterprises	-	-				
Others	646.92	498.91	245.25	199.94	464.53	271.38
Sub Total (A)	**646.92**	**498.91**	**245.25**	**199.94**	**464.53**	**271.38**
Other Current Liabilities						
Deposits from Dealers	2.76	2.31	2.21	2.61	1.21	1.32
Duties and Taxes Payable	58.37	6.02	10.13	10.93	0.17	0.53
Auditors Remuneration Payable	0.35	0.30	0.30	0.30	0.30	0.30
PF & ESIC Payable	1.12	1.27	0.51	0.60	0.48	0.72
Advance from Customers	50.78	8.37	-	-	-	-
Expenses Payable	34.18	14.19	-	-		2.49
Sub Total (B)	**147.56**	**32.46**	**13.15**	**14.44**	**2.16**	**5.36**
Provisions						
Provision for Taxes	34.93	27.66	21.40	15.35	6.74	5.99
Sub Total (C)	**34.93**	**27.66**	**21.40**	**15.35**	**6.74**	**5.99**

Particulars	30.11.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Total (A+B+C)	**829.41**	**702.54**	**376.94**	**326.28**	**569.31**	**378.05**

Annexure - 12

STATEMENT OF DETAILS OF TANGIBLE ASSETS

(Rs. In Lacs)

Particulars	30.11.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Air Conditioner	0.25	0.28	0.35	0.09	0.11	0.13
Cycles	-	-	-	0.01	0.01	0.01
Car Hundai Accent	0.32	0.32	0.32	0.32	0.74	0.99
Car Tata Safari	0.26	0.26	0.26	0.26	0.26	0.36
Computer Set	0.12	0.13	0.14	0.18	0.16	0.26
E P B X	0.02	0.02	0.02	0.03	0.04	0.05
Furniture	0.28	0.31	0.23	0.31	0.69	0.74
Machinery & Plants	0.09	0.10	0.14	0.18	0.23	0.27
Mobile Set	0.22	0.25	0.32	0.40	0.51	0.59
Motorcycle	0.05	0.05	0.06	0.08	0.10	0.14
Scooter LML Vespa	-	-	-	-	-	0.01
Telephone Inst. & Tax	0.22	0.26	0.32	0.39	0.47	0.16
Motorcycle (Hero Honda)	0.02	0.02	0.03	0.04	0.05	0.07
Furniture & Fixtures	2.30	2.40	3.34	4.65	6.49	7.92
Land at Palsana : B -99	66.04	66.04	66.04	66.04	66.04	66.04
Land at Palsana : E -106	53.61	51.88	43.41	35.71	28.81	23.13
Land at Palsana : E -128	48.02	46.24	33.14	24.67	17.22	11.06
Land at Palsana : E -129	47.73	46.00	33.23	24.76	17.20	11.06
Plant & Machineries	127.43	145.11	178.44	212.90	257.85	287.32
Motorcycle Hero Honda	0.09	0.10	0.14	0.19	0.26	0.35
Pick-up Mahindra bolero	0.84	1.07	1.60	2.38	3.55	4.79
Building	172.67	184.29	203.55	224.81	248.30	275.45
Telephone Instruments	0.21	0.23	0.29	0.35	0.43	0.27
Car Fortuner	3.25	4.17	6.21	9.25	13.79	18.61
Truck Eicher	-	-	-	1.75	2.64	3.55
Total	**524.04**	**549.53**	**571.58**	**609.77**	**665.95**	**713.33**

Annexure - 13

STATEMENT OF DETAILS OF INTANGIBLE ASSETS

(Rs. In Lacs)

Particulars	30.11.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Trademark	0.42	0.51	0.69	0.57	0.78	1.04
Total	0.42	**0.51**	**0.69**	**0.57**	**0.78**	**1.04**

Annexure - 14

STATEMENT OF DETAILS OF LONG TERM LOANS AND ADVANCES

(Rs. In Lacs)

Particulars	30.11.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Security Deposits	12.32	12.11	13.09	10.26	8.75	5.89
Total	**12.32**	**12.11**	**13.09**	**10.26**	**8.75**	**5.89**

Annexure - 15

STATEMENT OF DETAILS OF INVENTORIES

(Rs. In Lacs)

Particulars	30.11.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Raw Materials	73.28	66.12	101.28	99.28	179.97	126.66
Finished Goods	315.17	339.31	386.73	296.89	368.36	336.84
Stocks in Transit	-	51.52	-	-	-	-
Total	**388.45**	**456.95**	**488.01**	**396.17**	**548.33**	**463.50**

Annexure - 16

STATEMENT OF DETAILS OF TRADE RECEIVABLES

(Rs. In Lacs)

Particulars	30.11.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
(A) Unsecured, Considered good outstanding for a period less than six months						
Amount due from Promoter/Group Companies and Directors	-	-	-	-	-	-
Others	1040.21	773.08	572.63	657.33	552.79	344.60
(B) Unsecured, Considered good outstanding for a period more than six months						
Amount due from Promoter/Group Companies and Directors	-	-	-	-	-	-
Others	123.61	126.75	96.18	86.87	95.09	58.15
Total	**1163.82**	**899.83**	**668.81**	**744.20**	**647.88**	**402.75**

Annexure - 17

STATEMENT OF DETAILS OF CASH AND BANK BALANCES

(Rs. In Lacs)

Particulars	30.11.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Cash balances	11.62	3.62	14.66	2.14	9.78	6.47
Balances in current accounts with banks	29.76	16.32	26.37	55.89	0.04	24.14
Fixed deposits with banks	34.92	33.45	31.22	15.93	23.71	21.78
Total	**76.30**	**53.39**	**72.25**	**73.96**	**33.53**	**52.39**

Annexure - 18

STATEMENT OF DETAILS OF SHORT TERM LOANS AND ADVANCES

(Rs. In Lacs)

Particulars	30.11.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Advances recoverable in cash or kind	73.34	18.43	14.88	14.58	-	-
TDS & Advance Tax	50.18	49.02	49.60	11.90	8.76	7.52
Balances with revenue authorities (Indirect Taxes)	16.95	0.83	0.58	1.55	35.66	0.28
Prepaid Expenses	-	0.95	1.06	-	0.86	0.78
Total	**140.47**	**69.23**	**66.12**	**28.03**	**45.28**	**8.58**

Annexure - 19

STATEMENT OF DETAILS OF REVENUE OF OPERATIONS

(Rs. In Lacs)

Particulars	30.11.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Sales	2513.95	2439.81	2374.23	2588.20	2680.34	2749.54
Other Receipts	-	-	-	-	-	-
Total	**2,513.95**	**2,439.81**	**2,374.23**	**2,588.20**	**2,680.34**	**2,749.55**

Annexure - 20

STATEMENT OF DETAILS OF OTHER INCOME

(Rs. In Lacs)

Particulars	30.11.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Profit on Sale of Assets	-	-	2.91	-	-	-
T.O.D., Cash Discount. Qty. Discount& Rate Differences	13.17	24.88	34.35	26.39	24.02	39.88
GST Input Claims	2.50					
Interest Received	1.43	3.92	2.21	2.81	13.60	2.37
Employment Subsidy	-	5.65	6.07	6.89	4.65	-
Investment Subsidy	-	27.79	25.58	16.62	15.93	-
Write Off	-	-	0.27	1.56	-	-
Filter Chargers	0.07	0.62	1.20	-	0.08	1.13
Exchange Rate Difference	4.33	8.03	-	-	-	-
Insurance Claim	-	-	-	1.27	5.99	-
Drip Fitting Charges	-	-	-	0.17	-	-
Misc. Income	0.01					1.23
Total	**21.51**	**70.89**	**72.59**	**55.71**	**64.27**	**44.61**

Annexure - 21

STATEMENT OF DETAILS OF COST OFMATERIALS CONSUMED

(Rs. In Lacs)

Particulars	30.11.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Raw Materials:						
Opening Stock	66.12	101.28	99.27	179.97	126.67	35.75
Add: Purchases	1,507.57	1,202.46	1,219.33	1,251.02	1,543.70	1,532.36
(Less): Closing Stock	(73.28)	(66.11)	(101.28)	(99.27)	(179.97)	(126.67)
Total	**1,500.40**	**1,237.63**	**1,217.32**	**1,331.72**	**1,490.40**	**1,441.44**

Annexure - 22

STATEMENT OF DETAILS OF CHANGES IN INVENTORIES
(FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE)

(Rs. In Lacs)

Particulars	30.11.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Opening Stock	339.31	386.72	296.89	368.35	336.84	269.18
Less Closing Stock	(315.17)	(339.31)	(386.72)	(296.89)	(368.35)	(336.84)

Particulars	30.11.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
(Increase) / Decrease in Stock	24.15	47.41	(89.83)	71.46	(31.51)	(67.66)

Annexure - 23

STATEMENT OF DETAILS OF EMPLOYEE BENEFIT EXPENSES

(Rs. In Lacs)

Particulars	30.11.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Salaries & Wages	28.55	29.96	28.05	28.41	29.88	52.42
Conveyance Allowance to Staff	9.78	10.90	10.20	10.29	10.87	2.23
House Rent Allowance to Staff	12.23	13.62	12.75	12.87	13.59	2.79
ESI&Provident Fund Contribution	4.78	3.92	3.80	3.59	4.19	-
Extra Work Salaries & Wages	0.15	2.70	3.22	3.86	6.49	-
Remuneration to Directors	7.20	10.80	10.80	10.80	10.80	10.80
Total	**62.69**	**71.90**	**68.82**	**69.82**	**75.82**	**68.24**

Annexure - 24

STATEMENT OF DETAILS OF MANUFACTURING, ADMINISTRATIVE, SELLING AND OTHER EXPENSES

(Rs. In Lacs)

Particulars	30.11.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Advertisement Expenses	0.76	0.38	3.19	2.86	18.63	12.80
Auditor's Remuneration	0.20	0.30	0.30	0.30	0.30	0.30
B.I.S. Charges	0.15	0.01	0.26	1.45	1.89	1.44
Building Maintenance Expenses	0.36	0.77	0.22	0.03	0.99	0.82
Calibration Charges	-	-	-	0.01	0.31	0.03
Carriage Expenses	14.98	10.80	18.60	26.24	25.84	27.84
Cash Discount	0.23	1.97	1.64	1.77	2.94	0.58
Commission & Brokerage	-	-	0.40	0.49	-	-
Consumable Charges	-	-	-	-	0.21	-
Crane Maintenance	-	-	-	-	-	0.02
Discount & Other Charges	-	-	-	0.06	-	0.04
Donation	-	-	-	-	0.13	-
Electricity & Water Expenses	35.69	47.13	50.39	46.90	44.75	44.76
Excise and Service tax charges	2.22	-	-	2.16	-	-
Freight Expenses	-	-	0.01	-		
Fuel Expenses	2.44	2.20	6.63	4.92	4.02	7.57
Garden Maintenance Expenses	-	-	0.03	-	0.12	0.31
Inspection Charges	1.01	2.10	2.37	0.99	0.53	0.25
Insurance Charges	1.14	2.27	2.73	2.54	2.97	2.27
Interest on Income Tax	3.22	-	0.53	0.76	0.53	-
Interest on TDS	0.04	0.01	-	-	-	-
Interest on VAT	-	0.12	0.03	-	-	-
Job Charges	2.01	6.46	8.73	9.86	0.45	2.11
Labor Charges	0.40	0.08	0.68	0.75	3.15	4.97
Membership & Subscription Charges	-	0.25	-	0.06	-	0.04
News Papers &Periodical Expenses	0.03	0.05	0.07	0.10	0.07	0.06

Particulars	30.11.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Office & General Expenses	1.55	3.44	2.75	3.08	4.57	3.08
Packing,Forwarding & Weighing Charges	0.92	0.35	0.61	0.69	0.88	0.44
Postage, Printing & Stationery Expenses	0.18	1.25	0.30	0.30	1.00	1.00
Professional & Legal Fees	4.05	1.23	0.45	1.76	1.05	1.10
Registration & Other Charges	-	-	-	0.57	0.48	0.87
Rent	4.40	6.60	8.93	8.58	6.60	4.60
Repairing Charges	2.09	3.69	11.43	5.51	5.55	3.46
RIICO Land Development Charges	-	2.71	-	-	-	-
Sales Promotion Expenses	1.41	2.82	0.38	2.68	2.72	0.60
Security Charges	-	-	-	-	0.90	1.13
Service Tax Expenses under Reverse Charge	-	-	0.01	0.02	0.07	0.01
Software Development Expenses	0.26	-	0.33	0.13	0.05	0.11
Special Discount	0.22	0.31	0.42	0.01	0.72	2.18
Staff Welfare Expenses	0.35	0.51	-	0.79	-	0.01
T.O.D. on Sales	13.90	1.25	5.76	11.17	-	-
Telephone Expenses	0.90	1.60	1.72	1.60	1.54	0.78
Transportation Service Tax Expenses	0.37	0.42	0.55	0.55	0.60	0.72
Travelling & Conveyance Expenses	11.96	5.12	4.20	3.83	8.48	6.75
Travelling Expenses Foreign Travel	-	-	-	0.72	-	-
Vat/CST demand	-	-	-	0.10	-	-
Vehicle Running & Maintenance Expenses	4.04	5.52	4.42	4.96	7.76	8.48
Written off balances	-	0.02	0.08	-	(0.04)	0.01
Total	**111.48**	**111.74**	**139.15**	**149.30**	**150.76**	**141.54**

Annexure - 25

STATEMENT OF DETAILS OF FINANCIAL EXPENSES

(Rs. In Lacs)

Particulars	30.11.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Interest to Bank	55.95	108.41	151.02	148.82	133.81	143.03
Interest to Other than Banks	1.46	0.75	1.58	1.16	0.24	0.03
Bank Charges	4.53	9.03	8.57	8.86	7.75	6.03
Total	**61.94**	**118.19**	**161.17**	**158.84**	**141.80**	**149.09**

Annexure-26

STATEMENT OF DETAILS OF RELATED PARTY TRANSACTIONS

(Rs. In Lacs)

Particulars	Relationship	Name	30.11.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
REVENUE ITEMS :								
Salaries & Remuneration	Director	Mr. Sharwan Kumar Kaler	4.80	7.20	7.20	7.20	7.20	7.20
Salaries & Remuneration	Director	Ms. Sohini Devi Kaler	2.40	3.60	3.60	3.60	3.60	3.60
Rent Paid	Director	Mr. Sharwan Kumar Kaler	0.80	1.20	1.20	1.20	1.20	0.70
Rent Paid	Director	Ms. Sohini Devi Kaler	3.60	5.40	5.40	5.40	5.40	3.90
Sales	Group Entity	Rex Impex Pvt. Ltd.	-	-	-	-	8.32	88.80
Sales	Group Entity	Supreme Industries	0.30	4.02	7.52	-	2.08	-
Purchases	Group Entity	Raj Industries	-	-	-	-	-	9.23
Purchases	Group Entity	Rex Impex Pvt. Ltd.	-	-	-	-	14.24	3.52
Purchases	Group Entity	J.K. Polymers	16.25	-	-	-	-	-
NON REVENUE ITEMS :								
Advances Given	Relatives of Directors	Rajendra Kaler	-	0.35	-	-	-	-
Advances Given	Relatives of Directors	Jitendra Kumar Kaler	-	0.25	-	-	-	-
Advances Received	Group Entity	Supreme Industries	-	7.52	-	-	-	-
Equity Contribution	Directors and Relatives	Sharwan Kumar Kaler, Sohini Devi Kaler, Bajrang Lal Kaler, Sharwan Kumar Kaler-HUF, Dhanni Devi Kaler, Raghunath Singh Kaler, Ashok Kumar Jhakar, Mukesh Kumar Shivran, Bhanwarlal Githala, Sumitra Devi	-	-	-	-	195.00	-

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 audited restated financial statements for the financial period ended November 30, 2017 and for the financial years ended March 2017, 2016, 2015, 2014 and 2013 prepared in accordance with the Companies Act and Indian GAAP and restated in accordance with the SEBI ICDR Regulations, including the schedules, annexure and notes thereto and the reports thereon, included in the section titled *"Financial Information"* on page 175 of this Draft Prospectus. The following discussion relates to our Company on a standalone basis, and, unless otherwise stated, is based on our restated financial statements, which have been prepared in accordance with Indian GAAP, the Accounting Standards and other applicable provisions of the Companies Act and the SEBI (ICDR) Regulations. Our fiscal year ends on March 31 of each year so accordingly all references to a particular financial year are to the twelve months ended March 31 of that year.

Indian GAAP differs in certain material aspects from U.S. GAAP and IFRS. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Draft Prospectus, nor do we provide reconciliation of our financial statements to those under U.S. GAAP or IFRS. Accordingly, the degree to which the Indian GAAP financial statements included in this Draft Prospectus will provide meaningful information is entirely dependent on the reader‘s level of familiarity with the Companies Act, Indian GAAP and SEBI ICDR Regulations.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth in *"Risk Factors"*and *"Forward-Looking Statements"* on pages 15 and 14, of this Draft Prospectus beginning respectively.

GLOBAL PROSPECTS AND POLICIES

World growth strengthened in 2017 to 3.8 percent, with a notable rebound in global trade. It was driven by an investment recovery in advanced economies, continued strong growth in emerging Asia, a notable upswing in emerging Europe, and signs of recovery in several commodity exporters. 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.

Despite strong aggregate figures in the baseline forecast and buoyant market sentiment, the current momentum is not assured. Upside and downside risks are broadly balanced over the next several quarters, but risks farther down the road are skewed to the downside. With still-easy financial conditions and persistently low inflation that has required protracted monetary policy accommodation, a potential further buildup of financial vulnerabilities could give way to rapid tightening of global financial conditions, denting confidence and growth. The support to growth that comes from procyclical policies, including in the United States, will eventually need to be reversed. Other risks include a shift toward inward-looking policies that harm international trade and a worsening of geopolitical tensions and strife.

The current favorable juncture offers a window to enact policies and reforms that protect the upswing and raise medium-term growth to the benefit of all—strengthening the potential for higher and more inclusive growth, building buffers that will help deal more effectively with the next downturn, improving financial resilience to contain financial market risks, and fostering international cooperation.

(Source: https://www.imf.org/en/Publications/WEO/Issues/2018/03/20/world-economic-outlook-april-2018#Chapter%201)

RECENT DEVELOPMENTS AND PROSPECTS

An Investment-Led Pickup in Growth

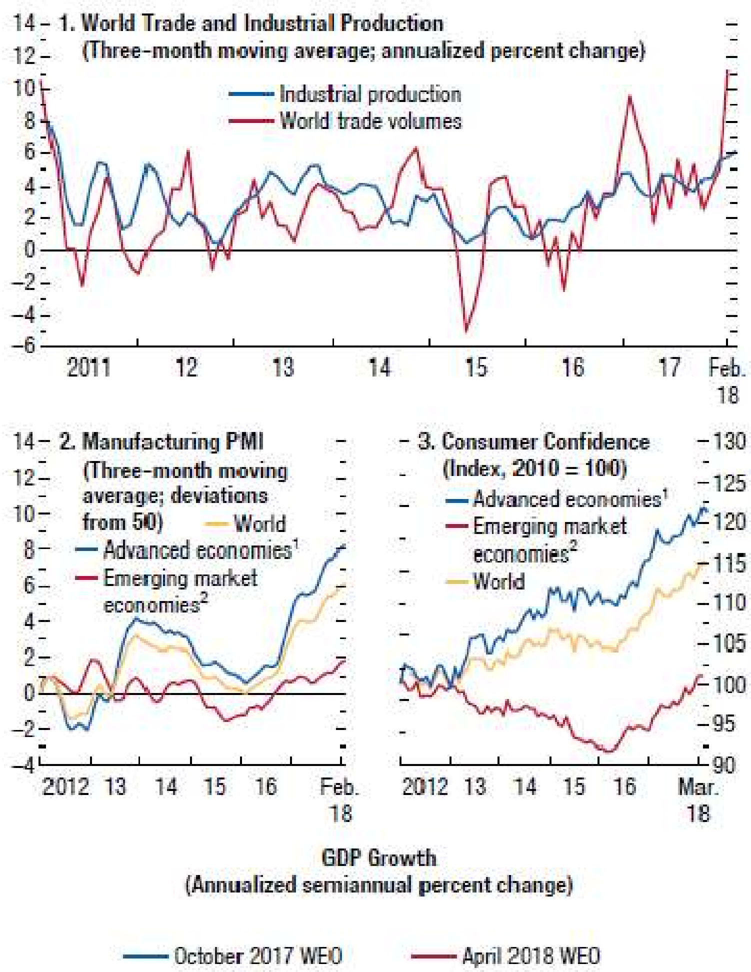
At 3.8 percent, global growth last year was ½ percentage point faster than in 2016 and the strongest since 2011. Two-thirds of countries accounting for about three-fourths of global output experienced faster growth in 2017 than in the previous year (the highest share of countries experiencing a year-over-year growth pickup since 2010). The preliminary outcome for global growth in 2017 was 0.2 percentage point stronger than forecast in the October 2017 World Economic Outlook (WEO), with upside surprises in the second half of 2017 in advanced as well as emerging market and developing economies.

Resurgent investment spending in advanced economies and an end to the investment decline in some commodity-exporting emerging market and developing economies were important drivers of the uptick in global GDP growth and manufacturing activity (Figures 1.1–1.3).

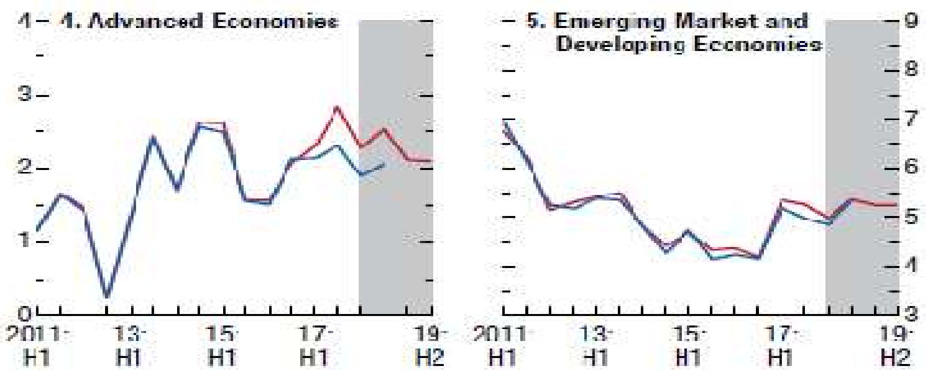
- Across advanced economies, the 0.6 percentage point pickup in 2017 growth relative to 2016 is explained almost entirely by investment spending, which remained weak since the 2008–09 global financial crisis and was particularly subdued in 2016 (Figure 1.2, left column). Both stronger gross fixed capital formation and an acceleration in stock building contributed to the pickup in investment, with accommodative monetary policy, stronger balance sheets, and an improved outlook helping release pent-up demand for capital goods.

Figure 1.1. Global Activity Indicators

Global growth surprised on the upside in the second half of 2017 amid strengthening industrial production and trade.



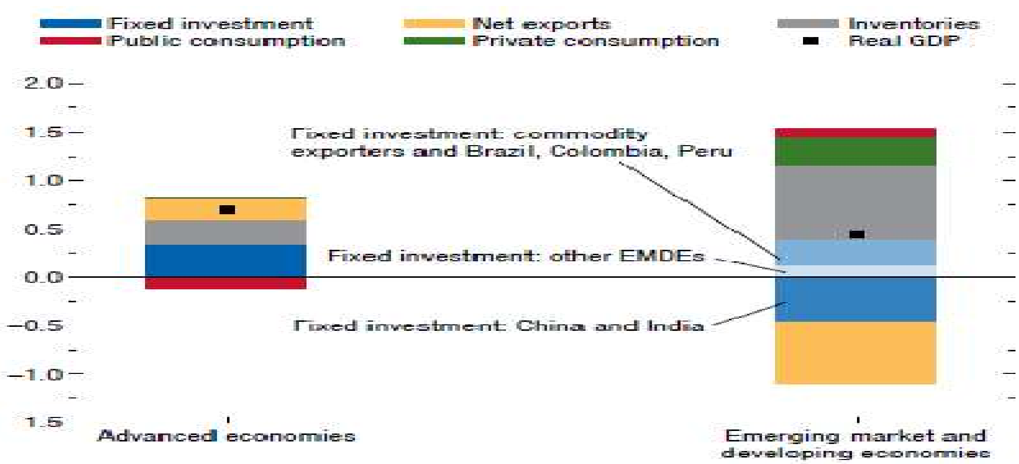
- Across emerging market and developing economies, the 0.4 percentage point pickup in 2017 growth came primarily from an acceleration in private consumption (Figure 1.2, right column). But the picture is mixed within the group. Growth in China and India last year was supported by resurgent net exports and strong private consumption, respectively, while investment growth slowed. An end to fixed investment contractions in commodity-exporting countries that were severely affected by the commodity price downturn during 2015–16 (notably Brazil and Russia, but also Angola, Ecuador, and Nigeria) instead played an important role in their growth pickup in 2017. Higher fixed investment growth (2.3 percentage points above its 2016 level) also supported the growth performance of other emerging market and developing economies, alongside stronger private consumption.



Sources: CPB Netherlands Bureau for Economic Policy Analysis; Haver Analytics; Markit Economics; and IMF staff estimates.
Note: CC = consumer confidence; PMI = purchasing managers' index; WEO = *World Economic Outlook*.
[1]Australia, Canada (PMI only), Czech Republic, Denmark, euro area, Hong Kong SAR (CC only), Israel, Japan, Korea, New Zealand (PMI only), Norway (CC only), Singapore (PMI only), Sweden (CC only), Switzerland, Taiwan Province of China, United Kingdom, United States.
[2]Argentina (CC only), Brazil, China, Colombia (CC only), Hungary, India (PMI only), Indonesia, Latvia (CC only), Malaysia (PMI only), Mexico (PMI only), Philippines (CC only), Poland, Russia, South Africa, Thailand (CC only), Turkey, Ukraine (CC only).

Figure 1.2. Contributions to the Change in Real GDP Growth, 2016–17
(Percentage points)

Stronger investment spending in advanced economies and an end to fixed investment contractions in commodity exporters were important contributors to the pickup in global growth.



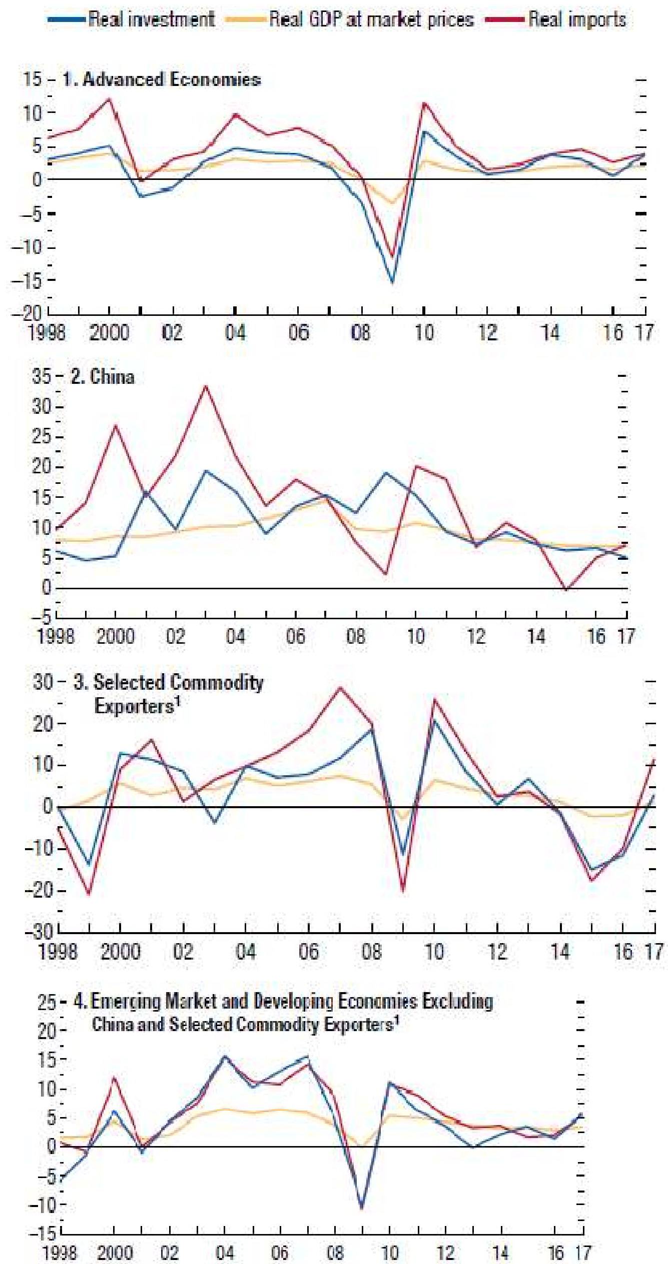
Source: IMF staff calculations.
Note: EMDEs = emerging market and developing economies.

A Cyclical Rebound in Global Trade

Global trade—which tends to be highly correlated with global investment (see Figure 1.3 and Chapter 2 of the October 2016 WEO)—recovered strongly in 2017 after two years of weakness, to an estimated real growth rate of 4.9 percent. The upsurge was more pronounced in emerging market and developing economies (with trade growth rising from 2.2 percent in 2016 to 6.4 percent in 2017), reflecting improved investment growth rates in formerly stressed commodity exporters as well as the recovery in advanced economy investment and domestic demand more generally.

Figure 1.3. Global Investment and Trade
(Percent change)

Global trade recovered strongly in 2017 after two years of weakness as investment spending picked up.

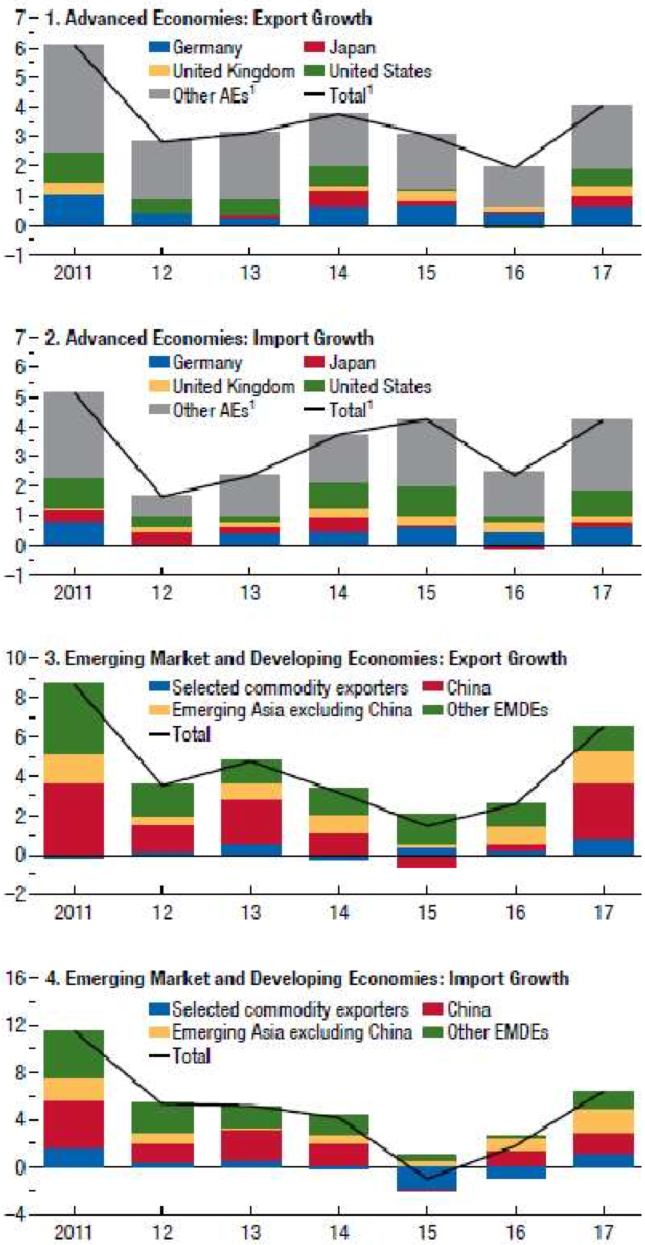


Source: IMF staff calculations.
[1]Selected commodity exporters = Angola, Brazil, Ecuador, Nigeria, Russia.

Among advanced economies, large exporters, such as Germany, Japan, the United Kingdom, and the United States, contributed strongly to the recovery in exports (Figure 1.4, panel 1), while the recovery in imports was broad based, except in the United Kingdom (Figure 1.4, panel 2). Among emerging market and developing economies, as shown in Figure 1.4, panel 3, the rebound in export growth was particularly strong in emerging Asia, especially China.1 In contrast, the rebound in imports largely reflects an import recovery among commodity exporters—countries that had earlier experienced sharp investment and import contractions during the 2015-16 commodity price downturn. This is shown in Figure 1.4, panel 4: the blue bars represent commodity exporters that had a particularly pronounced cycle in imports (Angola, Brazil, Ecuador, Nigeria, Russia); the green bars represent remaining commodity exporters, which account for an important part of the import demand cycle among other emerging market and developing economies.

Figure 1.4. Contributions to Trade Growth
(Percent)

The trade recovery was particularly pronounced in emerging market and developing economies.



Source: IMF staff calculations.
Note: Trade growth reflects export and import volumes from external sector data. AEs = advanced economies; EMDEs = emerging market and developing economies; selected commodity exporters = Angola, Brazil, Ecuador, Nigeria, Russia.
[1]Excludes Ireland.

Rising Commodity Prices

The IMF's Primary Commodities Price Index rose 16.9 percent between August 2017 and February 2018—that is, between the reference periods for the October 2017 WEO and the current report (Figure 1.5). As described in the Commodities Special Feature, the increase was driven primarily by rising oil and natural gas prices. Among the other subindices, metals and agricultural commodity prices also rose, although less rapidly than energy prices.

•• Oil prices increased to more than $65 a barrel in January, the highest level since 2015, following unplanned outages on the US Gulf Coast and in Libya, the North Sea, and Venezuela; an extension to the end of 2018 of the Organization of the Petroleum Exporting Countries agreement on production targets; and stronger global economic growth. Prices moderated to $63 a barrel in February, 27 percent above their August level.

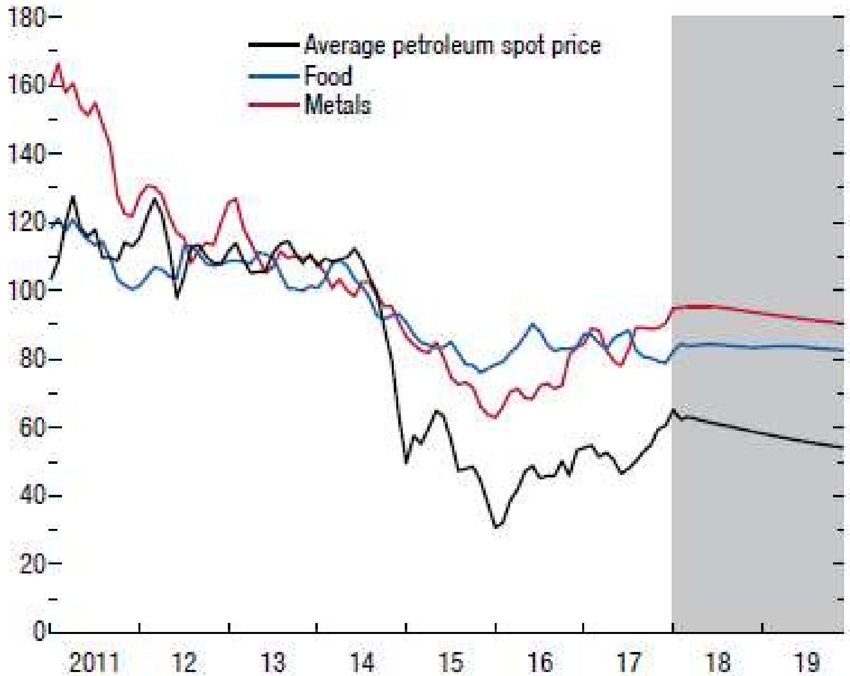
•• The natural gas price index—an average for Europe, Japan, and the United States—rose sharply, by 45 percent from August 2017 to February 2018, reflecting seasonal factors. Strong demand for liquefied natural gas (LNG) in China, where the government has restricted the use of coal to mitigate air pollution, helped drive the spot LNG price to its highest level in three years. Higher oil prices also added upward pressure in countries where oil-linked pricing is more common.

•• Metal prices increased 8.3 percent from August to February, in line with stronger growth in all major economies. Demand for base metals—especially aluminum—was strong, while supply was limited in part due to China's production capacity cuts. Iron ore prices rose 4.1 percent from August to February, rallying recently thanks to strong steel prices and

•• The IMF's agricultural price index rose 4.1 percent from August 2017 to February 2018, as unfavorable weather conditions in recent months are expected to reduce this year's harvests of many grains and oilseeds. The subindices of food and agricultural raw materials rose 4.1 percent and 6.0 percent, respectively.

Figure 1.5. Commodity and Oil Prices
(Deflated using US consumer price index; index, 2014 = 100)

Commodity prices, notably of oil and natural gas, have risen since the fall, but the medium-term outlook remains subdued.



Sources: IMF, Primary Commodity Price System; and IMF staff estimates.

Indian Economy Overview

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF) and it is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships. India's GDP is estimated to have increased 6.6 per cent in 2017-18 and is expected to grow 7.3 per cent in 2018-19.

Market size

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 direct 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.

Recent Developments

With the improvement in the economic scenario, there have been various investments in various sectors of the economy. The M&A activity in India increased 53.3 per cent to US$ 77.6 billion in 2017 while private equity (PE) deals reached US$ 24.4 billion. Some of the important recent developments in Indian economy are as follows:

- India's merchandise exports and imports grew 11.02 per cent and 21.04 per cent on a y-o-y basis to US$ 273.73 billion and US$ 416.87 billion, respectively, during April-February 2017-18.
- India's Foreign Direct Investment (FDI) inflows reached US$ 208.99 billion during April 2014 - December 2017, with maximum contribution from services, computer software and hardware, telecommunications, construction, trading and automobiles.
- India's Index of Industrial Production (IIP) rose 7.5 per cent year-on-year in January 2018 while retail inflation reached a four month low of 4.4 per cent in February 2018.
- Employment on net basis in eight key sectors in India including manufacturing, IT and transport increased by 136,000 in July-September quarter of 2017-18.
- The average salary hike of Indian employees is estimated to be 9.4 per cent and that of key talents is estimated to be nearly 15.4 per cent in 2018, backed by increased focus on performance by companies, according to Aon Hewitt.
- Indian merchandise exports in dollar terms registered a growth of 4.48 per cent year-on-year in February 2018 at US$ 25.83 billion, according to the data from Ministry of Commerce & Industry.
- Indian companies raised Rs 1.6 trillion (US$ 24.96 billion) through primary market in 2017.
- Moody's upgraded India's sovereign rating after 14 years to Baa2 with a stable economic outlook.
- The top 100 companies in India are leading in the world in terms of disclosing their spending on corporate social responsibility (CSR), according to a 49-country study by global consultancy giant, KPMG.

- The bank recapitalisation plan by Government of India is expected to push credit growth in the country to 15 per cent, according to a report by Ambit Capital.
- India has improved its ranking in the World Bank's Doing Business Report by 30 spots over its 2017 ranking and is ranked 100 among 190 countries in 2018 edition of the report.
- India's ranking in the world has improved to 126 in terms of its per capita GDP, based on purchasing power parity (PPP) as it increased to US$ 7,170 in 2017, as per data from the International Monetary Fund (IMF).
- India is expected to have 100,000 startups by 2025, which will create employment for 3.25 million people and US$ 500 billion in value, as per Mr T V Mohan Das Pai, Chairman, Manipal Global Education.
- The World Bank has stated that private investments in India is expected to grow by 8.8 per cent in FY 2018-19 to overtake private consumption growth of 7.4 per cent, and thereby drive the growth in India's gross domestic product (GDP) in FY 2018-19.
- The Niti Aayog has predicted that rapid adoption of green mobility solutions like public transport, electric vehicles and car-pooling could likely help India save around Rs 3.9 trillion (US$ 60 billion) in 2030.
- Indian impact investments may grow 25 per cent annually to US$ 40 billion from US$ 4 billion by 2025, as per Mr Anil Sinha, Global Impact Investing Network's (GIIN's) advisor for South Asia.
- The Union Cabinet, Government of India, has approved the Central Goods and Services Tax (CGST), Integrated GST (IGST), Union Territory GST (UTGST), and Compensation Bill.
- The Nikkei India manufacturing Purchasing Managers' Index increased at the fastest pace in December 2017 to reach 54.7, signaling a recovery in the economy.

Government Initiatives

The Union Budget for 2018-19 was announced by Mr Arun Jaitley, Union Minister for Finance, Government of India, in Parliament on February 1, 2018. This year's budget will focus on uplifting the rural economy and strengthening of the agriculture sector, healthcare for the economically less privileged, infrastructure creation and improvement in the quality of education of the country. As per the budget, the government is committed towards doubling the farmers' income by 2022. A total of Rs 14.34 lakh crore (US$ 225.43 billion) will be spent for creation of livelihood and infrastructure in rural areas. Budgetary allocation for infrastructure is set at Rs 5.97 lakh crore (US$ 93.85 billion) for 2018-19. All-time high allocations have been made to the rail and road sectors.

India's unemployment rate is expected to be 3.5 per cent in 2018, according to the International Labour Organisation (ILO).

Numerous foreign companies are setting up their facilities in India on account of various government initiatives like Make in India and Digital India. Mr. Narendra Modi, Prime Minister of India, has launched the Make in India initiative with an aim to boost the manufacturing sector of Indian economy, to increase the purchasing power of an average Indian consumer, which would further boost demand, and hence spur development, in addition to benefiting investors. The Government of India, under the Make in India initiative, is trying to give boost to the contribution made by the manufacturing sector and aims to take it up to 25 per cent of the GDP from the current 17 per cent. Besides, the Government has also come up with Digital India initiative, which focuses on three core components: creation of digital infrastructure, delivering services digitally and to increase the digital literacy.

Road Ahead

India's gross domestic product (GDP) is expected to reach US$ 6 trillion by FY27 and achieve upper-middle income status on the back of digitisation, globalisation, favourable demographics, and reforms.

India is also focusing on renewable sources to generate energy. It is planning to achieve 40 per cent of its energy from non-fossil sources by 2030 which is currently 30 per cent and also have plans to increase its renewable energy capacity from 57 GW to 175 GW by 2022.

India is expected to be the third largest consumer economy as its consumption may triple to US$ 4 trillion by 2025, owing to shift in consumer behaviour and expenditure pattern, according to a Boston Consulting Group (BCG) report; and is estimated to surpass USA to become the second largest economy in terms of purchasing power parity (PPP) by the year 2040, according to a report by PricewaterhouseCoopers.

(Source: https://www.ibef.org/economy/indian-economy-overview)

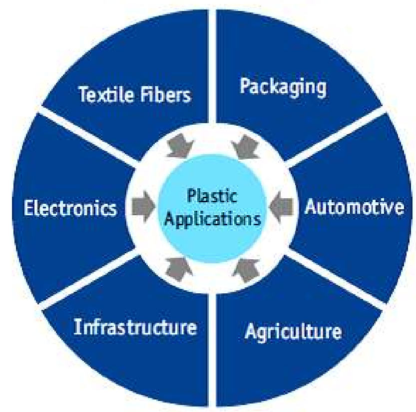
BRIEF SUMMARY OF INDIAN PLASTIC INDUSTRY

Since independence, the plastic industry in India has been playing a predominant role in shaping our lives. The plastic industry in India has made significant achievements since its beginning by commencing production of polystyrene in 1957. In the last decade, with the advent of new and improved products, the industry has gained greater importance with the production of better and improved quality of plastic products.

The plastic industry caters to the entire spectrum of daily use items and covers almost every sphere of life such as clothing, housing, construction, furniture, automobiles, household items, agriculture, horticulture, irrigation, packaging, medical appliances, electronics and electrical items.

The figure below represents the key applications of products of plastic processing.

Figure 1: Applications of Plastic processing industry



OPPORTUNITIES IN INFRASTRUCTURE

Infrastructure sector is a key driver for the Indian economy. The sector is highly responsible for propelling India's overall development and enjoys intense focus from Government for initiating policies that would ensure time-bound creation of world class infrastructure in the country. The plastic industry plays a significant role in this endeavor.

The Indian pipes business has been growing rapidly in the past decade, largely due to increasing demand for pipes in the irrigation sector and construction industry. Among the several varieties of pipes available in the market, the demand for plastic pipes such as PVC, CPVC in particular, is on a rise largely due to

- Gaining popularity of plastic pipes over traditional/ galvanised iron (GI) pipes
- Huge replacement demand
- Flexibility in terms of transportation, less corrosive and long lasting life (25 years v/s 8-10 years of GI pipes)
- Easy installation and competitive price in nature (20-25% cheaper over GI pipes).

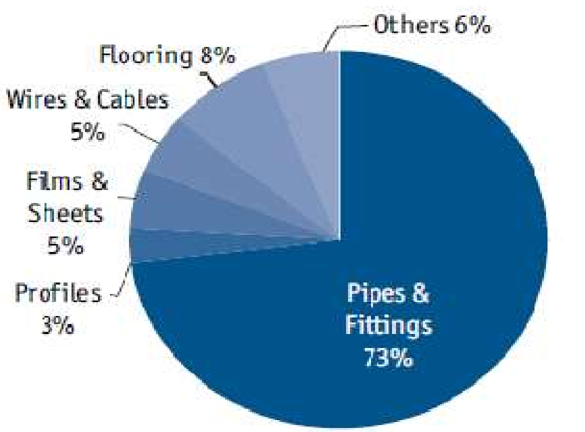
Other types of pipes, like steel pipes and ductile iron pipes also have major demand. Across the country, infrastructural development, urbanization, government's focus on real estate, irrigation is expected to drive the demand. Construction and agricultural growth have been identified as major factors facilitating the growth of the pipes industry in the country.

PVC – PIPES & FITTINGS

Currently, in India, approximately 73% of the PVC is consumed by the Pipes & Fittings industries with the other sectors comprising only 27%. Globally, Pipes & Fittings account for only 43% of the PVC consumption, showing that

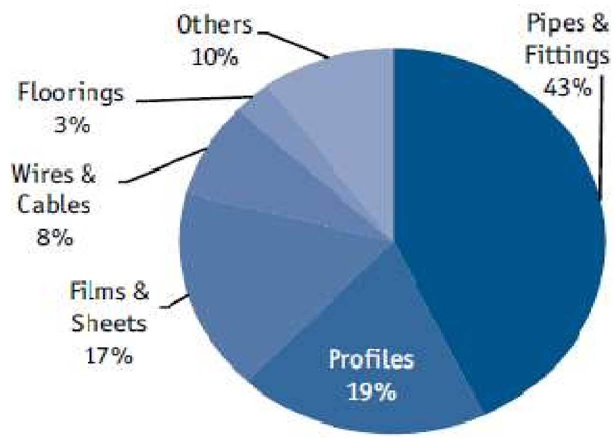
PVC applications in India other than Pipes & Fittings are still in the early stages and are primed for growth. This, along with the relatively low per capita PVC consumption in India, shows that future prospects for the Indian PVC processing industry are bright. Although, CPVC pipes and fittings contributed just ~10% to the overall production capacity in FY15, it is the fastest growing segment of the PVC pipes and fittings industry in India.

Figure 8: Application break-up of PVC - India



Source: TATA Strategic Analysis

Figure 9: Application break-up of PVC - Global



Source: TATA Strategic Analysis

Rigid Pipe segment / Agriculture

The Indian agriculture piping industry is highly fragmented due to presence of large chunk of players, giving tough competition both on product offerings and pricing terms. Also, the main reason for low yield or margins in this segment is due to the less proportion of fittings in usage, compared to the plumbing segment. There are few organised players operating with significant presence through wide distribution network and a strong quality product portfolio.

Plastics play a major role in managing water resources. The various applications of plastics in water management include plastic rain water collection tanks, pipes, profiles; waste water applications (waste water treatment plants) and plastic pipes for water transportation (PVC, HDPE, LLDPE, PP, FRP).

• Plastic products in water management are being used as compared to various alternate competitive materials like metal, cement, due to light and weight durability, rust free, smoother surface.
• The Ministry of Water Resources is responsible for laying down policy guidelines for water conservation. PVC pipes and fittings with BIS certification are being used in various water/sewerage transportation applications in various private/government supplies.

GOVERNMENT INITIATIVES SUPPORTING PLASTIC USAGE IN INFRASTRUCTURE

Government's programme of 'Housing for all by 2022

Growing urbanisation has led to issues such as land shortage, housing shortfall, congested transit and stressed existing basic amenities such as water, power and open spaces in towns and cities. To bridge the demand supply gap and acknowledge the importance of housing issue in the country, the government has launched a campaign of 'Housing for All by 2022'. Housing shortage coupled with lack of proper water management system (sewage/drainage) in slums creates ample opportunities for the piping industry in India. A major application of

PVC pipes is in water management for the housing and agriculture sectors and this can thereby be a strong driver for growth.

Swachh Bharat Mission - Boost for plastic products

Swachh Bharat Mission (SBM) is another flagship programme of the government aimed to stop open defecation through construction of individual household latrines (IHHL), cluster toilets and community toilets (especially via PPP mode). Solid and liquid waste management is also an important component of the programme. According to Census 2011, over 67% of rural households in India lack access to toilets. In other words, more than 11 crore rural households do not have access to a toilet. Lack of sanitation and drinking water facilities creates a huge opportunity for PVC pipe manufacturers.

The government has also launched its programme - Atal Mission for Rejuvenation and Urban Transformation (AMRUT) to provide basic services to household and build amenities in cities. The purpose of AMRUT is to: 1) Ensure that every household has access to a tap with assured supply of water and sewerage connections. 2) Increase the amenity value of cities by developing greenery and well maintained open spaces (e.g. parks). 3) Reduce pollution by switching to public transport or constructing facilities for non motorised transport (e.g. walking and cycling). AMRUT, a flagship programme to improve the infrastructure of the country could be a future growth driver of the plastic piping industry.

AGRICULTURE AND INFRASTRUCTURE TO DRIVE DEMAND FOR PLASTIC PIPES IN INDIA

The PVC plastic pipes market is likely to experience the highest growth, supported by growing demand from sectors such as water supply, agriculture.
Potable water supply, wastewater treatment, agriculture and chemical sectors are expected to propel the demand for plastic pipes in India by manifold.

The Indian plastic pipe market is forecast to grow at a CAGR of 10.4 percent till 2021. The major growth drivers for this market are the growth of government infrastructural spending, increasing residential and commercial construction, industrial production, irrigation sector, and replacement of aging pipelines.

Polyvinyl chloride (PVC), polyethylene (PE) and polypropylene (PP) are the major raw materials used to manufacture pipe.

Within the Indian plastic pipe market, agriculture sector is expected to remain the largest application. The growth of residential and commercial construction and the growth in infrastructure development especially in the agriculture sector in the country are expected to spur growth for this segment over the coming years.

According to the report, emerging trends, which have a direct impact on the dynamics of the market, are the usage of anti-microbial plastic pipes to improve hygiene, consumption of CPVC (chlorinated polyvinyl chloride) piping system in various applications of plastic pipes, and increasing consumption of multilayer plastic pipe in gas distribution in the Indian plastic pipe market.

(Source: http://ficci.in/spdocument/20872/report-Plastic-infrastructure-2017-ficci.pdf)

CABLE INDUSTRY IN INDIA

The industry which has been growing at the rate of around 15 per cent currently will start growing at the CAGR of over 20 per cent over the next five years.

The wires and cables industry in India has come a long way, growing from being a small industry to a very large one, over the past decade.The increasing demand for power, light and communication has kept demand high for wire and cable. This trend will continue as demand for reliable, efficient energy and data communications will strengthen the wires and cables industry in the future as well.

Over the last 20 years, the industry has shifted from being an unorganised sector to an organised one. Still, 35 per cent of the industry continues to be a part of the unorganised sector. In India, the size of the cable manufacturing industry is approximately Rs 40,000 crores.

The specialised cable industry is roughly of the size of Rs 10,000 crores. The government has announced ambitious plans for infrastructure development. One of the primary focus area of the development plan is railways, with over Rs 800,000 crore as promised investment over the period of 2015-2020.In addition, the government has ear marked Rs 50,000 crore (US$ 7.53 billion) to develop 100 smart cities across the country.

High way projects worth $93 billion, which include government flagship National Highways Building Project (NHDP) with total investment of $45 billion over next three years, have also been announced. The Dig ital India campaign will require an investment of Rs 4,50,000 crore. Ministry of Power is also looking at an investment of Rs 15,000 lakh crore over the next 5 years.

The wire and cable industry will eventually focus on supplying cables for specific applications pertaining to the industry needs.

India has a lot of potential in the mining, power, oil and gas, metro railways, cement industry, steel industry and other sectors. Power cables, a critical segment of the power sector, is experiencing an escalating demand owing to the growth in power generation infrastructure. India is one of the biggest consumers of electric energy after the US and China.

Accelerated urbanization and growing concern over pollution have increased the investment in metro rails for urban mass transportation. The country is predicted to develop metro rails in at least 50 cities across India.Such developments where each project requires more than $150 million is likely to attract many Indian and foreign companies to take advantage of the huge growth opportunities.

Different kinds of cables like extra high voltage cables, elastomer cables, etc are presently being used for special applications such as mining, in oil sector, shipbuilding, cranes, elevators, solar power plants to harness power for new generation motor vehicles, windmill solutions as well as security systems.

The growth in renewable power generation would be one of the primary factors for the growth of the electric cable and wire market. The focus of several countries across world to commercialize renewable power generation will create a significant demand for electrical wires and cables. This is mainly due to the lack of a transmission and distribution (T&D) infrastructure at locations where renewable energy resources are set up.Moreover, the expansion of the existing renewable power generation plants in the emerging countries will also result in increasing the demand for electrical wires and cables.

Initiatives such as excise duty exemption for ferro-silicon magnesium and pig iron used for manufacturing components for wind-operated electric power generators, and the target set by the Jawaharlal Nehru National Solar Mission to generate more than 1,00,000 MW of solar power by the end of the year 2022, will boost the demand for electrical wires and cables.

Rural electrification is another major factor which is expected to propel the growth of the electric wire and cable market in the country. The government's goal to provide electricity to every home by 2020 should attract major investments in the sector.

(Source: https://timesofindia.indiatimes.com/business/india-business/govt-initiatives-to-boost-cable-industry-in-india/articleshow/60332457.cms)

Electric Wire and Cable Market in India 2016-2020

Overview of the electric wire and cable market in India

Market research analysts at Technavio have predicted that the electric wire and cable market in India will grow steadily during the next four years and post a CAGR of almost 16% by 2020. This market research analysis identifies the growth in renewable power generation to be one of the primary factors for the growth of the **electric cable** and wire market. The focus of several countries across world to commercialize renewable power generation will create a significant demand for **electrical wires and cables**. This is mainly due to the lack of a transmission and distribution (T&D) infrastructure at locations where renewable energy resources are set up. Moreover, the expansion of the existing renewable power generation plants, in the emerging countries, will also result in the increasing demand for **electrical wires** and cables. Initiatives such as excise duty exemption for Ferro-silicon-magnesium and pig iron used for manufacturing components for wind-operated electric power generators and the target set by the Jawaharlal Nehru National Solar Mission to generate more than 1,00,000 MW of solar power by the end of 2022, will boost the demand for electrical **wires and cables** in this region.

One of the major trends that will gain traction in this market is the increasing sales of HVDC power cables. Due to their benefits such as reduced transmission losses, light weight, and dimensions, **HVDC cables** such as HVDC underground cables and HVDC light cables will play a significant role in long-distance and high-voltage power transfer and in submarine power transmission. Also, HVDC power systems are the most sought after option for long-distance power bulk power delivery and will be used in several energy projects to build cross-border infrastructure.

Competitive landscape and key vendors

The market consists of a number of international and regional or local vendors who face intense competition from the unorganized vendors. The regional and unorganized players in the market are offering products at a comparative price which induces the well-established international electric **wire and cable manufacturers** to focus on differentiating their products to sustain their market shares. In addition to innovative product offerings, cable and **wire manufacturers** are also following strategies such as mergers and acquisitions to acquire new technologies and expand their customer reach.

The leading vendors in the market are -

- Finolex Cables
- Havells India
- KEI Industries
- Polycab Wires

The other prominent vendors in the market are Cable Corporation of India, Apar Industries Limited, Cords Cable Industries, KEC International, LS Cable India, Shilpi Cable Technologies, Universal Cable, and V-Guard Industries.

Segmentation by source and analysis of the electric wire and cable market in India

- Organized sector
- Unorganized sector

During 2015, the organized segment accounted for the major market shares and dominated this industry. This sector consists of cable and **electrical wire manufacturers** that manufacture cables with the best raw material and ensure quality by testing them at various stages. With the increasing awareness of the importance of quality wiring at buildings, there will be a significant increase in the demand for **electrical wiring** from the organized sector in the coming years. Moreover, factors such as intense competition from the organized vendors will also compel several unorganized suppliers to exit the market. As a result, this market segment will continue to dominate the market throughout the predicted period.

(Source: https://www.technavio.com/report/india-engineering-tools-electric-wire-and-cable-market-india-2016-2020)

BUSINESS OVERVIEW

Our Company was originally incorporated at Sikar as "Kaler Electricals Private Limited" on 9th July, 2002 under the provisions of the Companies Act, 1956 vide Certificate of Incorporation issued by the Registrar of Companies, Jaipur. The name of company has been changed to "Rex Pipes and Cables Industries Private Limited" on 19th January, 2018 vide Fresh Certificate of Incorporation issued by the Registrar of Companies, Jaipur.Consequent upon the conversion of Company to public limited company, the name of the Company was changed to "Rex Pipes and Cables Industries Limited" vide fresh certificate of incorporation dated 1st February, 2018 issued by the Registrar of Companies, Jaipur.

Our Company which was originally established as Kaler Electricals Private Limited in the year 2002 by Mr. Sharwan Kumar Kaler and his wife Mrs. Sohani Devi. Our Company was established with an objective to take over the running business of M/s. KALER ELECTRIC WORKS, a proprietor Firm owned by Mr. Sharwan Kumar Kaler himself. The Journey started in the year 2002 in Rajasthan with the commitment to supply quality products meeting or exceeding customer's expectation and achieving objective of being a preferred supplier.

Our Company is engaged in the Trading and production/Manufacturing product range encompassing uPVC pipes, HDPE pipe, Cables, fittings and abundance of accessories under the brand name "REX". The brand "REX" is the hall mark showcasing the entire Product range. It has just taken a little overtwo decades for The Rex group of Industries to emerge as one of India's leading manufacturers in the field of PVC Pipes & Fittings and PVC insulated electrical wires. The company produces excellent Three Core flat cables , Single Core Flexible Home wire , Poly Wrapped Winding wire along with UPVC, HDPE and sprinklers with unique skills, continuous technological upgrading machines, professional management testing and persistent dedication without compromising on quality leading the entire organization to National and International name and reputation.

Rex Pipes And Cables Industries Limited has emerged into anational entity as a complete innovation for its own type of manufactured products. We offer a wide range of PVC pipes, HDPE pipe, Cables classified in a systematic manner to ensure easy and accurate selection, with the simultaneous advantage of providing the most cost-effective solutions for customers. We have established itself as an innovative leader and quality manufacturer by continuously upgrading its technology, modernizing manufacturing facilities and maintaining highest standards of quality and services.

Application area of our products:

• **Agriculture:** We are engaged in manufacturing insulated winding wire, 3 core flat cables and PVC & HDPE pipes.

• **Power:** We are engaged in manufacturing cables and low voltage power up to 1.1 KV in PVC categories meet the domestic and other global standards.

• **Construction:** We are also involved in manufacturing Flexible House wires and sell through dealer and distributor network.

• **Engineering:** Our Company manufactured and supplied a vast range of screened cables to different semi government sectors and government projects through its distributors and dealers.

Our Manufacturing facilities located at B-99, IInd Phase, Industrial Growth Centre,V.P.O, Palsana Sikar; E-106, IID, Palsana Sikar; E-128, IID, Palsana Sikar; E-129, IID, Palsana Sikar and F-69A, RIICO Industrial Area, Sikar, Rajasthan-332 001 are equipped with requisite utilities and modern infrastructure facilities.

At Our Plant Situated at E-128 & E-129, IID, Palsana Sikar and F-69A, RIICO Industrial Area, Sikar, Rajasthan-332 001, Our Company has recently set up a plant for manufacuturing of bus body and fabrication of bus with a capacity of 600 bus per year, the manufacturing activities are yet to be started in respect of manufacuturing of bus body and fabrication of bus.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST AUDITED FINANCIAL STATEMENTS

In the opinion of the Board of Directors of our Company, since the date of the last financial statements disclosed in this Draft Prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months except as follows:

1. The shareholders of the Company approved in their Extra ordinary General Meeting held on 13th January, 2018 approved the Change in object Clause of the Company and Change of Name of the Company to Rex;
2. The Company appointed Mr. Jitendra Kumar Kaler as Directors w.e.f. 13th January, 2018 and redesignated him as Managing Director w.e.f. 7th February, 2018;
3. The shareholders of the Company approved sub-division of face value and paid up value of equity share of the Company from Rs. 1000 per share to Rs. 10 per share w.e.f. 13th January, 2018;
4. The Company appointed Mr. Rajendra Kaler as Non Executive and Non Independent Directors w.e.f. 13th January, 2018;
5. The shareholders approved and passed a special resolution on 22nd January, 2018 to Convert the Company into a Public Limited Company.
6. The Board of Directors of the Company in its meeting held on 29th January, 2018 allotted 37,20,000 equity shares as Bonus Share in the ratio of 3 (three) equity shares for every Two (2) equity shares held by existing shareholders.
7. The Company appointed Mr. Subhash Meel and Mr. Anil Kumar as Independent Directors of the Company w.e.f. 6th February, 2018;
8. The shareholders approved and passed a special resolution on 6th February, 2018 to authorize the Board of Directors to Borrow the Funds.
9. The Company appointed Mrs. Sohani Devi as Whole Time Director w.e.f. 7th February, 2018;
10. The Board of Directors on 7th February, 2018 appointed Ms. Nikita Bhagwani as Company Secretary and Compliance officer of the Company;
11. The Board of Directors on 7th February, 2018 appointed Mr. Kanhiya Lal Sharma as Chief Financial officer of the Company;
12. Mr. Sharwan Kumar Kaler Resigned from the Board of the Company w.e.f. 21st February, 2018.
13. The shareholders approved and passed a special resolution on 16th April, 2018 to authorize the Board of Directors to raise funds by making an Initial Public Offering.

FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled "*Risk Factors*" beginning on page 15 of this Draft Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Our success depends on the value, perception and quality of our product;
- Branding and marketing;
- General economic and business conditions;
- Company's inability to successfully implement its growth and expansion plans;
- Increasing competition in the Industry;
- Changes in technology;
- Any change in the laws and regulations to Industry in which we operate;
- Operational guidance and support

DISCUSSION ON RESULT OF OPERATION

The following discussion on result of operations should be read in conjunction with the restated financial statements of our Company for the financial period ended November 30, 2017 and for the financial years ended March 2017, 2016, 2015, 2014 and 2013.

OVERVIEW OF REVENUE & EXPENDITURE

Revenues:

Income from operations:

Our principal component of revenue from operations is from income from sale of product manufactured by our Company.

Other Income:

Our other income mainly includes interest income, Sales Incentives and Discount income.

(Rs. In Lacs)

Particulars	For the period ended November, 2017	2017	2016	2015	2014	2013
Income						
Revenue from Operations	2513.95	2439.81	2374.23	2588.2	2680.34	2749.55
As a % of Total Revenue	99.15	97.18	97.03	97.89	97.66	98.40
Other Income	21.51	70.89	72.59	55.71	64.27	44.61
As a % of Total Revenue	0.85	2.82	2.97	2.11	2.34	1.60
Total Revenue	**2535.46**	**2510.7**	**2446.82**	**2643.91**	**2744.61**	**2794.16**

Expenditure:

Our total expenditure primarily consists of employee benefit expenses, Operating, Administrative, Selling and Other Expenses, finance cost, depreciation and other expenses.

Employee benefits expense

Our employee benefits expense primarily comprise of salaries and wages expenses and staff welfare expenses.

Depreciation & Amortization

Depreciation includes depreciation on tangible assets like building, furniture & fixtures, computers and office equipment. Amortization includes amortization of intangible assets.

Other Expenses

Other expenses include the following:

- Operating expenses like manufacturing expenses, electricity expenses.
- General expenses like marketing and sales promotion expenses, printing, stationery, insurance, audit and professional fees etc.
- Administrative and other expenses such as advertisement, traveling, conveyance expenses, etc.

Statement of profits and loss

The following table sets forth, for the fiscal years indicated, certain items derived from our Company's audited restated financial statements, in each case stated in absolute terms and as a percentage of total sales and/or total revenue:

(Rs. In Lacs)

Particulars	For the period ended 30.11.2017	31.03.2017	31.03.2016	31.03.2015	31.03.2014	31.03.2013
Income:-						
Revenue from Operations	2513.95	2439.81	2374.23	2588.2	2680.34	2749.55
As a % of Total Revenue	*99.15*	*97.18*	*97.03*	*97.89*	*97.66*	*98.40*
Other Income	21.51	70.89	72.59	55.71	64.27	44.61
As a % of Total Revenue	*0.85*	*2.82*	*2.97*	*2.11*	*2.34*	*1.60*
Total Revenue (A)	**2535.46**	**2510.7**	**2446.82**	**2643.91**	**2744.61**	**2794.16**
Growth %	-	*2.61*	*(7.45)*	*(3.67)*	*(1.77)*	-
Expenditure:-						
Cost of Materials Consumed	1500.4	1237.63	1217.32	1331.72	1490.4	1441.44
As a % of Total Revenue	*59.18*	*49.29*	*49.75*	*50.37*	*54.30*	*51.59*
Purchase of Stock In trade	620.1	780.9	820.57	721.07	789.96	942.68
As a % of Total Revenue	*24.46*	*31.10*	*33.54*	*27.27*	*28.78*	*33.74*
Change in inventories of finished goods, work in progress and cost-in-trade	24.15	47.41	(89.84)	71.46	(31.51)	(67.65)
Employees Benefit Expenses	62.69	71.9	68.82	69.83	75.82	68.25
As a % of Total Revenue	*2.47*	*2.86*	*2.81*	*2.64*	*2.76*	*2.44*
Operating, Administrative, Selling and Other Expenses	111.48	111.74	139.16	149.31	150.76	141.54
As a % of Total Revenue	*4.40*	*4.45*	*5.69*	*5.65*	*5.49*	*5.07*
Depreciation and Amortization Expense	32.26	57.66	68.85	83.89	77.79	87.39
As a % of Total Revenue	*1.27*	*2.30*	*2.81*	*3.17*	*2.83*	*3.13*
Interest & Finance Charges	61.94	118.19	161.17	158.84	141.79	149.1

Particulars	For the period ended 30.11.2017	31.03.2017	31.03.2016	31.03.2015	31.03.2014	31.03.2013
As a % of Total Revenue	*2.44*	*4.71*	*6.59*	*6.01*	*5.17*	*5.34*
Total Expenses (B)	2413.02	2425.43	2386.05	2586.12	2695.01	2762.75
As a % of Total Revenue	*95.17*	*96.60*	*97.52*	*97.81*	*98.19*	*98.88*
Profit before extraordinary items and tax	**122.44**	**85.27**	**60.77**	**57.79**	**49.6**	**31.41**
As a % of Total Revenue	*4.83*	*3.40*	*2.48*	*2.19*	*1.81*	*1.12*
Extraordinary Items	-	-	-	-	-	-
Profit before Tax	**122.44**	**85.27**	**60.77**	**57.79**	**49.6**	**31.41**
PBT Margin	*4.83*	*3.40*	*2.48*	*2.19*	*1.81*	*1.12*
Tax Expense:						
i. Current Tax	34.94	29.78	21.4	15.35	6.74	5.99
ii. Short / (Excess) provision	-	-	-	-	-	-
iii. Deferred Tax	-	-	-	-	-	-
Total Tax Expense	**34.94**	**29.78**	**21.4**	**15.35**	**6.74**	**5.99**
Profit for the year/period	87.5	55.49	39.37	42.44	42.86	25.42
PAT Margin %	*3.45*	*2.21*	*1.61*	*1.61*	*1.56*	*0.91*

REVIEW OF EIGHT MONTHS ENDED NOVEMBER 30, 2017

INCOME

Income from Operations

Our income from operations was Rs. 2513.95 lacs which is *99.15*% of our total revenue for the period of eight months ended on November 30, 2017.

Other Income

Our other income was Rs. 21.51 lacs for the period of eight months ended on November 30, 2017.

EXPENDITURE

Employee Benefits Expenses

Our employee benefits expenses were Rs. 62.69 lacs which was *2.47*% of our total revenue for the period of eight months ended on November 30, 2017 and comprised of salaries & wages and staff welfare expenses etc.

Operating, Administrative, Selling and Other Expenses

Our Operating, Administrative, Selling and Other expenses were Rs. 111.48 lacs which is *4.40*% of our total revenue the period of eight months ended on November 30, 2017. These expenses include operating expenses, general expenses, administrative and selling expenses.

Depreciation and amortisation

Depreciation and amortisation expenses were Rs. 32.36 lacs which is *1.27*% of our total revenue for the period of eight months ended on November 30, 2017.

Finance Cost

Our finance cost which consists of interest on loan, processing fee and charges of Rs. 61.94 lacs which is *2.44*% of our total revenue for the period of eight months ended on November 30, 2017.

Profit Before Tax

Our Profit Before Tax was Rs. 122.44 lacs which is *4.83*% of our total revenue the period of eight months ended on November 30, 2017.

Net Profit

Our Net Profit After Tax was Rs. 87.50 lacs which is *3.45*% of our total revenue the period of eight months ended on November 30, 2017.

COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2017 WITH FINANCIAL YEAR ENDED MARCH 31, 2016

INCOME

Income from Operations

(Rs. In Lacs)

Particulars	2016-17	2015-16	Variance In %
Revenue from Operations	2439.81	2374.23	2.76

The operating income of the Company for the year ending March 31, 2017 is Rs. 2439.81 lacs as compared to Rs. 2374.23 lacs for the year ending March 31, 2016, showing increase of 2.76%, and such increase is due to increase in volume of operations.

Other Income

Our other income decreased from Rs. 72.59 Lacs to Rs. 70.89 lacs. This was primarily due to Discount.

Operating, Administrative and Employee Costs

(Rs. In Lacs)

Particulars	2016-17	2015-16	Variance In %
Employee Benefit Expenses	71.9	68.82	4.48
Operating, Administrative, Selling and Other Expenses	111.74	139.16	(19.70)

There is 4.48% increase in employee benefit expenses from Rs. 68.82 lacs in financial year 2015-16 to Rs. 71.90 lacs in financial year 2016-17 which is due to increase in staff and salary & wages. Our other expenses have decreased by 19.70% from Rs. 139.16 lacs in financial year 2015-16 to Rs. 111.74 lacs in financial year 2016-17. The decrease was due to decrease in operating expenses, general expenses and administrative expenses.

Depreciation

Depreciation expenses for the Financial Year 2016-2017 have decreased to Rs. 57.66 lacs as compared to Rs. 68.85 lacs for the Financial Year 2015-2016. The decrease in depreciation was majorly due to decreaes in value of tangible assets.

Finance Charges

Our finance cost which consists of interest, processing fees and charges decreased by 26.67% in FY 2016-17 as compared to FY 2015-16 due to decrease in interest exepenses and Bank charges.

Profit Before Tax

(Rs. In Lacs)

Particulars	2016-17	2015-16	Variance In %
Profit Before Tax	85.27	60.77	40.32

Profit before tax increased by 40.32% from Rs. 60.77 lacs in financial year 2015-16 to Rs. 85.27 lacs in financial year 2016-17.

Provision for Tax and Net Profit

(Rs. In Lacs)

Particulars	2016-17	2015-16	Variance In %
Taxation Expense	29.78	21.4	39.16
Profit After Tax	55.49	39.37	40.94

Our profit after tax increased by 40.94% from Rs. 39.37 lacs in financial year 2015-16 to Rs. 55.49 lacs in financial year 2016-17. This increment was in line with increase in operational income.

COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2016 WITH FINANCIAL YEAR ENDED MARCH 31, 2015

INCOME

Income from Operations

(Rs. In Lacs)

Particulars	2015-16	2014-15	Variance In %
Revenue from Operations	2374.23	2588.2	(8.27)

The operating income of the Company for the year ending March 31, 2016 is Rs. 2374.23 lacs as compared to Rs. 2588.20 lacs for the year ending March 31, 2015, showing a decrease of 8.27%, and such decrease was attributed to decrease in volume of our operations.

Other Income

Our other income increased by 30.30% from Rs. 55.71 lacs to Rs. 72.59 lacs. This was primarily due to increase in Discount and subsidy.

Operating, Administrative and Employee Costs

(Rs. In Lacs)

Particulars	2015-16	2014-15	Variance In %
Employee Benefit Expenses	68.82	69.83	(1.45)
Operating, Administrative, Selling and Other Expenses	139.16	149.31	(6.80)

There is 1.45% decrease in employee benefit expenses from Rs. 69.83 lacs in financial year 2014-15 to Rs. 68.82 lacs in financial year 2015-16 which is due to decrease in staff & Salary, wages. Our Operating, Administrative, Selling and Other Expenses expenses decreased by 6.80% from Rs. 149.31 lacs in financial year 2014-15 to Rs. 139.16 lacs in financial year 2015-16. The decrease was due to decrease in operating expenses, general expenses and administrative expenses.

Depreciation

Depreciation expenses for the Financial Year 2015-2016 have decreased to Rs. 68.85 lacs as compared to Rs. 83.89 lacs for the Financial Year 2014-2015. The decrease in depreciation was mainly due to decrease in Fixed Assets.

Finance Charges

Our finance cost which consists of interest, processing fees and charges increased by 1.47 % in FY 2015-16 compared to FY 2014-15.

Profit Before Tax

(Rs. In Lacs)

Particulars	2015-16	2014-15	Variance In %
Profit Before Tax	60.77	57.79	5.16

Profit before tax increased from Rs. 57.79 lacs in financial year 2014-15 to Rs. 60.77 lacs in financial year 2015-16.

Provision for Tax and Net Profit

(Rs. In Lacs)

Particulars	2015-16	2014-15	Variance In %
Taxation Expense	21.4	15.35	39.41
Profit After Tax	39.37	42.44	(7.23)

Our profit after tax decreased from Rs. 42.44 lacs in financial year 2014-15 to Rs. 39.37 lacs in financial year 2015-16. This decrease was in line with our decrease in operations.

COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2015 WITH FINANCIAL YEAR ENDED MARCH 31, 2014

INCOME

Income from Operations

(Rs. In Lacs)

Particulars	2014-15	2013-14	Variance In %

Particulars	2014-15	2013-14	Variance In %
Revenue from Operations	2588.2	2680.34	(3.44)

The operating income of the Company for the year ending March 31, 2015 is Rs. 2588.20 lacs as compared to Rs. 2680.34 lacs for the year ending March 31, 2014, showing a decrease of 3.44%, and such decrease was attributed to decrease in volume of operations.

Other Income

Our Other Income for the financial year ended 31st March, 2015 was at Rs. 55.71 Lacs as against Rs. 64.27 Lacs for the fiscal year 2014.

Operating, Administrative and Employee Costs

(Rs. In Lacs)

Particulars	2014-15	2013-14	Variance In %
Employee Benefit Expenses	69.83	75.82	(7.90)
Operating, Administrative, Selling and Other Expenses	149.31	150.76	(0.96)

There is around 7.90% decrease in employee benefit expenses from Rs. 75.82 Lacs in financial year 2013-14 to Rs. 69.83 lacs in financial year 2014-15. This was due to decrease in salaries and wages and decrease in staff.

Our Operating, Administrative, Selling and Other Expenses decreased by 0.96% from Rs. 150.76 lacs in financial year 2013-14 to Rs. 149.31 lacs in financial year 2014-15. The decrease was due to decrease in operating expenses, general expenses and administrative expenses.

Depreciation

Depreciation expenses for the Financial Year 2014-2015 have increased to Rs. 83.89 lacs as compared to Rs. 77.79 lacs for the Financial Year 2013-2014, this is due to increase in fixed assets.

Finance Charges

Our finance cost which consists of interest, processing fees and charges for the financial year ended 31st March, 2015 was at Rs. 158.84 Lacs as against Rs. 141.79 Lacs for the fiscal year 2014.

Profit Before Tax

(Rs. In Lacs)

Particulars	2014-15	2013-14	Variance In %
Profit Before Tax	57.79	49.6	16.51

Profit before tax increased from Rs. 49.60 lacs in financial year 2013-14 to Rs. 57.79 lacs in financial year 2014-15.

Provision for Tax and Net Profit

(Rs. In Lacs)

Particulars	2014-15	2013-14	Variance In %
Taxation Expense	15.35	6.74	127.74
Profit After Tax	42.44	42.86	(0.98)

Our profit after tax decreased from Rs. 42.86 lacs in financial year 2013-14 to Rs. 42.44 lacs in financial year 2014-15. This decrease was mainly due to decrease in revenue from operations.

COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2014 WITH FINANCIAL YEAR ENDED MARCH 31, 2013

INCOME

Income from Operations

(Rs. In Lacs)

Particulars	2013-14	2012-13	Variance In %
Revenue from Operations	2680.34	2749.55	(2.52)

The operating income of the Company for the year ending March 31, 2014 is Rs. 2680.34 lacs as compared to Rs. Rs. 2749.55 for the year ending March 31, 2013 and such decrease was attributed to decrease in volume of our operations.

Other Income

Our Other Income was Rs. 64.27 Lacs for the financial year ended 31st March, 2014 and Rs. 44.61 Lacs for the financial year 31st March, 2013.

Operating, Administrative and Employee Costs

(Rs. In Lacs)

Particulars	2013-14	2012-13	Variance In %
Employee Benefit Expenses	75.82	68.25	11.09
Operating, Administrative, Selling and Other Expenses	150.76	141.54	6.51

The employee benefit expenses was Rs. 75.82 for the financial year ended 31st March, 2014 and Rs. 68.25 Lacs for the financial year 31st March, 2013. Our Operating, Administrative, Selling and Other Expenses increased from Rs. 141.54 Lacs in financial year 2012-13 to Rs. 150.76 lacs in financial year 2013-14. The increase was due to increase in operating expenses, general expenses and administrative expenses.

Depreciation

Depreciation was Rs. 77.79 Lacs for the financial year ended 31st March, 2014 and Rs. 87.39 Lacs for the financial year 31st March, 2013. This is due to decrease in value of Fixed Assets.

Finance Charges

Our finance cost was Rs. 141.79 lacs for the fiscal 2013-14 as compared to Rs. 149.10 Lacs for fiscal 2012-13.

Profit Before Tax

(Rs. In Lacs)

Particulars	2013-14	2012-13	Variance In %
Profit Before Tax	49.6	31.41	57.91

Profit before tax increased from Rs. 31.41 Lacs in financial year 2012-13 to Rs. 49.60 lacs in financial year 2013-14.

Provision for Tax and Net Profit

(Rs. In Lacs)

Particulars	2013-14	2012-13	Variance In %
Taxation Expense	6.74	5.99	12.52
Profit After Tax	42.86	25.42	68.61

Profit after tax increased from Rs. 25.42 lac in financial year 2012-13 to Rs. 42.86 lacs in financial year 2013-14 and this is in line of relatively decrease in expenses.

OTHER MATTERS

Unusual or infrequent events or transactions

There are no transactions or events, which in our best judgement, would be considered unusual or infrequent that have significantly affected operations of the Company.

Significant economic changes that materially affected or are likely to affect income from continuing operations

There are no significant economic changes that materially affected Company's operations or are likely to affect income from continuing operations. Any slowdown in the growth of Indian economy or future volatility in global commodity prices, could affect the business, including the future financial performance, shareholders' funds and ability to implement strategy and the price of the Equity Shares.

Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations

Other than as disclosed in the section titled *"Risk Factors"* beginning on page 15 of this Draft Prospectus to our knowledge, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

Future changes in relationship between costs and revenues in case of events such as future increase in labor or material cost or prices that will cause material change.

According to our knowledge, there are no future relationship between cost and income that would be expected to have a material adverse impact on our operations and revenues. However, increase in the cost of the goods in which the Company deals, will affect the profitability of the Company. Further, the Company may not be able to pass on the increase in prices of the services to the customers in full and this can be offset through cost reduction.

The extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased prices

The increase in revenue is by and large linked to increase in volume of all the activities carried out by the Company.

Total turnover of each major industry segment in which the issuer company operates.

The Company is operating single business segment i.e. pipes and cable manufacturing. Relevant industry data, as available, has been included in the chapter titled *"Industry Overview"* beginning on page 109 of this Draft Prospectus.

Status of any publicly announced new products/projects or business segments

Our Company has not announced any new projects or business segments, other than disclosed in the Draft Prospectus.

The extent to which the business is seasonal

Our Company's business is not seasonal in nature.

Any significant dependence on a single or few suppliers or customers

The % of Contribution of our Company's customer and supplier vis a vis the total revenue from operations and raw materials/ finished goods cost respectively as November 30, 2017 is as follows:

Particulars	Customers	Suppliers
Top 5 (%)	46.64	49.38
Top 10 (%)	60.85	70.97

Competitive Conditions

We have competition with Indian and international manufacturers and our results of operations could be affected by competition in the industry / sector in India and international market in the future. We expect competition to intensify due to possible new entrants in the market, existing competitors further expanding their operations and our entry into new markets where we may compete with well-established unorganized companies / entities. This we believe may impact our financial condition and operations. For details, please refer to the chapter titled "Risk Factors" on page 15 of Draft Prospectus.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except, as stated below and mentioned elsewhere in this Draft Prospectus there are no litigations including, but not limited to suits, criminal proceedings, civil proceedings, statutory or legal proceedings, including those for economic offences, tax liabilities, show cause notice or legal notices pending against our Company, Directors, Promoters, Subsidiaries and Group Companies or against any other company whose outcomes could have a material adverse effect on the business, operations or financial position of the Company and there are no proceedings initiated for economic, civil or any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (a) of Part I of Schedule V of the Companies Act, 2013) other than unclaimed liabilities of our Company, and no disciplinary action has been taken by SEBI or any stock exchange against the Company, Directors, Promoters or Group Companies.

Except as disclosed below there are no i) litigation or legal actions, pending or taken, by any Ministry or department of the Government or a statutory authority against our Promoters during the last five years; (ii) direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action; (iii) pending proceedings initiated against our Company for economic offences; (iv) default and non-payment of statutory dues by our Company; (v) inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous companies law in the last five years against our Company and Subsidiaries including fines imposed or compounding of offences done in those five years; or (vi) material frauds committed against our Company in the last five years.

Except as stated below there are no Outstanding Material Dues (as defined below) to creditors; or (ii) outstanding dues to small scale undertakings and other creditors.

Our Board, in its meeting held on 9th April, 2018 determined that outstanding dues to creditors in excess of Rs. 10 lacs of our Company as per last audited financial statements shall be considered as material dues (Material Dues). Our Board, in its meeting held on 9th April, 2018 determined that litigations involving an amount of more than Rs. 10 lacs as per last audited financial statements shall be considered as material. Unless otherwise stated to contrary, the information provided is as of date of this Draft Prospectus.

LITIGATION INVOLVING OUR COMPANY

Against our Company

Criminal Litigation

Nil

Civil Proceedings

Nil

Proceedings against Our Company for economic offence/securities laws/ or any other law

Nil

Penalties in Last Five Years

Nil

Pending Notice against our Company

Nil

Past Notice to our Company

Nil

Disciplinary Action taken by SEBI or stock exchanges against Our Company

Nil

Defaults including non-payment or statutory dues to banks or financial institutions

Nil

Details of material fraud against the Company in last five years and action taken by the Companies.

Nil

LITIGATION FILED BY OUR COMPANY

Criminal Litigation

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Details of any enquiry, inspection or investigation initiated under Companies Act, 2013 or any previous Company Law

Nil

LITIGATION INVOLVING DIRECTORS OF OUR COMPANY

Litigation against our Directors

Nil

Criminal Litigation

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Past Penalties imposed on our Directors

Nil

Proceedings initiated against our directors for Economic Offences/securities laws/ or any other law

Nil

Directors on list of willful defaulters of RBI

Nil

Litigation by Directors of Our Company

Criminal Litigation

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

LITIGATION INVOLVING PROMOTER OF OUR COMPANY

Criminal Litigation

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Past Penalties imposed on our Promoters

Nil

Proceedings initiated against our Promoters for Economic Offences/securities laws/ or any other law

Nil

Litigation /Legal Action pending or taken by Any Ministry or any statutory authority against any Promoter in last five years

Nil

Penalties in Last Five Years

Nil

Litigation /defaults in respect of the companies/Firms/ventures/ with which our promoter was associated in Past

Nil

Adverse finding against Promoter for violation of Securities laws or any other laws

Nil

Litigation by Our Promoters

Criminal Litigation

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

LITIGATION INVOLVING OUR GROUP COMPANIES

Outstanding Litigation against our Group Companies
Nil

Criminal Litigation

Nil

Civil Proceedings
Nil

Taxation Matters

Nil

Past Penalties imposed on our Group Companies

Nil

Proceedings initiated against our Group Companies for Economic Offences/securities laws/ or any other law

Nil

Litigation /Legal Action pending or taken by Any Ministry or any statutory authority against any *Group Companies*

Nil

Adverse finding against *Group Companies* for violation of Securities laws or any other laws

Nil

LITIGATION BY OUR GROUP COMPANIES

Criminal Litigation

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

LITIGATION INVOLVING OUR SUBSIDIARIES

Criminal Litigation

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Past Penalties imposed on our Subsidiaries

Nil

Proceedings initiated against our Subsidiaries for Economic Offences/securities laws/ or any other law

Nil

Litigation /Legal Action pending or taken by Any Ministry or any statutory authority against any *Subsidiaries*

Nil

Adverse finding against *Subsidiaries* for violation of Securities laws or any other laws

Nil

LITIGATION BY OUR SUBSIDIARIES

Criminal Litigation

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

OTHER MATTERS

Nil

Details of any inquiry, inspection or investigation initiated under present or previous companies laws in last five years against the Company or its subsidiaries: NIL

Outstanding Litigation against other companies or any other person whose outcome could have an adverse effect on our company: NIL

Mr. Sharwan Kumar Kaler has been considered as disqualified Director by Registrar of Companies, Jaipur, Rajasthan in respect of Striking off of M/s Rex Metals Private Limited on account of non filing of Annual Returns/Financial Statements under Section 248 of the Companies Act, 2013 and his name is appearing on www.watchchoutinvestors.com. However, he had filed a writ petition with Hon'ble High Court of Rajasthan for removal of Disqualification and Revival of name of M/s Rex Metal Private Limited with Registrar of Companies, Jaipur, Rajasthan. However, any adverse ruling and findings, against him will adversely impact on our goodwill and could adversely affect our business and financial operations. Please refer Risk factor on page 15. of this Draft Prospectus.

Material Developments since the Last Balance Sheet

Except as disclosed in Management Discussion and Analysis of Financial Condition and results of operations, there have been no material developments.

Outstanding dues to small scale undertakings or any other creditors

As per the requirements of SEBI Regulations, our Company, pursuant to a resolution of our Board dated 9th April, 2018, considered creditors to whom the amount due exceeds Rs. 10 lacs by our company for the purpose of identification of material creditors. Based on the above, details of material creditors of our Company as on 30th November, 2017.

Name	Amount Due (Rs. In Lacs)
Shakti Metal Industries- Jaipur	140.71
Fujairah Gold FZC,	117.93
Kandoi Metal Powders Mfg. Co. Pvt. Ltd.	78.73
Shakti Engineering Industries- Jaipur	65.70
Kasliwal Pipes Pvt. Ltd.-Jaipur	52.03
Rajasthan Tube Mfg Co. Ltd.-Jaipur	26.85
Veekay Plast - Jaipur	21.17
Khandelwal Pipes & Tubes	18.55
Shubham Chemicals And Solvents Ltd-Delhi	16.45
Shri Shyam Overseas LLP- Delhi	11.61

We don’t owe any amount to small scale undertakings. The details pertaining to net outstanding dues towards our Material Creditors shall be made available under investors‘ section on the website of our Company. It is clarified that such details available on our website do not form a part of this Draft Prospectus. Anyone placing reliance on any other source of information, including our Company‘s website, would be doing so at their own risk.

GOVERNMENT & OTHER APPROVALS

We have received all the necessary consents, licenses, permissions and approvals from the government and various government agencies/ private certification bodies for our present businesses and no further approvals are required for carrying on the present businesses except as stated in this Draft Prospectus.

For further details in connection with the regulatory and legal framework within which we operate, please refer to the section titled "Key Industry Regulations and Policies" on page 141 of this Draft Prospectus.

APPROVALS FOR THE ISSUE

1. The Board of Directors has, pursuant to resolution passed at its meeting held on 9th April, 2018 authorized the Issue.

2. The Shareholders of our Company have, pursuant to a resolution passed at Extra Ordinary General Meeting held on 16th April, 2018 authorized the Issue.

3. We have received in-principle approvals from NSE-EMERGE for the listing of our Equity Shares pursuant to letters dated [●].

INCORPORATION DETAILS

1. Certificate of Incorporation dated 9th July, 2002 issued by Registrar of Companies, Rajasthan, Jaipur in the name of Kaler Electricals Private Limited.

2. Certification of Registration of special resolution dated 16th January, 2018 issued by Deputy Registrar of Companies, Jaipur confirming alteration in object clause.

3. Fresh Certificate of Incorporation dated 19th January, 2018 issued by Registrar of Companies, Jaipur pursuant to Change of Name of the Company to Rex Pipes and Cables Industries Private Limited.

4. Fresh Certificate of Incorporation dated 1st February, 2018 issued by Registrar of Companies, Jaipur pursuant to Conversion of the Company to Public Limited Company and consequent upon Change of Name to Rex Pipes and Cables Industries Limited.

5. The Company Identification Number (CIN) is U31300RJ2002PLC017714.

APPROVALS/LICENSES/PERMISSIONS PROCURED TO CONDUCT OUR OPERATION:

Sr. No.	Nature of Registration/License	Registration /License No.	Issuing Authority	Date of Expiry
Issuer Company : Rex Pipes and Cables Industries Limited				
1.	Permanent Account Number	AACCK2045G	Income Tax Department	N.A.
2.	Tax Deduction Account Number (TAN)	JPRK02229D	Income Tax Department	N.A.
3.	Goods and Service Tax (GST)	08AACCK2045G2ZS	Government of India	N.A.

TRADEMARK REGISTRATIONS

S.No.	Particulars	Application No.	Issuing Authority	Date of Issue	Validity
1.	Trade Mark Registration in Class 19 dated 22.06.2011	27522	The Registrar of Trade Marks.	Under registration	Under registration

OTHER BUSINESS APPROVALS/ REGISTERATIONS

S.No.	Particulars	Details	Issuing Authority
1.	DIC Registeration Number	0801312000055	District Industries Centre, Sikar
2.	Provident Fund Registration Certificate	0028338	Employee Provident Fund Organisation, Jaipur
3.	Certificate of IEC	1310016461	Ministry of Commerce & Industry, Jaipur
4.	ESIC	15000548760000905	Employee's State Insurance Corporation, Jaipur

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 9th April, 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 16th April, 2018 at registered office of the Company.

Our Board has approved this Draft Prospectus at its meeting held on 24th April, 2018.

We have received approval from NSE-EMERGE vide letter dated [●] to use the name of NSE in this offer document for listing of our Equity Shares on NSE EMERGE. NSE is the Designated Stock Exchange.

PROHIBITION BY SEBI, RBI OR OTHER GOVERNMENTAL AUTHORITIES

Our Company, our Promoters, our Directors, our Promoter Group and our Group Entities, have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.

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 Entities have been identified as willful 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 THE ISSUE

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations; and this Issue is an "Initial Public Offer" in terms of the SEBI (ICDR) Regulations.

Our Company is eligible for the Issue in accordance with Regulation 106(M) (1) and other provisions of Chapter XB of the SEBI (ICDR) Regulations, as we are an Issuer whose post issue paid up capital do not exceed ten crores rupees shall issue its specified securities in accordance with provisions of chapter XB Issue of specified securities by small and medium enterprises] of ICDR regulations. (In this case being the "SME Platform of NSE EMERGE"). Our Company also complies with the eligibility conditions laid by the NSE Emerge Platform for listing of our Equity Shares.

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 61 of this Draft Prospectus.

2. In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, we shall ensure that the total

number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date our company becomes liable to repay it, than our company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed u/s 40 of the Companies Act, 2013

3. In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, we have not filed any Draft 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 Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Draft 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. For further details of the market making arrangement see chapter titled "General Information" beginning on page 61 of this Draft Prospectus.

5. The Company has Net Tangible assets of at least Rs. 1 crore as per the latest audited financial results.

6. The Net worth (excluding revaluation reserves) of the Company is at least Rs. 1 crore as per the latest audited financial results.

7. The Company has been incorporated on 9th July, 2002 and has track record of over three years and have positive cash accruals (earnings before depreciation and tax) from operations for atleast 2 financial years.

8. The Post-issue paid up capital of the Company shall be at least Rs. 1 Crore.

9. The Company shall mandatorily facilitate trading in demat securities and has entered into agreements with both the depositories.

10. The Company has not been referred to Board for Industrial and Financial Reconstruction.

11. No petition for winding up is admitted by a court of competent jurisdiction or a liquidator has been appointed against the Company.

12. No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.

13. The Company has a website: www.rexpumps.com

14. There has been no change in the Promoter(s) of the Company in the preceding one year from the date of filling application to NSE-Emerge Platform.

15. There is no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the applicant, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) during the past three years.

16. No material regulatory or disciplinary action has been taken by a 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

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, NAVIGANT CORPORATE ADVISORS LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS FOR THE TIME BEING IN FORCE. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT PROSPECTUS, THE LEAD MANAGER, NAVIGANT CORPORATE ADVISORS 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, NAVIGANT CORPORATE ADVISORS LIMITED, HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED [.], IN ACCORDANCE WITH THE SEBI (MERCHANT BANKERS) REGULATIONS, 1992.

"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 BOARD 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, 1956, COMPANIES ACT, 2013 THE SECURITIES AND EXCHANGE BOARD OF**

INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.

3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.

4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS.

5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTER HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT PROSPECTUS.

6. WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS 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 PROMOTERS' 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 PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – NOT APPLICABLE

8. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.

9. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES 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, SUBJECT TO COMPLIANCE WITH REGULATION 56 OF THE SEBI REGULATIONS

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**

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, PROMOTERS EXPERIENCE, ETC.**

15. **WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT 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 BANKERS 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.”**

**Section 29 of the Companies Act, 2013 provides inter alia that every company making public offers shall issue securities only in dematerialised form by complying with the provisions of the Depositories Act, 1996 and the regulations made thereunder.*

ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING NSE EMERGE

1) **“WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE DRAFT PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.**

2) **WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN DRAFT PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.**

3) **WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009.**

4) **WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER.**

5) **WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISO TO SUB-REGULATION OF REGULATION 32 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CASH FLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE DRAFT PROSPECTUS.**

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. - NOTED FOR COMPLIANCE."**

7) **WE CONFIRM THAT THE ISSUER HAS REDRESSED AT LEAST NINETY FIVE PER CENT OF THE COMPLAINTS RECEIVED FROM THE INVESTORS TILL THE END OF THE QUARTER IMMEDIATELY PRECEDING THE MONTH OF THE FILING OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES. – NOT APPLICABLE**

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 Draft Prospectus with the Registrar of Companies, Jaipur, Rajasthan in terms of sections 26, 32 and 33 of the Companies Act, 2013.

DISCLAIMER 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.rexpumps.com 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 MOU for Issue Management entered into among the Lead Manager and our Company dated 19th April, 2018, the Underwriting Agreement [●] entered into among the Underwriters and our Company and the Market Making Agreement dated [●] entered into among the Lead Manager, Market Maker 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 track record of the past issue handled by M/s Navigant Corporate Advisors Limited, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please refer to the website of the Book Running Lead Manager at www.navigantcorp.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 Lacs, pension funds with minimum corpus of Rs. 2,500 Lacs 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 Jaipur, Rajasthan 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 NSE EMERGE PLATFORM

As required, a copy of this Draft Prospectus has been submitted to NSE. NSE has given vide its letter Ref.: [•] dated [•] permission to the Issuer to use the Exchange‘s name in this Offer Document as one of the stock exchanges on which this Issuer‘s securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription / acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

FILING

The Draft Prospectus shall not be filed with SEBI, nor will SEBI issue any observation on the offer document in term of Reg. 106(M)(3). However, a copy of the Prospectus shall be filed with SEBI at the Regional Director, Unit No. 002, Ground Floor, Sakar I, Near Gandhigram Railway Station Opp. Nehru Bridge Ashram Road, Ahmedabad-380009, Gujrat. 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 ROC situated at C/6-7, 1st Floor, Residency Area, Civil Lines, Jaipur-302001.

LISTING

In terms of Chapter XB of the SEBI (ICDR) Regulations, there is no requirement of obtaining in- principle approval from NSE-Emerge Platform. However application will be made to the NSE-Emerge Platform for obtaining permission to deal in and for an official quotation of our Equity Shares. NSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The NSE-Emerge Platform has given its in-principal approval for using its name in our 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-Emerge Platform, our Company will forthwith repay, without interest, all moneys received from the applicants in pursuance of the Draft 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 6 working 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 Platform mentioned above are taken within twelve Working Days from the Issue Closing Date.

CONSENTS

Consents in writing of: (a) the Directors, the Promoters, the Company Secretary and Compliance Officer, Chief Financial Officer, the Auditors, Peer Review Auditor, Banker to the Company; and (b) Lead manager, Underwriters, Market Makers Registrar to the Issue, Legal Advisor to the Issue, Banker to the Issue 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 & 32 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 OPINION

Except as stated below, our Company has not obtained any expert opinions:

1. Report of the Statutory Auditor on Statement of Tax Benefits;
2. Report of the Peer Reviewed Auditor on the Restated Financial Statements for the eight months ended on November 30, 2017 and financial year ended on March 31, 2017, 2016, 2015, 2014 and 2013 of our Company.

PUBLIC ISSUE EXPENSES

The expenses of this Issue include, among others, underwriting and management fees, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. For details of total expenses of the Issue, refer to chapter "Objects of the Issue" beginning on page 94 of this Draft Prospectus.

FEES PAYABLE TO LEAD MANAGER TO THE ISSUE

The total fees payable to the Lead Manager will be as per the Engagement Letters from our Company and Lead Manager and Memorandum of Understanding signed with the Lead Manager, copy of which is available for inspection at the Registered Office of our Company.

FEES PAYABLE TO THE REGISTRAR TO THE ISSUE

The fees payable by the Company to the Registrar to the Issue for processing of application, data entry, printing of CAN, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the Memorandum of Understanding signed with the Company, copy of which is available for inspection at the Registered Office of our Company.

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 refund orders or 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 the selling commission for the Issue are as set out in the Underwriting Agreement amongst the Company and Underwriters. The underwriting commission shall be paid as set out in the Underwriting Agreement based on the Issue price and the amount underwritten in the manner mentioned on page 65 of this Draft Prospectus.

CAPITAL ISSUE DURING THE LAST THREE YEARS

Rex Pipes and Cables Industries Limited and its Group Companies have not made any capital issue viz. initial public offering, rights issue or composite issue during the last three years.

PREVIOUS PUBLIC OR RIGHTS ISSUE

There have been no public or rights issue by our Company during the last five years.

PREVIOUS ISSUES OF EQUITY SHARES OTHERWISE THAN FOR CASH

Except as stated in the section titled "Capital Structure" on page 68 of this Draft Prospectus, we have not made any previous issues of shares for consideration otherwise than for cash.

COMMISSION AND BROKERAGE PAID ON PREVIOUS ISSUES OF OUR EQUITY SHARES

Since this is the Initial Public Offer of the 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 the Equity Shares since inception of the Company.

PROMISE VIS-À-VIS PERFORMANCE

Our Company has not made any public or rights issue since its inception.

PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED COMPANIES UNDER THE SAME MANAGEMENT WITHIN THE MEANING OF SECTION 370(1) (B) OF THE COMPANIES ACT, 1956 / SECTION 186 OF THE COMPANIES ACT, 2013 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS

There are no listed companies under the same management within the meaning of Section 370(1)(b) of the Companies Act, 1956 / Section 186 of the Companies Act, 2013 that made any capital issue viz. initial public offering, rights issue or composite issue during the last three years.

OUTSTANDING DEBENTURES OR BONDS AND REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS

There are no outstanding debentures or bonds or redeemable preference shares and other instruments issued by the Company as on the date of this Draft Prospectus.

STOCK MARKET DATA FOR OUR EQUITY SHARES

This being an Initial Public Offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange.

INVESTOR GRIEVANCES AND REDRESSAL SYSTEM

The Company has appointed Karvy Computershare Private Limited as the Registrar to the Issue, to handle the investor grievances in co-ordination with the Compliance Officer of the Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to ensure that the investor grievances are settled expeditiously and satisfactorily.

The Registrar to the Issue, namely, Karvy Computershare Private Limited, will handle investor's grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be co-coordinating with the Registrar to the Issue in attending to the grievances to the investor. The Company assures that the Board of Directors in respect of the complaints, if any, to be received shall adhere to the following schedules:

Sr. No.	Nature of Complaint	Time Table
1.	Non-receipt of refund	Within 7 days of receipt of complaint subject to production of satisfactory evidence
2.	Non receipt of share certificate/Demat Credit	Within 7 days of receipt of complaint subject to production of satisfactory evidence
3.	Any other complaint in relation to Public Issue	Within 7 days of receipt of complaint with all relevant details.

Redressal of investors' grievance is given top priority by the Company. The Committee oversees redressal of complaints of shareholders/investors and other important investor related matters. The Company has adequate arrangements for redressal of investor complaints as follows:

Share transfer/ dematerialization/ rematerialization are handled by professionally managed Registrar and Transfer Agent, appointed by the Company in terms of SEBI's direction for appointment of Common Agency for physical as well as demat shares. The Registrars are constantly monitored and supported by qualified and experienced personnel of the Company.

We have appointed Ms. Nikita Bhagwani as Company Secretary and Compliance Officer and she may be contacted in case of any pre-issue or post-issue problems. She can be contacted at the following address:

Ms. Nikita Bhagwani,
Company Secretary and Compliance officer
F-69A, RIICO Industrial Area,
Sikar, Rajasthan-332 001.
Tel: + 91 1572-245009, 245765, 245976
Email: cs@rexpumps.com
Website: www.rexpumps.com

CHANGES IN AUDITORS

There has been no change in the auditors of our Company for the last three years as given below.

CAPITALIZATION OF RESERVES OR PROFITS DURING LAST FIVE (5) YEARS

Except as provided in the Chapter titled Capital Structure beginning on page 68 of the Draft Prospectus, Our Company has not capitalized its reserves or profits at any time during the last five (5) years.

REVALUATION OF ASSETS DURING THE LAST FIVE (5) YEARS

Our Company has not revalued its assets during the last five (5) years.

PURCHASE OF PROPERTY

Other than as disclosed in this Draft Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present

Issue or the purchase or acquisition of which has not been completed on the date of this Draft Prospectus. Except as stated elsewhere in this Draft Prospectus, our Company has not purchased any property in which the Promoters and/or Directors have any direct or indirect interest in any payment made thereunder.

SERVICING BEHAVIOR

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

SECTION VII

ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued and transferred are subject to the provisions of the Companies Act, 2013, SEBI ICDR Regulations, our Memorandum and Articles of Association, the SEBI Listing Regulations , the terms of the Draft Prospectus, the Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note 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 as applicable, guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchange, the RBI, RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 All the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment.

Further vide the said circular Registar to the Issue and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official websites of the concerned stock exchanges for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available

RANKING OF EQUITY SHARES

The Equity Shares being issued in the Issue shall be subject to the provisions of the Companies Act, 2013 and the Memorandum and Articles of Association and shall rank pari-passu with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees in receipt of Allotment of Equity Shares under this Issue will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of Allotment in accordance with Companies Act, 1956 and Companies Act, 2013 and the Articles. For further details, please refer to the section titled "Main Provisions of Articles of Association" beginning on page 294 of this Draft Prospectus.

MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, SEBI Listing Regulations 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 dividend, if declared, to our Shareholders as per the provisions of the Companies Act, SEBI Listing Regulations and our Articles of Association. For further details, please refer to the chapter titled "Dividend Policy" on page 174 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. [●] per Equity Share. The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the section titled *"Basis of Issue Price"* on page 104 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.

COMPLIANCE WITH SEBI (ICDR) REGULATIONS

We shall comply with all requirements of SEBI (ICDR) Regulations, all disclosure and accounting norms as specified by SEBI from time to time.

RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to 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 subject to any statutory and preferential claim being satisfied;
- Right of free transferability subject to applicable law, including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, 2013 and the Memorandum and Articles of Association of the Company.

For a detailed description of the main provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and/or consolidation/splitting, please refer to the section titled "Main Provisions of Articles of Association" on page 294 of this Draft Prospectus.

MINIMUM APPLICATION VALUE; MARKET LOT AND TRADING LOT

In terms of the provision of the Depositories Act, 1996 (22 of 1996) & the regulations made under and Section 29 (1) of the Companies Act, 2013 the Equity Shares of our Company shall be allotted only 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. Hence, the Equity Shares being offered can be applied for in the dematerialized form only.

The trading of the Equity Shares will happen be in dematerialized form and in the minimum contract size of [●] Equity Shares and the same may be modified by the NSE EMERGE from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through the Issue will be done in multiples of [●] Equity Shares subject to a minimum allotment of [●] Equity Shares to the successful Applicants.

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 the monies blocked by the SCSBs shall be unblocked within 6 working days of closure of issue.

JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Jaipur, Rajasthan.

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.

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 the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, 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 the Registered Office of our Company 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:

- to register himself or herself as the holder of the Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Issue will be made only in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten.

As per Section 39 of the Companies Act, 2013, if the "stated minimum amount" has not be subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the offer through the Offer Document including devolvement of Underwriters, if any, within sixty

(60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

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 the monies blocked by the SCSBs shall be unblocked within 6 working days of closure of issue.

Further, in accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than Rs.1,00,000/- (Rupees One Lac) per application.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be 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.

MIGRATION TO MAIN BOARD

Our Company may migrate to the main board of NSE from NSE EMERGE platform of NSE on a later date subject to the following:

a) If the Paid up Capital of the Company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the 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), Company shall have to apply to NSE for listing our shares on its main board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the main board.

OR

b) If the Paid up Capital of the Company is more than 10 crores but below Rs. 25 crores, Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

MARKET MAKING

The shares offered though this Issue are proposed to be listed on the NSE EMERGE Platform, wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the NSE-EMERGE for a minimum period of three years from the date of listing of shares offered though this Draft Prospectus. For further details of the agreement entered into between our Company, the Lead Manager and the Market Maker please refer to *"General Information – Details of the Market Making Arrangements for this Issue"* on page 65 of this Draft Prospectus.

ARRANGEMENTS FOR DISPOSAL OF ODD LOTS

The trading of the equity shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the market maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the NSE-EMERGE.

AS PER THE EXTANT POLICY OF THE GOVERNMENT OF INDIA, OCBS CANNOT PARTICIPATE IN THIS ISSUE.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

OPTION TO RECEIVE EQUITY SHARES IN DEMATERIALIZED FORM

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange. Allottees shall have the option to re materialise the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

NEW FINANCIAL INSTRUMENTS

The Issuer Company is not issuing any new financial instruments through this Issue.

APPLICATION BY ELIGIBLE NRIS, FPIS/FIIS REGISTERED WITH SEBI, VCFS REGISTERED WITH SEBI AND QFIS

It is to be understood that there is no reservation for Eligible NRIs or FPIs/FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FPIs/FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

RESTRICTIONS, IF ANY, ON TRANSFER AND TRANSMISSION OF EQUITY SHARES OR DEBENTURES AND ON THEIR CONSOLIDATION OR SPLITTING

Except for lock-in of the pre-Issue Equity Shares and Promoter's minimum contribution in the Issue as detailed in the chapter "Capital Structure" beginning on page 68 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 shares and on their consolidation / splitting except as provided in the Articles of Association. For details please refer to the section titled "Main Provisions of the Articles of Association" beginning on page 294 of this Draft Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Draft 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.

WITHDRAWAL OF THE ISSUE

In accordance with the SEBI ICDR Regulations, our Company, in consultation with Lead Manager, reserves the right not to proceed with this Issue at any time after the Issue Opening Date, but before our Board meeting for Allotment, without assigning reasons thereof. However, if our Company withdraws the Issue after the Issue Closing Date, we will give reason thereof within two days by way of a public notice which shall be published in the same newspapers where the pre-Issue advertisements were published.

Further, the Stock Exchange shall be informed promptly in this regard and the Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the Bank Accounts of the Applicants within one Working Day from the date of receipt of such notification. In case our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh offer document with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which the Company shall apply for after Allotment. In terms of the SEBI Regulations, Non retail applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 106(M)(1) of Chapter X-B of SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, An issuer whose post-issue face value capital do not exceed ten crores rupeesshall 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 SME Platform of NSE i.e. NSE-EMERGE). For further details regarding the salient features and terms of such an Issue please refer the section titled "*Terms of the Issue*" and "*Issue Procedure*" on page 244 and 253 of this Draft Prospectus.

Following is the Issue structure:

Public Issue of upto 24,00,000 equity shares of Rs. 10 each (the "Equity Shares") for cash at a price of Rs. [●] per Equity Share (including a share premium of Rs. [●] per Equity Share) aggregating to Rs. [●] lacs ("the Issue") by Rex Pipes and Cables Industries Limited ("RPCIL" or the "Company" or the "Issuer").

The Issue comprises reservation of upto 1,20,000 Equity Shares for subscription by the designated Market Maker ("the Market Maker Reservation Portion") and Net Issue to Public of upto 22,80,000 Equity Shares ("the Net Issue").

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
Number of Equity Shares available for allocation	Upto 22,80,000 Equity Shares	1,20,000 Equity Shares
Percentage of Issue Size available for allocation	95.00% of the Issue size	5.00% of the Issue size
Basis of Allotment	Proportionate subject to minimum allotment of [●] Equity Shares and further allotment in multiples of [●] Equity Shares each. For further details please refer to the section titled *"Issue Procedure Basis of Allotment"* on page 287 of this Draft Prospectus.	Firm Allotment
Mode of Application	All the applicants shall make the application (Online or Physical) through the ASBA Process	Through ASBA Process Only
Minimum Application Size	**For QIB and NII:** Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Value exceeds Rs. 2,00,000/- **For Retail Individuals:** [●] Equity Shares	[●] Equity Shares
Maximum Application Size	***For QIB and NII:*** Such number of equity shares in multiples of [●] Equity Shares such that the Application Size does not exceed [●]Shares.	[●] Equity Shares

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
	For Retail Individuals: [●] Equity Shares	
Mode of Allotment	Compulsorily in Dematerialized mode	Compulsorily in Dematerialized mode
Trading Lot	[●] Equity Shares	[●] Equity Shares, However, the Market Makers 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 and accordingly ASBA Banks will block the entire Application Amount.	

*50 % of the shares offered are reserved for applications below Rs. 2 Lacs and the balance for higher amount applications.

WITHDRAWAL OF THE ISSUE

In accordance with the SEBI ICDR Regulations, our Company, in consultation with Lead Manager, reserves the right not to proceed with this Issue at any time after the Issue Opening Date, but before our Board meeting for Allotment, without assigning reasons thereof. However, if our Company withdraws the Issue after the Issue Closing Date, we will give reason thereof within two days by way of a public notice which shall be published in the same newspapers where the pre-Issue advertisements were published.

Further, the Stock Exchange shall be informed promptly in this regard and the Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the Bank Accounts of the Applicants within one Working Day from the date of receipt of such notification. In case our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh offer document with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which the Company shall apply for after Allotment. In terms of the SEBI Regulations, Non retail applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

ISSUE PROGRAMME

ISSUE OPENING DATE	[●]
ISSUE CLOSING DATE	[●]

Applications and any revision to the same (except that on the Issue Closing Date) will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form. On the Issue Closing date application and revision to the same will be accepted between 10.00 a.m and 3.00 p.m. Applications will be accepted during Issue period on Working Days.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (DIPP‖), issued Consolidated FDI Policy Circular of 2015 ("FDI Policy 2015"), which with effect from May 12, 2015, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force and effect as on May 11, 2015. However, press note 4 of (2015 Series), dated April 24, 2015, regarding policy on foreign investment in pension sector, will remain effective. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2015 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, provided that (i) the activities of the investee company are under the automatic route under the FDI Policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/ RBI. As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time.

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

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.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the Application is not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

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 (the "General Information Document") included below under section "Part B-General Information Document", which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 1956, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI Regulations. The General Information Document has been updated to include reference to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations 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 Exchange and the Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

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. Our Company and the Lead Manager would not be liable for any amendment, modification or change in applicable law, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Prospectus and the Prospectus.

This section applies to all the Applicants, please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form.

FIXED PRICE ISSUE PROCEDURE

The Issue is being made under Regulation 106(M)(1) 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 Application Collecting Intermediaries. 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.

Investors should note that the Equity Shares will be allotted to all successful Applicants only in dematerialized form. Applicants will not have the option of being Allotted Equity Shares in physical form.

Further the Equity shares on allotment shall be trade only in the dematerialized segment of the Stock Exchange, as mandated by SEBI.

APPLICATION FORM

Pursuant to SEBI Circular dated September 27, 2011 and bearing No. CIR/CFD/DIL/4/2011, the Application Form has been standardized. Also please note that pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 investors in public issues can only invest through ASBA Mode.

The prescribed colours of the Application Form for various investors applying in the Issue are as follows:

Category	Color of Application Form
Resident Indians and Eligible NRIs applying on a non-repatriation basis (ASBA)	White
Non-Residents and Eligible NRIs applying on a repatriation basis (ASBA)	Blue

Applicants shall only use the specified Application Form for the purpose of making an application in terms of the Prospectus. The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number.

Applicants are required to submit their applications only through any of the following Application Collecting Intermediaries

- an SCSB, with whom the bank account to be blocked, is maintained
- a syndicate member (or sub-syndicate member) : Not Applicable being Fixed Priced Issue
- a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ("broker")
- a depository participant ("DP") (whose name is mentioned on the website of the stock exchange as eligible for this activity)
- a registrar to an issue and share transfer agent ("RTA") (whose name is mentioned on the website of the stock exchange as eligible for this activity)

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For applications submitted by investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs:	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange(s). Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants are deemed to have authorised our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Applicants.

AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS

The Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, Lead Manager to the Issue, Registrar to the Issue as mentioned in the Application Form. The application forms may also be downloaded from the website of NSE i.e. www.nseindia.com

WHO CAN APPLY?

In addition to the category of Applicants set forth under **"-General Information Document for Investing in Public Issues – Category of Investors Eligible to participate in an Issue"**, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- FPIs and sub-accounts registered with SEBI other than Category III foreign portfolio investor;
- Category III foreign portfolio investors, which are foreign corporates or foreign individuals only under the Non Institutional Investors (NIIs) category;
- Scientific and/or industrial research organisations authorised in India to invest in the Equity Shares.

OPTION TO SUBSCRIBE IN THE ISSUE

a) As per Section 29(1) of the Companies Act, 2013 allotment of Equity Shares shall be in dematerialized form only.
b) The equity shares, on allotment, shall be traded on Stock Exchange in demat segment only.
c) A single application from any investor shall not exceed the investment limit/minimum number of specified securities that can be held by him/her/it under the relevant regulations/statutory guidelines.

PARTICIPATION BY ASSOCIATES / AFFILIATES OF LEAD MANAGER

The Lead Manager, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Lead Manager, if any, may purchase the Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRI'S 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 HUFs, 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 may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE/FCNR accounts as well as NRO accounts.

APPLICATIONS BY ELIGIBLE NRI'S/RFPI's ON REPATRIATION BASIS

Application Forms have been made available for eligible NRIs at our Registered Office and at the Corporate Office of the Lead manager. 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 reserved category. The eligible NRIs who intend to make payment through Non Resident Ordinary (NRO) accounts shall use the Forms meant for

Resident Indians and should not use the forms meant for the reserved category. Under FEMA, general permission is granted to companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 days from the date of issue of shares for allotment to NRIs 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.

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 domestic mutual funds, whether listed on a recognized stock exchange or not; (c) Units of schemes floated by a collective investment scheme; (d) Derivatives traded on a recognized stock exchange; (e) Treasury bills and dated government securities; (f) Commercial papers issued by an Indian company; (g) Rupee denominated credit enhanced bonds; (h) Security receipts issued by asset reconstruction companies; (i) Perpetual debt instruments and debt capital instruments, as specified by the Reserve Bank of India from time to time; (j) Listed and unlisted non-convertible debentures/bonds issued by an Indian company in the infrastructure sector, where "infrastructure" is defined in terms of the extant External Commercial Borrowings (ECB) guidelines; (k) Non-convertible debentures or bonds issued by Non-Banking Financial Companies categorized as Infrastructure Finance Companies (IFCs) by the Reserve Bank of India; (l) 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 these regulations, holds 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 for 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:
    (i) Any transactions in derivatives on a recognized stock exchange;
    (ii) Short selling transactions in accordance with the framework specified by the Board;
    (iii) 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;
    (iv) Any other transaction specified by the Board.

c. No transaction on the stock exchange shall be carried forward;

d. The transaction of business in securities by a foreign portfolio investor shall be only through stock brokers registered by the Board; provided nothing contained in this clause shall apply to:

(i) transactions in Government securities and such other securities falling under the purview of the Reserve

Bank of India which shall be carried out in the manner specified by the Reserve Bank of India;

(ii) sale of securities in response to a letter of offer sent by an acquirer in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(iii) sale of securities in response to an offer made by any promoter or acquirer in accordance with the Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009;

(iv) Sale of securities, in accordance with the Securities and Exchange Board of India (Buy-back of securities) Regulations, 1998;

(v) divestment of securities in response to an offer by Indian Companies in accordance with Operative Guidelines for Disinvestment of Shares by 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 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;

(viii) Any other transaction specified by the 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 regulations, can be held in non-dematerialized form, if such shares cannot be dematerialized. 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.

4. 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.

5. 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.

6. 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.

7. 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 derivative instruments are issued after compliance with "know your client" norms. Provided that those unregulated broad based funds, which are classified as Category II foreignportfolio investor by virtue of their investment manager being appropriately regulated shall notissue, subscribe or otherwise deal in offshore derivatives instruments directly or indirectly. Provided further that no Category III foreign portfolio investor shall issue, subscribe to orotherwise 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 (Foreign Institutional Investors) Regulations, 1995 before commencement of SEBI (Foreign Portfolio Investors) Regulations, 2014 shall be deemed to have been issued under the corresponding provisions of SEBI (Foreign Portfolio Investors) Regulations, 2014.

The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below 10% of the total issued capital of the company.

An FII or its subaccount which holds a valid certificate of registration shall, subject to payment of conversion fees, be eligible to continue to buy, sell or otherwise deal in securities till the expiry of its registration as an foreign institutional investor or sub-account, or until he obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

A qualified foreign investor may continue to buy, sell or otherwise deal in securities subject to the provisions of the SEBI (Foreign Portfolio Investors) Regulations, 2014, for a period of one year from the date of commencement of the aforesaid regulations, or until it obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

APPLICATION BY MUTUAL FUNDS

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company‘s paid -up share capital carrying voting rights.

With respect to 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 accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

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.

The Applications made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

APPLICATION 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. Limited liability partnerships can participate in the Issue only through the ASBA process.

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: the least of 10% of the respective fund in case of a life insurer or 10% of investment assets in case of a general insurer or reinsurer (25% in case of ULIPS); and

(c) The industry sector in which the investee company operates: 10% of the insurer's total investment exposure to the industry sector (25% in case of ULIPS).

In addition, the IRDA partially amended the exposure limits applicable to investments in public limited companies in the infrastructure and housing sectors, *i.e.* 26th December, 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.

APPLICATION BY PROVIDENT FUNDS/ PENSION FUNDS

In case of Applications made by provident funds with minimum corpus of Rs. 25 Crore (subject to applicable law) and pension funds with minimum corpus of Rs. 25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

The above information is given for the benefit of the Applicants. Our Company and Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Applicants are advised to make their independent investigations and ensure that any single application from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Prospectus/ Prospectus.

APPLICATION UNDER POWER OF ATTORNEY

In case of Applications made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 2500 Lacs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2500 Lacs, 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, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof. With respect to applications by VCFs, FVCIs, and FPIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may belong with a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.

In case of Applications made pursuant to a power of attorney by Mutual Funds, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with the certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made by insurance companies registered with the Insurance Regulatory and Development Authority, a certified copy of certificate of registration issued by Insurance Regulatory and Development Authority must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made pursuant to a power of attorney by FIIs, 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 their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made by provident funds with minimum corpus of Rs. 25 crore (subject to applicable law) and pension funds with minimum corpus of Rs. 25 crore, a certified copy of certificate from a Chartered Accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

INFORMATION FOR THE APPLICANTS

1. Our Company and the Lead Managers shall declare the Issue Opening Date and Issue Closing Date in the Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in one regional newspaper with wide circulation. This advertisement shall be in the prescribed format.

2. Our Company will file the Prospectus with the RoC at least three days before the Issue Opening Date.

3. Any Applicant who would like to obtain the Prospectus and/or the Application Form can obtain the same from our Registered Office.

4. Applicants who are interested in subscribing to the Equity Shares should approach any of the Application Collecting Intermediaries or their authorised agent(s).

5. Applications should be submitted in the prescribed Application Form only. Application Forms submitted to the SCSBs should bear the stamp of the respective intermediary to whom the application form is submitted. Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch. Application Forms submitted by Applicants whose beneficiary account is inactive shall be rejected.

6. the Application Form can be submitted either in physical or electronic mode, to the Application Collecting Intermediaries . Further Application Collecting Intermediary may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account.

7. Except for applications by or on behalf of the Central or State Government and the officials appointed by the courts and by investors residing in the State of Sikkim, the Applicants, or in the case of application in

joint names, the first Applicant (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participants transacting in the securities market, irrespective of the amount of transaction. Any Application Form without PAN is liable to be rejected. The demat accounts of Applicants for whom PAN details have not been verified, excluding persons resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Applicants.

8. The Applicants may note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic collecting system of the Stock Exchange by the Bankers to the Issue or the SCSBs do not match with PAN, the DP ID and Client ID available in the Depository database, the Application Form is liable to be rejected.

METHOD AND PROCESS OF APPLICATIONS

1. Applicants are required to submit their applications during the Issue Period only through the following Application Collecting intermediary
   (i) an SCSB, with whom the bank account to be blocked, is maintained
   (ii) a syndicate member (or sub-syndicate member)
   (iii) a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ("broker")
   (iv) a depository participant ("DP") (whose name is mentioned on the website of the stock exchange as eligible for this activity)
   (v) a registrar to an issue and share transfer agent ("RTA") (whose name is mentioned on the website of the stock exchange as eligible for this activity)

2. The Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding 10 Working Days.

3. The Intermediaries shall accept applications from all Applicants and they shall have the right to vet the applications during the Issue Period in accordance with the terms of the Prospectus.

4. The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to Application Collecting intermediaries Submission of a second Application Form to either the same or to another Application Collecting Intermediary will be treated as multiple applications and is liable to be rejected either before entering the application into the electronic collecting system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue.

5. The intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively. The upload of the details in the electronic bidding system of stock exchange and post that blocking of funds will be done by as given below:

For applications submitted by investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may begin blocking funds available in the bank account specified in the form, to the extent of the application

	money specified.
For applications submitted by investors to intermediaries other than SCSBs:	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange(s). Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.

6. Upon receipt of the Application Form directly or through other intermediary, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, and If sufficient funds are not available in the ASBA Account the application will be rejected.

7. If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Applicant on request.

8. The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the Application Form, as the case may be. 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 ASBA Accounts and for transferring the amount allocable to the successful 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 Registrar to the Issue.

TERMS OF PAYMENT

The entire Issue price of Rs. [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, The Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants.

SCSBs will transfer the amount as per the instruction received by the Registrar to the Public Issue Bank Account. The balance amount after transfer to the Public Issue Account shall be unblocked by the SCSBs.

The Applicants should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, the Bankers to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

PAYMENT MECHANISM FOR APPLICANTS

The Applicants shall specify the bank account number in the Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non Retail Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalisation of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the application by the ASBA Applicant, as the case may be. Please note that pursuant to the applicability of the directions issued by SEBI vide its circular bearing number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all Investors are applying in this Issue shall mandatorily make use of ASBA facility.

ELECTRONIC REGISTRATION OF APPLICATIONS

1. The Application Collecting Intermediary will register the applications using the on-line facilities of the Stock Exchange.

2. The Application Collecting Intermediary will undertake modification of selected fields in the application details already uploaded before 1.00 p.m of the next Working day from the Issue Closing Date.

3. The Application collecting Inetermediary shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the applications accepted by them, (ii) the applications uploaded by them, (iii) the applications accepted but not uploaded by them or (iv) In case the applications accepted and uploaded by any Application Collecting Intermediary other than SCSBs, the Application form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be re will be responsible for blocking the necessary amounts in the ASBA Accounts.

4. Neither the Lead Managers nor our Company, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the applications accepted by any Application Collecting Intermediaries, (ii) the applications uploaded by any Application Collecting Intermediaries or (iii) the applications accepted but not uploaded by the Application Collecting Intermediaries.

5. The Stock Exchange will offer an electronic facility for registering applications for the Issue. This facility will be available at the terminals of the Application Collecting Intermediaries and their authorized agents during the Issue Period. The Designated Branches or the Agents of the Application Collecting Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Application Collecting Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Lead Manager on a regular basis.

6. With respect to applications by Applicants, at the time of registering such applications, the Application Collecting Intermediaries shall enter the following information pertaining to the Applicants into in the on-line system:

- Name of the Applicant;
- IPO Name;
- Application Form number;
- Investor Category;
- PAN (of First Applicant, if more than one Applicant);
- DP ID of the demat account of the Applicant;
- Client Identification Number of the demat account of the Applicant;
- Numbers of Equity Shares Applied for;
- Location of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and

- Bank account number.

7. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above mentioned details and mention the bank account number, except the Electronic Application Form number which shall be system generated.

8. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively. The registration of the Application by the Application Collecting Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.

9. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.

10. In case of Non Retail Applicants and Retail Individual Applicants, applications would not be rejected except on the technical grounds as mentioned in the Draft Prospectus. The Application Collecting Intermediaries shall have no right to reject applications, except on technical grounds.

11. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our Company, our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

12. The Application Collecting Intermediaries will be given time till 1.00 P.M on the next working day after the Issue Closing Date to verify the PAN No, DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository‘s records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.

13. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for ASBA applications

BASIS OF ALLOTMENT

Allotment will be made in consultation with NSE EMERGE (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 [●] equity shares the allotment will be made as follows:

a) Each successful applicant shall be allotted [●] equity shares; and
b) The successful applicants out of the total applicants for that category shall be determined by the drawal 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 [●] equity shares, the number in excess of the multiple of [●] would be rounded off to the higher multiple of [●] if that number is [●] or higher. If that number is lower than [●], it would be rounded off to the lower multiple of [●]. All Applicants in such categories would be Allotted Equity Shares arrived at after such rounding off.

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 lower nearest multiple of [●] 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) A minimum of 50% of the net offer of shares to the Public shall initially be made available for allotment to retail individual investors as the case may be.

(b) The balance net offer of shares to the public shall be made available for allotment to a) individual applicants other than retails individual investors and b) 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.

(d) As per Regulation 43 (4) of SEBI (ICDR) Regulations, 2009 as amended, if the retail individual investor category is entitled to more than fifty per cent on proportionate basis, the retail individual investors shall be allocated that higher percentage.

'Retail Individual Investor' means an investor who applies for shares of value of not more than Rs. 2,00,000/- Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.

The Executive Director / Managing Director of NSE - the Designated Stock Exchange in addition to Lead 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, 2009.

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 RoC in terms of Section 26 of the Companies Act, 2013.

PRE-ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act, 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.

ISSUANCE OF ALLOTMENT ADVICE

1. Upon approval of the Basis of Allotment by the Designated Stock Exchange.
2. The Lead Managers or the Registrar to the Issue will dispatch an Allotment Advice to their Applicants who have been allocated Equity Shares in the Issue.

The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Applicant.

DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of four (4) working days of the Issue Closing Date.

After the funds are transferred from the ASBA Public Issue Account to the 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 days of the date of Allotment. Investors are advised to instruct their Depository Participant to accept the Equity Shares that may be allocated/ Allotted to them pursuant to 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 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.
- Ensure that you have funds equal to the Application Amount in your bank account maintained with the SCSB before submitting the Application Form to the respective Designated Branch of the SCSB;
- With respect to ASBA Applications ensure that the Application Form is signed by the account holder in case the applicant is not the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
- Ensure that you have requested for and receive a acknowledgement;

- All applicants should submit their applications through the ASBA process only.

Dont's

- 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 Banker to of the Issue.
- Do not pay the Application Price in cash, by money order or by postal order or by stock invest;
- Do not send Application Forms by post; instead submit the same to the Selected Branches / Offices of the Banker to the Issue.
- Do not fill in 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.
- Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue
- Do not submit Applications on plain paper or incomplete or illegible Application Forms in a colour prescribed for another category of Applicant
- Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.

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. Application Forms should bear the stamp of the Application Collecting Intermediaries . ASBA Application Forms, which do not bear the stamp of the Application Collecting Intermediaries, 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 BSE i.e. www.bseindia.com and NSE i.e. www.nseindia.com.With a view to broadbase the reach of Investors by substantially enhancing the points for submission of applications, SEBI vide Circular No.CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Application forms in Public Issue with effect from January 01, 2016. The List of RTA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e. www.bseindia.com and NSE i.e. www.nseindia.com.

APPLICANT'S DEPOSITORY ACCOUNT AND BANK DETAILS

Please note that, providing bank account details, PAN Nos, Client ID and DP ID 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 as entered into the Stock Exchange online system, 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'). These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment 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.

SUBMISSION OF APPLICATION FORM

All Application Forms duly completed shall be submitted to the Application Collecting Intermediaries The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

COMMUNICATIONS

All future communications in connection with 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 Application Collecting Intermediary where the Application was submitted thereof 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.

DISPOSAL OF APPLICATIONS AND APPLICATION MONEYS AND INTEREST IN CASE OF DELAY

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within two working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at NSE-EMERGE where the Equity Shares are proposed to be listed are taken within 6 working days from Issue Closing Date. In accordance with the Companies Act, the requirements of the StockExchange and the SEBI Regulations, the

Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the Issue Closing Date;
2. The Company will provide adequate funds required for dispatch of Allotment Advice to the Registrar to the Issue.

IMPERSONATION

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“ Any person who—

a. makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

b. makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

c. otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, *shall be liable for action under Section 447."*

UNDERTAKINGS BY OUR COMPANY

The Company undertakes the following:

1) That the complaints received in respect of this Issue shall be attended to by us expeditiously and satisfactorily;

2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 6 (Six) working days of closure of the Issue;

3) That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar to the Issue by the Issuer;

4) That our Promoter's contribution in full has already been brought in;

5) That the letter of allotment/ unblocking of funds to the non resident Indians shall be dispatched within specified time;

6) That no further issue of Equity Shares shall be made till the Equity Shares offered through this Draft Prospectus are listed or until the Application monies are refunded on account of non listing, under subscription etc.

7) The Company shall not have recourse to the Issue proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

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 sub section (3) of Section 40 of the Companies Act, 2013;

2) Details of all monies utilized out of the Issue shall be disclosed under an appropriate head in our balance sheet indicating the purpose for which such monies have been utilized;

3) Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested and

4) Our Company shall comply with the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.

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.

EQUITY SHARES IN DEMATERIALISED FORM WITH NSDL OR CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company is in the process of signing the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- Agreement dated [●] among NSDL, the Company and the Registrar to the Issue;
- Agreement dated [●] among CDSL, the Company and the Registrar to the Issue;

The Company's shares bear ISIN no INE00D001018.

GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, 2013 (to the extent notified and in effect), the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon the notification of the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the Draft Prospectus/Prospectus before investing in the Issue

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken *inter-alia* through Fixed Price Issues. The purpose of the ―General Information Document for Investing in Public Issues‖ is to provide general guidance to potential Applicants in IPOs, on the processes and procedures governing IPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **("SEBI ICDR Regulations, 2009").**

Applicants should note that investment in equity and equity related securities involves risk and Applicant should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Issue and the relevant information about the Issuer undertaking the Issue; are set out in the Prospectus filed by the Issuer with the Registrar of Companies **"ROC")**. Applicants should carefully read the entire Prospectus and the Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Issue. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the Prospectus, the disclosures in the Prospectus shall prevail. The Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the **LM(s)** to the Issue and on the website of Securities and Exchange Board of India **("SEBI")** at www.sebi.gov.in

For the definitions of capitalized terms and abbreviations used herein Applicants may refer to the section "Glossary and Abbreviations".

SECTION 2: BRIEF INTRODUCTION TO IPOs ON SME EXCHANGE

2.1 INITIAL PUBLIC OFFER (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is *inter-alia* required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations, 2009, if applicable. For details of compliance with the eligibility requirements by the Issuer, Applicants may refer to the Prospectus.

The Issuer may also undertake IPO under of chapter XB of the SEBI (ICDR) Regulations, wherein as per,

- Regulation 106M (1): An issuer whose post-issue face value capital does not exceed ten crore rupees shall issue its specified securities in accordance with provisions of this Chapter.
- Regulation 106M (2): An issuer, whose post issue face value capital, is more than ten crore rupees and upto twenty five crore rupees, may also issue specified securities in accordance with provisions of this Chapter.

The present Issue being made under Regulation 106M (1) of Chapter XB of SEBI (ICDR) Regulation.

2.2 OTHER ELIGIBILITY REQUIREMENTS

In addition to the eligibility requirements specified in paragraphs 2.1, an Issuer proposing to undertake an IPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, 2009, the Companies Act, 2013 (the “Companies Act”), The Securities Contracts (Regulation) Rules, 1957 (the “SCRR”), industry-specific regulations, if any, and other applicable laws for the time being in force. Following are the eligibility requirements for making an SME IPO under Regulation 106M (1) of Chapter XB of SEBI (ICDR) Regulation

(a) In accordance with regulation 106(P) of the SEBI (ICDR) Regulations, Issue has to be 100% underwritten and the LM has to underwrite at least 15% of the total issue size.

(b) In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, total number of proposed allottees in the Issue shall be 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 the company becomes liable to repay it, than the 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 under section 73 of the Companies Act, 1956.

(c) In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, Company is not required to file any Offer Document with SEBI nor has SEBI issued any observations on the Offer Document. The Lead Manager shall submit the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.

(d) In accordance with Regulation 106(V) of the SEBI ICDR Regulations, the LM has to ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the Issue.

(e) The Issuer shall have a track record of there years.
(f) The Net worth (excluding revaluation reserves) of the Issuer shall be positive as per the latest audited financial results.
(g) The Issuer should have positive cash accruals (earnings before depreciation and tax) from operations for at least 2 financial years.
(h) The Post-issue paid up capital of the Issuer shall be less than Rs. 25 Crores.
(i) The Issuer shall mandatorily facilitate trading in demat securities.
(j) The Issuer should not been referred to Board for Industrial and Financial Reconstruction.
(k) No petition for winding up is admitted by a court or a liquidator has not been appointed of competent jurisdiction against the Company.
(l) No material regulatory or disciplinary action should have been taken by any stock exchange or regulatory authority in the past three years against the Issuer.
(m) The Company should have a website.

Issuer shall also comply 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 this Issue.

Thus Company is eligible for the Issue in accordance with regulation 106M (1) and other provisions of chapter XB of the SEBI (ICDR) Regulations as the post issue face value capital does not exceed Rs. 1,000 lacs. Company also complies with the eligibility conditions laid by the SME Platform of NSE for listing of our Equity Shares.

2.3 TYPES OF PUBLIC ISSUES - FIXED PRICE ISSUES AND BOOK BUILT ISSUES

In accordance with the provisions of the SEBI ICDR Regulations, 2009, an Issuer can either determine the Issue Price through the Book Building Process **("Book Built Issue")** or undertake a Fixed Price Issue **(Fixed Price Issue")**. An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Draft Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-issue advertisement was given at least five Working Days before the Issue Opening Date, in case of an IPO and at least one Working Day before the Issue Opening Date, in case of an FPO.

The Floor Price or the Issue price cannot be lesser than the face value of the securities. Applicants should refer to the Prospectus or Issue advertisements to check whether the Issue is a Book Built Issue or a Fixed Price Issue.

2.4 ISSUE PERIOD

The Issue shall be kept open for a minimum of three Working Days (for all category of Applicants) and not more than ten Working Days. Applicants are advised to refer to the Application Form and Abridged Prospectus or Prospectus for details of the Issue Period. Details of Issue Period are also available on the website of Stock Exchange(s).

2.5 MIGRATION TO MAIN BOARD MIGRATION TO MAIN BOARD

SME Issuer may migrate to the Main Board of SE from the SME Exchange at a later date subject to the following:

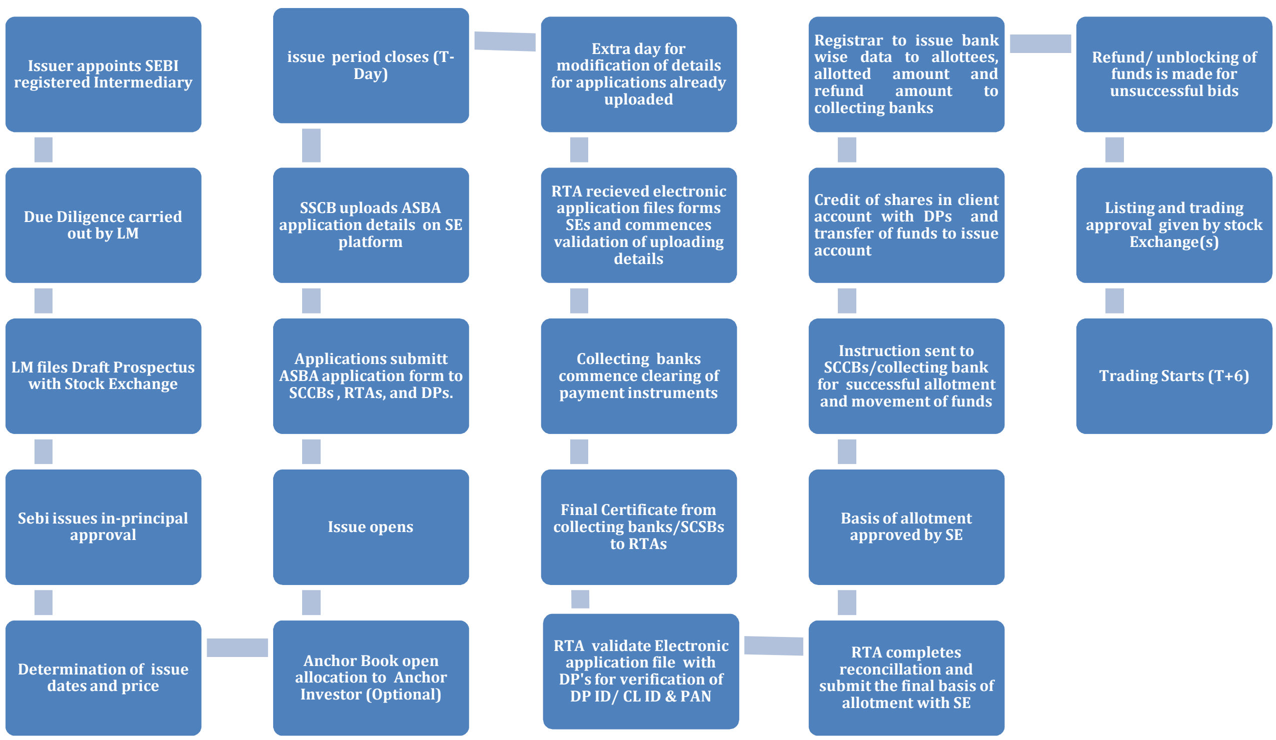
(a) If the Paid up Capital of the Company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in 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), the Company shall apply to SE for listing of its shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

(b) If the Paid up Capital of the company is more than 10 crores but below Rs. 25 crores, the Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

2.6 FLOWCHART OF TIMELINES

A flow chart of process flow in Fixed Price Issues is as follows:



SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

Each Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.

Subject to the above, an illustrative list of Applicants is as follows:

1. Indian nationals resident in India who are not incompetent to contract in single or joint names (not more than three) or in the names of minors as natural/legal guardian;
2. 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;

3. Companies, Corporate Bodies and Societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
4. Mutual Funds registered with SEBI;
5. Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
6. Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
7. FPIs other than Category III FDI; VCFs and FVCIs registered with SEBI
8. Limited Liability Partnerships (Lip's) registered in India and authorized to invest in equity shares;
9. State Industrial Development Corporations;
10. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
11. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
12. Insurance Companies registered with IRDA;
13. Provident Funds and Pension Funds with minimum corpus of Rs. 2,500 Lacs and who are authorized under their constitution to hold and invest in equity shares;
14. Multilateral and Bilateral Development Financial Institutions;
15. National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
16. Insurance funds set up and managed by army, navy or air force of the Union of India or by Department of Posts, India;
17. Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws

As per the existing regulations, OCBs cannot participate in this Issue.

SECTION 4: APPLYING IN THE ISSUE

Fixed Price Issue:

Applicants should only use the specified Application Form either bearing the stamp of Application Collecting Intermediaries as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the Branches of Collection Banks or Designated Branches of the SCSBs, at the registered office of the Issuer and at the corporate office of LM. For further details regarding availability of Application Forms, Applicants may refer to the Prospectus. Applicants should ensure that they apply in the appropriate category.

The prescribed colour of the Application Form for various categories of Applicants is as follows:

Category	Colour of the Application
Resident Indian, Eligible NRIs applying on a non- repatriation basis	White
NRIs, FVCIs, FPIs, their Sub-Accounts (other than Sub-Accounts which are foreign corporate(s) or foreign individuals applying under the QIB), on a repatriation basis	Blue

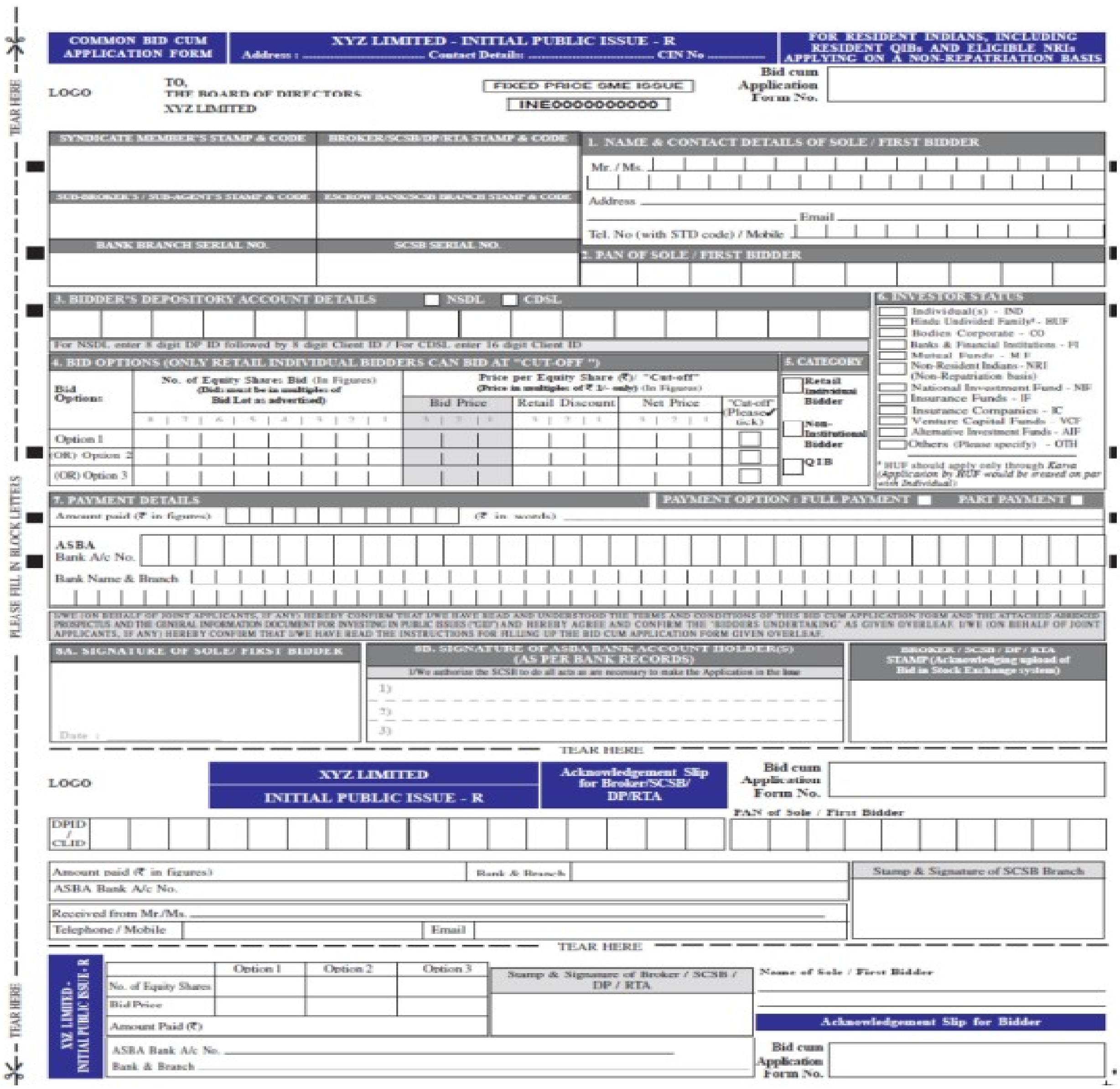
Securities Issued in an IPO can only be in dematerialized form in compliance with Section 29 of the Companies Act, 2013. Applicants will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities rematerialised subsequent to allotment.

4.1 INSTRUCTIONS FOR FILING THE APPLICATION FORM (FIXED PRICE ISSUE)

Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the Prospectus and the Application Form are liable to be rejected.

Instructions to fill each field of the Application Form can be found on the reverse side of the Application Form. Specific instructions for filling various fields of the Resident Application Form and Non-Resident Application Form and samples are provided below.

The samples of the Application Form for resident Applicants and the Application Form for non-resident Applicants are reproduced below:



COMMON BID CUM APPLICATION FORM

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

Address : .... Contact Details: .... CIN No ....

FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

LOGO

TO, THE BOARD OF DIRECTORS XYZ LIMITED

FIXED PRICE SME ISSUE

INE0000000000

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE | BROKER/SCSB/DP/RTA STAMP & CODE

SUB-BROKER'S / SUB-AGENT'S STAMP & CODE | ESCROW BANK/SCSB BRANCH STAMP & CODE

BANK BRANCH SERIAL NO. | SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS NSDL CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures) Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓ tick)
Option 1					
(OR) Option 2					
(OR) Option 3					

5. CATEGORY

Retail Individual Bidder

Non-Institutional Bidder

QIB

6. INVESTOR STATUS

Individual(s) - IND

Hindu Undivided Family* - HUF

Bodies Corporate - CO

Banks & Financial Institutions - FI

Mutual Funds - MF

Non-Resident Indians - NRI (Non-Repatriation basis)

National Investment Fund - NIF

Insurance Funds - IF

Insurance Companies - IC

Venture Capital Funds - VCF

Alternative Investment Funds - AIF

Others (Please specify) - OTH

*HUF should apply only through Karta (Application by HUF would be treated on par with Individual)

7. PAYMENT DETAILS

PAYMENT OPTION : FULL PAYMENT PART PAYMENT

Amount paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE/ FIRST BIDDER

Date :

8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)

I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue

1)

2)

3)

BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)

TEAR HERE

LOGO

XYZ LIMITED

INITIAL PUBLIC ISSUE - R

Acknowledgement Slip for Broker/SCSB/ DP/RTA

Bid cum Application Form No.

DPID / CLID

PAN of Sole / First Bidder

Amount paid (₹ in figures) | Bank & Branch

ASBA Bank A/c No.

Received from Mr./Ms.

Telephone / Mobile | Email

Stamp & Signature of SCSB Branch

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Paid (₹)			

ASBA Bank A/c No.

Bank & Branch

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

Bid cum Application Form No.

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

TEAR HERE

COMMON BID CUM APPLICATION FORM	XYZ LIMITED - INITIAL PUBLIC ISSUE - NR Address : .... Contact Details: .... CIN No	For Eligible NRI, FII, FVCI, applying on Repatriation Basis

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

FIXED PRICE SME ISSUE

INE0000000000

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	ESCROW BANK/SCSB BRANCH STAMP & CODE
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures) Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓ tick)
Option 1					☐
(OR) Option 2					☐
(OR) Option 3					☐

5. CATEGORY

☐ Retail Individual Bidder

☐ Non-Institutional Bidder

☐ QIB

6. Investor Status

☐	Non-Resident Indians (Repatriation basis)	NRI
☐	Foreign Institutional Investor	FII
☐	Foreign Venture Capital Investor	FVCI
☐	FII Sub Account Corporate/ Individual	FII SA
☐	Others (Please Specify)	OTH

7. PAYMENT DETAILS PAYMENT OPTION : FULL PAYMENT

Amount paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE/ FIRST BIDDER	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)
Date :	I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue 1) 2) 3)	

PLEASE FILL IN BLOCK LETTERS

TEAR HERE

LOGO

XYZ LIMITED INITIAL PUBLIC ISSUE - NR	Acknowledgement Slip for Broker/SCSB/ DP/RTA	Bid cum Application Form No.

DPID / CLID

PAN of Sole / First Bidder

Amount paid (₹ in figures)	Bank & Branch	Stamp & Signature of SCSB Branch
ASBA Bank A/c No.		
Received from Mr./Ms.		
Telephone / Mobile	Email	

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - NR

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Paid (₹)			

ASBA Bank A/c No.

Bank & Branch

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

Bid cum Application Form No.

TEAR HERE

4.1.1 FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/ FIRST APPLICANT

Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

(a) **Mandatory Fields:** Applicants should note that the name and address fields are compulsory and email and/or telephone number/ mobile number fields are optional. Applicants should note that the contact details mentioned in the Application Form may be used to dispatch communications (including refund orders and letters notifying the unblocking of the bank accounts of ASBA Applicants) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Application Form may be used by the Issuer, the members of the Syndicate, the Registered Broker and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.

(b) **Joint Applications:** In the case of Joint Applications, the Applications should be made in the name of the Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Applicant whose name appears in the Application Form or the Revision Form and all communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

(c) **Impersonation:** Attention of the Applicants is specifically drawn to the provisions of sub section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person

- ***whomakes or abets making of an application in a fictitious name to a Company foracquiring, or subscribing for, its securities; or***
- ***makes or abets making of multiple applications to a Company in different names or indifferent combinations of his name or surname for acquiring or subscribing for itssecurities;***
- ***orotherwise induces directly or indirectly a Company to allot, or register any transfer ofsecurities to him, or to any other person in a fictitious name,***

Shall be liable for action under section 447 of the said Act."

(d) **Nomination Facility to Applicant:** Nomination facility is available in accordance with the provisions of Section 109A of the Companies Act. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Applicants should inform their respective DP.

4.1.2 FIELD NUMBER 2: PAN NUMBER OF SOLE /FIRST APPLICANT

(a) PAN (of the sole/ first Applicant) provided in the Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories' records.

(b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Applications on behalf of the Central or State Government, Applications by officials appointed by the courts and Applications by Applicants residing in Sikkim ("PAN Exempted Applicants"). Consequently, all Applicants, other than the PAN Exempted Applicants, are required to disclose their PAN in the Application Form, irrespective of the Application Amount. An Application Form without PAN, except in case of

Exempted Applicants, is liable to be rejected. Applications by the Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.

(c) The exemption for the PAN Exempted Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "activestatus"; and (b) in the case of residents of Sikkim, the address as per the Demographic Detailsevidencing the same.

(d) Application Forms which provide the General Index Register Number instead of PAN may be rejected.

(e) Applications by Applicants whose demat accounts have been "suspended for credit" are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as "Inactive demat accounts" and demographic details are not provided by depositories.

4.1.3 FIELD NUMBER 3: APPLICANTS DEPOSITORY ACCOUNT DETAILS

(a) Applicants should ensure that DP ID and the Client ID are correctly filled in the Application Form. The DP ID and Client ID provided in the Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Application Form is liable to be rejected**.

(b) Applicants should ensure that the beneficiary account provided in the Application Form is active.

(c) Applicants should note that on the basis of DP ID and Client ID as provided in the Application Form, the Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for sending allocation advice and for other correspondence(s) related to an Issue.

(d) Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants' sole risk.

4.1.4 FIELD NUMBER 4: APPLICATION DETAILS

(a) The Issuer may mention Price in the draft Prospectus. However a prospectus registered with ROC contains one price.

(b) Minimum and Maximum Application Size

i. For Retail Individual Applicants

The Application must be for a minimum of [●] Equity Shares. As the Application Price payable by the Retail Individual Applicants cannot exceed Rs. 2,00,000, they can make Application for only minimum Application size i.e. for [●] Equity Shares. Retail Individual Applicants can revise or withdraw their applications prior to issue closing date.

ii. 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 [●] 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 or a Non Instutional**

Applicant cannot withdraw or lower the size of their Application at any stage and are required to pay entire application money amount upon submission of the Applicaton. 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 the Prospectus.

(c) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to Application Collecting Intermediary and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.

(d) Applicants are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple applications:

i. All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and FPI sub-accounts, Applications bearing the same PAN may be treated as multiple applications by an Applicant and may be rejected.
ii. For applications from Mutual Funds and FPI sub-accounts, submitted under the same PAN, as well as Applications on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.

(e) The following applications may not be treated as multiple Applications:

i. Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Net Issue portion in public category.
ii. Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Application has been made.
iii. Applications by Mutual Funds, and sub-accounts of FPIs (or FPIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

4.1.5 FIELD NUMBER 5: CATEGORY OF APPLICANTS

i. The categories of applicants identified as per the SEBI ICDR Regulations, 2009 for the purpose of Application, allocation and allotment in the Issue are RIIs, individual applicants other than RII's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).

ii. An Issuer can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, applicants may refer to the Prospectus.

iii. The SEBI ICDR Regulations, 2009 specify the allocation or allotment that may be made to various categories of applicants in an Issue depending upon compliance with the eligibility conditions. For details pertaining to allocation and Issue specific details in relation to allocation, applicant may refer to the Prospectus.

4.1.6 FIELD NUMBER 6: INVESTOR STATUS

(a) Each Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Issue is in compliance with the investment restrictions under applicable law.

(b) Certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.

(c) Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Application Form and Non-Resident Application Form.

(d) Applicants should ensure that their investor status is updated in the Depository records.

4.1.7 FIELD 7: PAYMENT DETAILS

(a) 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.

4.1.7.1 Payment instructions for Applicants

(a) Applicants may submit the Application Form in physical mode to the Application Collecting Intermediaries.
(b) Applicants should specify the Bank Account number in the Application Form.
(c) Applicants should ensure that the Application Form is also signed by the ASBA Account holder(s) if the Applicant is not the ASBA Account holder;

(d) Applicants shall note that that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.

(e) From one Bank Account, a maximum of five Application Forms can be submitted.

(f) Applicants applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.

(g) Upon receipt of the Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.

(h) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form and may upload the details on the Stock Exchange Platform.

(i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Applications on the Stock Exchange platform and such Applications are liable to be rejected.

(j) Upon submission of a completed Application Form each ASBA Applicant may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs.

(k) The Application Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of allotment and subsequent transfer of the Application Amount against the Allotted Equity Shares, if any, to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.

(l) SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB; else their Applications are liable to be rejected.

4.1.8 Unblocking of ASBA Account

(a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Application, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected/ partial/ non-allotment ASBA Applications, if any, along with reasons for rejection and details of withdrawn or unsuccessful Applications, if any, to enable the SCSBs to unblock the respective bank accounts.

(b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful ASBA Application to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.

(c) In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Issue may give instructions to the SCSB to unblock the Application Amount in the relevant ASBA Account within 12 Working Days of the Issue Closing Date.

4.1.8.1 Discount (if applicable)

(a) The Discount is stated in absolute rupee terms.

(b) RIIs, Employees and Retail Individual Shareholders are only eligible for discount. For Discounts offered in the Issue, applicants may refer to the Prospectus.

(c) The Applicants entitled to the applicable Discount in the Issue may make payment for an amount i.e. the Application Amount less Discount (if applicable).

4.1.8.2 Additional Payment Instructions for NRIs

The Non-Resident Indians who intend to block funds in their Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of applications by NRIs applying on a repatriation basis, payment shall not be accepted out of NRO Account.

4.1.9 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS

(a) Only the First Applicant is required to sign the Application Form. Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.

(b) If the ASBA Account is held by a person or persons other than the ASBA Applicant., then the Signature of the ASBA Account holder(s) is also required.

(c) In relation to the ASBA Applications, signature has to be correctly affixed in the authorization/undertaking box in the Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the application amount mentioned in the Application Form.

(d) Applicants must note that Application Form without signature of Applicant and /or ASBA Account holder is liable to be rejected.

4.1.10 ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

Applicants should ensure that they receive the acknowledgment duly signed and stamped by Application Collecting Intermediaries, as applicable, for submission of the Application Form.

(a) All communications in connection with Applications made in the Issue should be addressed as under:

i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, refund orders, the Applicants should contact the Registrar to the Issue.

ii. In case of ASBA applications submitted to the Designated Branches of the SCSBs, the Applicants should contact the relevant Designated Branch of the SCSB.

iii. Applicant may contact the Company Secretary and Compliance Officer or LM(s) in case of any other complaints in relation to the Issue.

(b) The following details (as applicable) should be quoted while making any queries -

i. full name of the sole or First Applicant, Application Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, amount blocked on application.

ii. In case of Non-ASBA applications cheque or draft number and the name of the issuing bank thereof

iii. In case of ASBA applications, ASBA Account number in which the amount equivalent to the application amount was blocked.

For further details, Applicant may refer to the Prospectus and the Application Form.

4.2 INSTRUCTIONS FOR FILING THE REVISION FORM

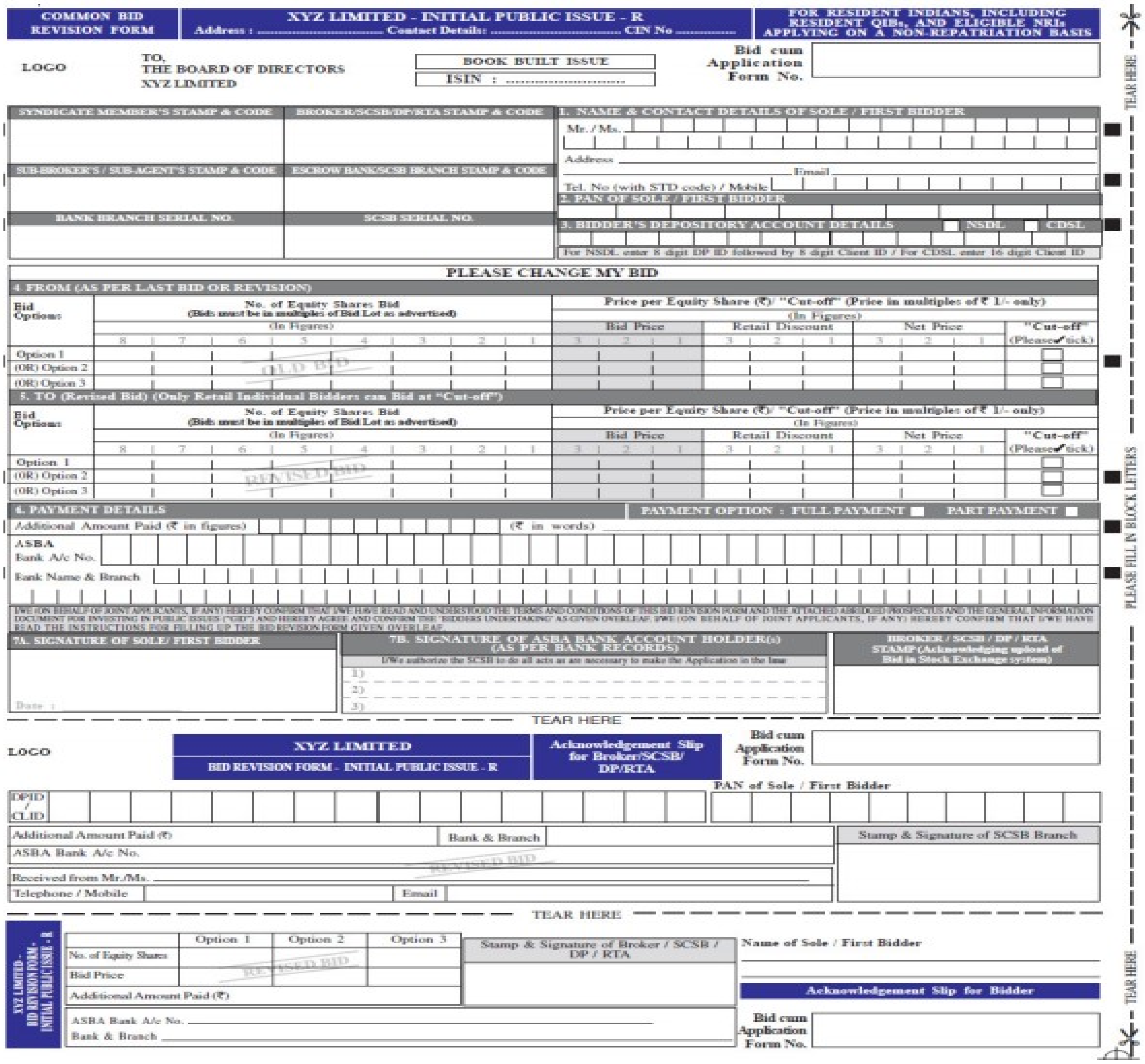
(a) During the Issue Period, any Applicant (other than QIBs and NIIs, who can only revise their application amount upwards) who has registered his or her interest in the Equity Shares for a particular number of shares is free to revise number of shares applied using revision forms available separately.

(b) RII may revise their applications or withdraw their applications till closure of the Issue period.

(c) Revisions can be made only in the desired number of Equity Shares by using the Revision Form.

(d) The Applicant can make this revision any number of times during the Issue Period. However, for any revision(s) in the Application, the Applicants will have to use the services of the SCSB through which such Applicant had placed the original Application.

A sample Revision form is reproduced below:


COMMON BID REVISION FORM | XYZ LIMITED - INITIAL PUBLIC ISSUE - R | FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs, AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

Address : .... Contact Details: .... CIN No ....

LOGO | TO, THE BOARD OF DIRECTORS XYZ LIMITED | BOOK BUILT ISSUE | ISIN : .... | Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE | BROKER/SCSB/DP/RTA STAMP & CODE | 1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address | Email

Tel. No (with STD code) / Mobile

SUB-BROKER'S / SUB-AGENT'S STAMP & CODE | ESCROW BANK/SCSB BRANCH STAMP & CODE

2. PAN OF SOLE / FIRST BIDDER

BANK BRANCH SERIAL NO. | SCSB SERIAL NO. | 3. BIDDER'S DEPOSITORY ACCOUNT DETAILS | NSDL | CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

PLEASE CHANGE MY BID

4. FROM (AS PER LAST BID OR REVISION)

Bid Options | No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures) 8 7 6 5 4 3 2 1 | Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures) Bid Price | Retail Discount | Net Price | "Cut-off" (Please ✓ tick)

Option 1 | (OR) Option 2 | (OR) Option 3

OLD BID

5. TO (Revised Bid) (Only Retail Individual Bidders can Bid at "Cut-off")

Bid Options | No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures) 8 7 6 5 4 3 2 1 | Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures) Bid Price | Retail Discount | Net Price | "Cut-off" (Please ✓ tick)

Option 1 | (OR) Option 2 | (OR) Option 3

REVISED BID

6. PAYMENT DETAILS | PAYMENT OPTION : FULL PAYMENT | PART PAYMENT

Additional Amount Paid (₹ in figures) | (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID REVISION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID REVISION FORM GIVEN OVERLEAF.

7A. SIGNATURE OF SOLE/ FIRST BIDDER | 7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS) I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue 1) 2) 3) | BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)

Date :

TEAR HERE

LOGO | XYZ LIMITED BID REVISION FORM - INITIAL PUBLIC ISSUE - R | Acknowledgement Slip for Broker/SCSB/ DP/RTA | Bid cum Application Form No.

DPID / CLID | PAN of Sole / First Bidder

Additional Amount Paid (₹) | Bank & Branch | Stamp & Signature of SCSB Branch

ASBA Bank A/c No.

REVISED BID

Received from Mr./Ms.

Telephone / Mobile | Email

TEAR HERE

XYZ LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Additional Amount Paid (₹)			

REVISED BID

Stamp & Signature of Broker / SCSB / DP / RTA | Name of Sole / First Bidder

Acknowledgement Slip for Bidder

ASBA Bank A/c No.

Bank & Branch

Bid cum Application Form No.

TEAR HERE | PLEASE FILL IN BLOCK LETTERS | TEAR HERE

Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:

4.2.1 FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST APPLICANT, PAN OF SOLE/FIRST APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE APPLICANT

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.2.2 FIELD 4 & 5: APPLICATION REVISION "FROM" AND "TO"

(a) Apart from mentioning the revised number of shares in the Revision Form, the Applicant must also mention the details of shares applied for given in his or her Application Form or earlier Revision Form.

(b) In case of revision of applications by RIIs, Employees and Retail Individual Shareholders, such Applicants should ensure that the application amount should exceed Rs. 2,00,000/- due to revision and the application may be considered, subject to eligibility, for allocation under the Non-Institutional Category

4.2.3 FIELD 6: PAYMENT DETAILS

Applicant may Issue instructions to block the revised amount in the ASBA Account, to Designated Branch through whom such Applicant had placed the original application to enable the relevant SCSB to block the additional application amount, if any.

4.2.4 FIELDS 7: SIGNATURES AND ACKNOWLEDGEMENTS

Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3 SUBMISSION OF REVISION FORM/ APPLICATION FORM

4.3.1 Applicants may submit completed application form / Revision Form in the following manner:-

Mode of Application	Submission of application Form
All Investors Application	To the Application Collecting Intermediaries

SECTION 5: ISSUE PROCEDURE IN FIXED PRICE ISSUE

5.1 APPLICANTS MAY NOTE THAT THERE IS NO BID CUM APPLICATION FORM IN A FIXED PRICE ISSUE

As the Issue Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the ROC, the Application so submitted is considered as the application form. Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through Application Collecting Intermediaries and apply only through ASBA facility.

ASBA Applicants may submit an Application Form either in physical/electronic form to the Application Collecting Intermediaries authorising blocking of funds that are available in the bank account specified in the Application Form only ("ASBA Account"). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Issue Opening Date.

In a fixed price Issue, allocation in the net offer to the public category is made as follows: minimum fifty per cent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

5.2 GROUNDS OF 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;
- 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 [●];
- Category not ticked;
- Multiple Applications as defined in the 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 not duly signed by the sole/ first Applicant;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;

- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;

- Applications or revisions thereof by QIB Applicants, Non-Institutional Applicants where the Application Amount is in excess of Rs. 2,00,000, received after 3.00 pm on the Issue Closing Date , unless the extended time is permitted by NSE.

- Details of ASBA Account not provided in the Application form

For details of instructions in relation to the Application Form, Applicants may refer to the relevant section the GID.

APPLICANTS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE APPLICATION COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.

SECTION 6: ISSUE PROCEDURE IN BOOK BUILT ISSUE

This being Fixed Price Issue, this section is not applicable for this Issue.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

7.1 BASIS OF ALLOTMENT

Allotment will be made in consultation with NSE EMERGE (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 [●] equity shares the allotment will be made as follows:

a) Each successful applicant shall be allotted [●] equity shares; and
b) The successful applicants out of the total applicants for that category shall be determined by the drawal 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 [●] equity shares, the number in excess of the multiple of [●] would be rounded off to the higher multiple of [●] if that number is [●] or higher. If that number is lower than [●], it would be rounded off to the lower multiple of [●]. All Applicant in such categories would be Allotted Equity Shares arrived at after such rounding off.

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 lower nearest multiple of [●] 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) A minimum of 50% of the net offer of shares to the Public shall initially be made available for allotment to retail individual investors as the case may be.

(b) The balance net offer of shares to the public shall be made available for allotment to a) individual applicants other than retails individual investors and b) 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.

(d) As per Regulation 43 (4) of SEBI (ICDR) Regulations, 2009 as amended, if the retail individual investor category is entitled to more than fifty per cent on proportionate basis, the retail individual investors shall be allocated that higher percentage.

'Retail Individual Investor' means an investor who applies for shares of value of not more than Rs. 2,00,000/- Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.

The Executive Director / Managing Director of NSE - the Designated Stock Exchange in addition to Lead 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, 2009.

7.2 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

(a) **Designated Date:** On the Designated Date, the SCSBs shall transfer the funds represented by allocation of Equity Shares into the Public Issue Account with the Bankers to the Issue.

(b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Applicants **are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue**.

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue.

(c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.

(d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) initiate corporate action for credit of shares to the successful Applicants Depository Account will be completed within 4 Working Days of the Issue Closing Date. The Issuer also ensures the credit of shares to the successful Applicant‘s depository account is completed within one Working Day from the date of Allotment, after the funds are transferred from the Escrow Account to the Public Issue Account on the Designated Date.

SECTION 8: INTEREST AND REFUNDS

8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 6 Working Days of the Issue Closing Date. The Registrar to the Issue may give instructions for credit to Equity Shares the beneficiary account with DPs, and dispatch the Allotment Advice within 6 Working Days of the Issue Closing Date.

8.2 GROUNDS FOR REFUND

8.2.1 NON RECEIPT OF LISTING PERMISSION

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for anofficial quotation of the Equity Shares. All the Stock Exchanges from where such permission issought are disclosed in Prospectus. The Designated Stock Exchange may be as disclosed in the Prospectus with which the Basis of Allotment may be finalised.If the permissions to deal in and for an official quotation of the Equity Shares are not granted by anyof the Stock Exchange(s), the Issuer may forthwith repay, without interest, all moneys received fromthe Applicants in pursuance of the Prospectus.If such money is not repaid within eight days after the Issuer becomes liable to repay it, then theIssuer and every director of the Issuer who is an officer in default may, on and from such expiry ofeight days, be liable to repay the money, with interest at such rate, as prescribed under Section 73 ofthe Companies Act, and as disclosed in the Prospectus.

8.2.2 MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the “stated minimum amount” has not be subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of Underwriters within sixty days from the date of closure of the Issue, the Issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Issuer becomes liable to pay the amount, the Issuer shall pay interest prescribed under section 40 of the Companies Act, 2013.

8.2.3 MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be allotted may not be less than 50 failing which the entire application monies may be refunded forthwith.

8.3 MODE OF REFUND

Within 6 Working Days of the Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application and also for any excess amount blocked on Application.

8.3.1 Mode of making refunds for ASBA Applicants

In case of ASBA Applicants, the Registrar to the Issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA applications or in the event of withdrawal or failure of the Issue.

8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at the rate of 15% per annum /or demat credits are not made to Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the 4 Working days of the Issue Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 15 days from the Issue Closing Date, if Allotment is not made.

SECTION 9: GLOSSARY AND ABBREVIATIONS

Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.

Term	Description
Allotment/ Allot/ Allotted	The allotment of Equity Shares pursuant to the Issue to successful Applicants
Allottee	An Applicant to whom the Equity Shares are Allotted
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Application	An indication to make an offer during the Issue Period by a prospective pursuant to submission of Application Form or during the Anchor Investor Issue Period by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price including all revisions and modifications thereto.
Application Form	The form in terms of which the Applicant should make an application for Allotment in case of issues other than Book Built Issues, includes Fixed Price Issue
Application Collecting Intermediaries	(vi) an SCSB, with whom the bank account to be blocked, is maintained (vii)a syndicate member (or sub-syndicate member) (viii) a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ("broker") (ix) a depository participant ("DP") (whose name is mentioned on the website of the stock exchange as eligible for this activity) (x) a registrar to an issue and share transfer agent ("RTA") (whose name is mentioned on the website of the stock exchange as eligible for this activity)
Application Supported by Blocked Amount/(ASBA)/ASBA	An application, whether physical or electronic, used by Applicants to make an application authorising an SCSB to block the Application Amount in the specified bank account maintained with such SCSB
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Application Amount of the ASBA Applicant
ASBA Application	An Application made by an ASBA Applicant
Application Amount	The value indicated in Application Form and payable by the Applicant upon submission of the Application, less discounts (if applicable).
Banker(s) to the Issue/	The banks which are clearing members and registered with SEBI as Banker to the Issue with whom the Public Issue Account(s) may be opened, and as disclosed in the Prospectus and Application Form of the Issuer
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Applicants under the Issue
Issue Closing Date	The date after which the SCSBs may not accept any Application for the Issue, which

Term	Description
	may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation Applicants may refer to the Prospectus for the Issue Closing Date
Issue Opening Date	The date on which the SCSBs may start accepting application for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants may refer to the Prospectus for the Issue Opening Date
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants (can submit their application inclusive of any revisions thereof. The Issuer may consider closing the Issue Period for QIBs one working day prior to the Issue Closing Date in accordance with the SEBI ICDR Regulations, 2009. Applicants may refer to the Prospectus for the Issue Period
Lead Manager(s)/Lead Manager/ LM	The Lead Manager to the Issue as disclosed in the Draft Prospectus/ Prospectus and the Application Form of the Issuer.
Business Day	Monday to Friday (except public holidays)
CAN/Confirmation of Allotment Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Companies Act	The Companies Act, 1956 and The Companies Act, 2013 (to the extant notified)
DP	Depository Participant
DP ID	Depository Participant‘s Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
Demographic Details	Details of the Applicants including the Applicant‘s address, name of the Applicant‘s father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Application Forms used by the ASBA Applicants applying through the ASBA and a list of which is available on http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries
Designated Date	The date on which the amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account, as appropriate, after the Prospectus is filed with the RoC, following which the board of directors may Allot Equity Shares to successful Applicants in the Issue
Designated Stock Exchange	The designated stock exchange as disclosed in the Draft Prospectus/Prospectus of the Issuer
Discount	Discount to the Issue Price that may be provided to Applicants in accordance with the SEBI ICDR Regulations, 2009.
Draft Prospectus	The draft prospectus filed with the Designated stock exchange in case of Fixed Price Issues and which may mention a price or a Price Band
Employees	Employees of an Issuer as defined under SEBI ICDR Regulations, 2009 and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoter and immediate relatives of the promoter. For further details /Applicant may refer to the Prospectus
Equity Shares	Equity shares of the Issuer
FCNR Account	Foreign Currency Non-Resident Account
Applicant	The Applicant whose name appears first in the Application Form or Revision Form
FPI(s)	Foreign Portfolio Investor
Fixed Price Issue/ Fixed Price	The Fixed Price process as provided under SEBI ICDR Regulations, 2009, in terms of

Term	Description
Process/Fixed Price Method	which the Issue is being made
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial public offering
Issue	Public Issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Issuer/ Company	The Issuer proposing the initial public offering/further public offering as applicable
Issue Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted in terms of the Prospectus. The Issue Price may be decided by the Issuer in consultation with the Lead Manager(s)
Maximum RII Allottees	The maximum number of RIIs who can be allotted the minimum Application Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Application Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the RHP/Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Issue	The Issue less Market Maker Reservation Portion
Non-Institutional Investors or NIIs	All Applicants, including sub accounts of FPIs registered with SEBI which are foreign corporate or foreign individuals, that are not QIBs or RIBs and who have applied for Equity Shares for an amount of more than Rs. 2,00,000 (but not including NRIs other than Eligible NRIs)
Non Institutional Category	The portion of the Issue being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the Prospectus and the Application Form
Non Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FPIs registered with SEBI and FVCIs registered with SEBI
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEM
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Prospectus	The prospectus to be filed with the RoC in accordance with Section 60 of the Companies Act 1956 read with section 26 of Companies Act 2013, containing the Issue Price, the size of the Issue and certain other information
Public Issue Account	An account opened with the Banker to the Issue to receive monies from the ASBA Accounts on the Designated Date
QIB Category Qualified Institutional Buyers or QIBs	The portion of the Issue being such number of Equity Shares to be Allotted to QIBs on a proportionate basis As defined under SEBI ICDR Regulations, 2009

Term	Description
RTGS	Real Time Gross Settlement
Refunds through electronic transfer of funds	Refunds through ASBA
Registrar to the Issue/RTI	The Registrar to the Issue as disclosed in the Draft Prospectus / Prospectus and Application Form
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI ICDR Regulations, 2009
Retail Individual Investors / RIIs	Investors who applies or for a value of not more than Rs. 2,00,000.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies for a value of not more than Rs. 2,00,000.
Retail Category	The portion of the Issue being such number of Equity Shares available for allocation to RIIs which shall not be less than the minimum lot, subject to availability in RII category and the remaining shares to be allotted on proportionate basis.
Revision Form	The form used by the Applicant in an issue to modify the quantity of Equity Shares in an Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities an Exchange Board of India Act, 1992
SEBI ICDR Regulations, 2009	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
Self Certified Syndicate Bank(s) or SCSB(s)	A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on http: //www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
SME IPO	Initial public offering as chapter XB of SEBI (ICDR) Regulation
SME Issuer	The Company making the Issue under chapter XB of SEBI (ICDR) Regulation
Stock Exchanges/SE	The stock exchanges as disclosed in the Draft Prospectus/ Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Issue are proposed to be listed
Specified Locations	Refer to definition of Broker Centers
Underwriters	Lead Manager (s)
Underwriting Agreement	Underwriting Agreement entered between Company and Underwriters
Working Day	Working days shall be all trading days of stock exchanges excluding Sundays and bank holidays

SECTION VIII

MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

Interpretation

CAPITAL

4. The Authorised Share Capital of the Company will be as stated in clause V of the Memorandum of Association of the Company. The Company shall have power to increase, reduce, sub-divide or to repay the same or to divide the same into several classes and to attach there to any rights to consolidate or sub-divide the shares and tovary such rights as may be determined in accordance with the regulations of the Company.

5. Subject to the provision of Section 55 of the Act, the Board shall be empowered to issue and allot redeemable perferance shares carrying a right to redemption out of profit or out of the proceeds of fresh issue of shares.

6. The Directors may allot and issue shares in the capital of the company as payment or part payment for any property goods or machinery supplied or sold or transferred or for services renderd to the company in or about formation or promotion of the company, for the conduct of its business and any shares so alloted may be issued as fully paid up or as partly paid up shares.

7. The Directors may, at their discretion at the time of issue, make such different arrangement with different shareholders in the amounts and times of payments of calls on thier shares, may accept from any member who assents thereto, the whole or part of the amount remaining unpaid on any shares held by him although no part of that amount has been called up and may pay divided in proportion to the amount paid up on each shares or may pay interest on the amount so received in excess of calls.

8. The Directors may at any time, pay a commission to any person for subscribing or agreeing to subscrible (whether absolutely or conditionally) for any shares, debentures or debenture stock in the company, but so that if the commision in resepect of share, shall be paid or repayble out of captial, the statutory conditions and requirements shall be observed and complied with and the amount or rate percent of commission shall not exceed 5 percent on the shares and 2 .5 percent on debentures or debenture-stock in each case subscribed. The commission may be paid in or satisfied in cash on shares, debenture stock of the Company.

SHARES AND CERTIFICATES

9. The shares in the capital shall be numbered progressively according to their several denominations and except in the manner herein before mentioned no shares shall be sub-divided. Every forfeited or surrendered shares shall continue to bear the number by which the same was originally distinuguished.

10. In addition to and without derogating from the powers for that purpose confered on the Board under Article 6 and 7, the Company in General Meeting may determine that any shares whether forming part of the original capital or of any increased capital of the Comapny shall be offered to such persons (whether member or not) in such proportion and on such terms and conditions and either (subject to compliance with the provisions of Section 52 and 53 of the Act) 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 to call for or be allotted shares of any class of the company, either (subject to compliance with the provisions of section 78 and 79 of the Act) at a premium or at par or 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 provisions what so ever for the issue, allotment, removal of difficulty in allotment of shares or disposal of any shares.

11. Any application signed by or on behalf of any applicant for shares in the Company followed by an allotment of any share herein shall be an acceptance of shares within the meaning of these Articles and every person who thus or otherwise accepts any of shares and whose name is on the Register shall for the purpose of these Article be a member.

12. (i) The money (if any) which the Board shall on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise in respect of any shares alloted by them shall immediately on the inscription of the name of the allottee in the Register of Members as the name of the holder of such shares become a debt due to and recoverable by the company from the allottee there of and shall be paid by him on such terms as the Board may deem fit from time to time.

(ii) Every member or his heirs, executors or administrators shall pay to the Company the portion of the capital represented by his shares which may for the time being, remain unpaid thereon in such amounts, at such times and in such manner, as the board shall, from time to time in accordance with the Company 's regulations require or fix for the payment there of.

13. The certificate of title to shares and duplicate there of when necessary shall be issued under the seal of the Company, subject to section 56 of the Act.

14. Every member shall be entitled to one or more certificate in marketable lot for all the shares registred in his name or if the Directors so approve to several certificates each for one or more of such shares but in respect of each additional certificate, there shall be paid to the Company a fee of Rs. 2/- or such less sum as the Directors may determine. Every certificate of share shall specify the number and denoting number of the shares in respect of which it is issued and the amount paid up thereon. The Directors may waive the charging of such fees.

15. If any certificate be worn out or defaced then, upon production there of to the directors they may order the same to be cancelled and may issue a new certificate in lieu thereof and if any certificate lost or destroyed, then upon proof thereof to the satisfaction of the directors and on such indemnity as the diretors deem adequate being given a new certificate in lieu thereof shall be given to the registered holder of the shares to which such lost or destroyed certificate shall relate.

16. For every certificate issued under the last preceding Article there shall be paid to company the sum of Rs.2/- or such smaller sum as the Director may determine. The Directors may waive the charging of such fees.

17. The Company may at any time pay a commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditional) for any shares or debentures in the company procuring or agreeing to procure subscriptions (whether absolutley or conditionally) for any shares or debentures in the company, but so that the price at which the shares are issued and in the case of debenture two and a half perecnt of the price at which the debenture are issued. Such commission may be satisfied by payment of cash or allottment of fully or partly paid shares or debentures or partly in one way and partly in the other. The company may also pay on any issue of shares or debentures such brokerage as may be lawful and reasonable.

CALLS

18. The Directors may, from time to time, subject to the terms on which any shares may be issued, make such calls as they think fit upon the members in respect of all moneys unpaid on the shares held by them respectively and not by the conditions of allotments thereof made payable at fixed times and each members shall pay the amount of every calls so made on him to the person and at the time and place appointed by the Directors. A call may be made by instalment.

19. A call shall be deemed to have been made at the time when the resolution of the directors authorising such call was passed. Not less than fourteen days notice of any call shall be given specifying the time and place of payment and to whom such call shall be paid.

20. The Board may, from time to time, at its discretion extend the time fixed for the payments of any call and may extend such time as to call of any of the members who from residence at distance or other

cause the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.

21. If any members fails to pay any call, due from him on the day appointed for payment thereof or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member and the Board shall be at liberty to waive payment of such interest either wholly or in part.

22. If by the terms of issue of any shares or otherwise any amounts is made payable on allotment or at any fixed date or instalments at times, whether on account of the amount of the share or by way of premium every such amount or instalment shall be payable as if it was a call duly made and provisions here in contained in respect of calls shall relate to such amount or instalment accordingly.

23. On the trial hearing of any action or suit brought by the Company against any shareholder or his representatives to recover and debt or money claimed to be due to the Company in respect his shares, it shall be sufficient to prove that the name of the defendent is or was when the claim arose on the Register of Shareholder of the Company as a holder of the holders of the number of shares in respect of which such claims is made that the amount claimed is not entered as paid in the books of the Company and it shall not be necessary to prove the appointment of the directors who made any call nor that the quorum of directors was present at the Board at which any call was made or that the meeting at which any call was made duly convened on constituted nor any other matter whatsoever but the proof of matters aforesaid shall be conclusive evidence of the debt.

24. The Directors may, if they think fit, receive from any member willing to advance the same, all or part of the moneys due upon the shares held by him beyond the sums actually called for and upon the money so paid in advance or so much therof as from time to 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 members paying such sum in advance and the Directors agree upon Moneys so paid in excess of the amount of calls shall not rank for dividends or participate in profits. The directors may at any time repay the amount so advanced upon giving to such member three months notice in writing.

JOINT HOLDERS

25. Where two or more persons are registered as holders of any shares, they shall be deemed to hold the same as joint-holders with benefits of survivorship subject to the following and other provisions contained in the articles.

(a) Shares may be registered in the name of any person, company or other body corporate but nor more than three persons shall be registered jointly as members in respect of any shares.

(b) The certificate of shares registered in the names of two or more persons shall be delivered to the person first named on the Register.

(c) The joint holders of a shares shall be jointly and severally liable to pay all call in respect thereof.

(d) If any share stands in the names of two or more person, the person first named in the register shall, as regards receipt of share certificates, dividends or bonus or service or notice and all or any other matter connected with the company, except voting at meeting and the transferee of the shares be deemed the sole holder therof but the joint holders of a share shall be severally as well as jointly for the payment of all instalments and calls due in respect of such share and for all incidents thereof according to the Company's regulations.

(e) In the case of death any one or more of the persons named in the register of members as the joint holders of any share, the survivors shall be the only persons recognised by the company as having any title to or interest in such share, but nothing herein contained shall be taken to release the state of a deceased joint-holder from any liability on shares held by him jointly with any other person.

(f) If there be joint registered holders of any shares, any one of such persons may vote at any meeting either personally or by proxy in respect of such shares, as if he was soley entitled thereto, provided that if more than one of such joint holders be present at any meeting either personally or by proxy, then one of the said persons so present whose name stands higher on the register of members shall alone be entitled to vote in respect of such shares, but the other of others or of the joint holders shall be entitled to be present at the meeting and several executors or administrators of a deceased member in whose names shares stand shall for the purpose of these articles be deemed joint holders thereof.

(g) A document or notice may be served or given by the Company on or to the joint holders of a share by serving or giving the document or notice on or to the joint holder named first in the register of members in respect of the share.

FORFEITURE AND LIEN

26. If any member fails to pay any call or instalment on or before the day appointed for the payment of the same the directors may at any time there after during such time as the call or instalment remains unpaid serve a notice on such member 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.

27. The notice shall name a day (not being less than fourteen days from the date of the notice) and a place or places on and at which call or instalment and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment of at or before the time and at the place appointed, the shares in respect of which such call was made or instalment is payable will be liable to be forfeited.

28. If the requisitions of any such notice as aforesaid be not complied with any shares in respect of which such notice has been given, may at any time there after before payment of all calls or instalments, interests and expenses due in respect thereof, be forfeited by a resolution of the directors to that effect.

29. When any share shall have been so forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture with the date thereof shall forthwith be made in the Register but no forfeiture shall be in any manner invalidated by any commission or neglect to give such notice or to make such entry as aforesaid.

30. Any share so forfeited shall be deemed to be property of the Company and the directors may re-allot or otherwise dispose of the same in such manner as they think fit.

31. The Directors may at any time before any share so forfeited shall have been sold, re-alloted or otherwise dispose off annul the forfeiture thereof on such conditions as they think fit.

32. Any member-whose shares have been forfeited shall notwithstanding be liable to pay and shall forthwith pay to the Company all calls, instalments, interest and expences, owing upon or in respect of such shares at the time of the forfeiture together with the interest thereon, from the time of forfeiture until payment at 12 percent per annum and the Directors may enforce the payment thereof, without any deduction or allowance for the value of the shares at the time of forfeiture but shall not be under any obligation to do so.

33. The forfeiture of a share shall involve the extinction of all interest in and also of all claims and demands against the company in respect of the share and all other rights incidental to the share except only such of those rights as by these Articles are expressly saved.

34. A duly verified declaration in writing that the declarant is a director or secretary of the Company and

that certain shares in the Company have been duly forfeited on a date stated in the declarationshall be conclusive evidence on the facts therein stated as against all persons claiming to be entitled to the shares and such declaration and the receipt of the Company for the consideration, if any, given for the shares on this sale or disposal thereof shall constitute a good title to such shares and the person to whom the shares are sold be registered as the holder of such shares and shall not be bound to see to the application of the purchase money not shall his title to such shares be affected by any irregularity or invalidity in the proceeding in reference to such forfeiture, sale or disposal.

35. The Company shall have first and paramount lien upon all the shares (not being fully paid up) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for moneys called or payable at a fixed time in respect of such shares solely or jointly with any other person to the company whether the period for the payment thereof shalll have actually arrived or not and no equitable interest in any share shall be created except upon the footing and condition that Article 11 hereof is to have full effect and such lien shall extend to all dividends from time to time declared in respect of such shares. Unless otherwise agreed, the registration of transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares.

36. For the purpose of enforcing such lien, the directors may sell the shares subject there to in such manner as they think fit, but no sale shall be made until such period as aforesaid sale shall have arrived and until notice in writing of the intention to sell shall have been served on such member, his executors or administrators or his committee curators, bonis or other legal curator and default shall have been made by him or them in the payment of moneys called in respect of such shares for seven days after such notice.

37. The net proceeds of any such sale be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and residue, if any, shall (subject to like lien for sums not presently payable, as existed upon the share before the sale) be paid to the person entitled to the shares at the date of the sale.

38. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before given, the directors may appoint some persons to execute an instrument of transfer of the shares sold and cause the purchaser's to be entered in the register in respect of the shares sold and the purchaser shall not be bound to see to the regularity of the proceedings not to the application of the purchase money and after his name has been entered in the register in respect of such share, 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 damage only and against the company exclusively.

39. Upon any sale, re-allotment or othe disposal under the provisions of the preceding Articles, the certificate or certificates originally issued in respects of the relative share 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 distinguishing it or them in such number as they think fit from the old certificate or certificates.

TRANSFER AND TRANSMISSION OF SHARES

40. The instruments of transfer shall be in writing and all the provisions of Section 56 of the Companies Act and any statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and the registration thereof.

1.

41.

(a) Application for the registration of the transfer of a share may be made either by the transferor or the transferee, provided that where such application is made by the tranferor on registration shall, in the case of a partly paid share, be effected unless the Company gives notice of the application to the transferee in the manner prescribed by Section 101 of the Act, and subject to provisions of these Articles of the Company shall unless objection is made by the transferee within two weeks from the date of receipt of the notice, enter in the Register the name of the transferee in the same manner and subject to the same conditions as if the application for registration of the tranfer was made by the transferee.

(b) The instrument of transfer shall be in the form prescribed by the Act or the rules framed thereunder or where no such form is prescribed in the usual common form or any other form approved by the stock exchange in India or as near thereto as circumstances will admit.

42. Subject to the provisions of Section 58 of the Act, the Directors may at their absolute and uncalled discretion and without assigning any reason refuse to register any transfer of shares or the transmission by operation of law of the right to a share whether fully paid or not (notwithstanding that the proposed transferee by already a member) but in all such cases, it shall with in two month from the date on which the instrument of transfer or the intimation of such transmission, as the case may be, was delivered to the Company, send to the transferee and transferor or to the person giving intimation of such transmission as the case may be, notice of refusal to register such transfer giving reasons for such refusal provided that registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person(s) indebted to the company on any account whatsoever, except a lien on the shares.

43. The Directors may from time to time fix a fair value for the shares of the company at which the shares may be transferred. The said value shall not in any way be less than the intrinsic value of a share as shown by the last Balance Sheet of the Company

44. Every instrument of transfer which is registered shall remain in the custody of the Company until destroyed by order of the Board.

45. No fee shall be payable to the Company in respect of the transfer or transmission of any shares in the Company.

46. The Company shall incure no liability or responsibility whatever 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 of notice prohibiting registration.

47. The Directors may at any time, accept the surrender of any shares from or by any shareholder desirous of surrendering the same on such terms as the directors may think fit. Except as otherwise required by a statutory provision or under an order of the competent court of law, the Directors of the Company may in their absolute diescretion refuse sub-division of share certificates or debenture certificates into denominations of less than the marketable lots.

BORROWING POWERS

48. Subject to the provision of the Act and these Articles, the Board may from time to time at its discretion, by a resolution passed at a meeting of the Board, accept deposits from members, either in

advance of calls or otherwise and raise or borrow or secure the payment of any sum or sum of money for the Company.

49. The payment or repayment of money so borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respect as the Board may think fit and in particular by a resolution passed at meeting of the Board or by a circular resolution by the issue of debentures or debenture-stock of the Company (both present and future) including its uncalled capital for the time being and debentures, debenture-stock and other securities may be made assignable free from any equities between the Company and person to whom the same may be issued.

50. 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 denomination and with any privileges or conditions as to redemption, surrender, drawing, allotment of shares and attending (but not voting) at General Meetings, appointment of directors and otherwise.

51. If any uncalled capital of the Company is included in or charged by any mortgage or other securities, the directors may make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.

52. If the directors or any of them or any other person shall become personally liable for the payment of any sum primarily due from the comapny, the directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assests of the Company by way of indemnity to secure the directors or persons so becoming liable as aforesaid from any loss in respect of such liability.

RESERVE AND DEPRECIATION FUNDS

53. The Directors may from time to time before recommending any dividend set apart any such portion of the profits of the Company as they think fit as a reserve fund to meet contigencies or for the liquidation of any debentures, debts or other liabities of the company for equalization of dividends or for repairing, improving and maintaining any of the property of the Company and for such other purpose of the Company as the Directors in their absolute discretion think conducive to the interest of the company and may invest the several sums so set aside upon such investments other than shares of the company as they may think fit and from time to time deal with and vary such investments and dispose off all or any part thereof for the benefit of the Comapny and may divide the Reserve Fund into such special funds as they think fit, with full power to transfer the whole or any portion of a Reserve Fund to another Reserve Fund or a division of a Reserve Fund and also with full power to employ the Reserve Fund or any part thereto in the business of the Company and that 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 in their discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper.

54. The directors may, subject to provisions of law, from time to time before recommending any dividend set apart any such portion of the profits of the Comapny, as they think fit, as a depreciation fund applicable at the discretion of the directors for providing against any depreciation in the investments of the Company or for rebuilding, restoring, replacing or for of the Company, destroyed or damaged by fire, flood storm, tempest, earthquake, accident, riot, wear and tear or any other means whatsoever and for repairing, altering and keeping in good condition the property of the company or for extending and enlarging the building, machinery and property of the Company with full power to employ the assets constituting such depreciation fund in the Company and that without being bound to keep the same seperate from other assets.

55. All moneys carried to any reserve fund and depreciation fund respectively shall nevertheless remain and be profits of the Company applicable subject to due provisions being made for actual losses or depreciation for the payment of dividend and such moneys and all the other moneys of the Company may be invested by the directors in or upon such investments or securities as they may select or may be

used as working capital or may be kept at any bank or deposit or otherwise as the directors may from time to time think proper.

GENERAL MEETINGS

56. In addition to any other meetings, general meetings of the Company shall be held at such intervals and at such times and places as may be determined by the Board as required under section 96 and 97 of the Act.
57. All other meetings of the company other then those referred to in the preceding Article shall be called Extra-Oridianry General meetings.
58. The directors may, whenever they think fit and they shall, on the requisitions of the holders of not less than one-tenth of the paid up capital of the Company as at the date entitled to vote in regard to the matter in respect of which the requisition is made, forth with proceed to convene an Extra-Ordinary Genral Meeting of the Company.
59. Twenty-one days notice at least of every General Meeting, annual or extra- Ordinary and by whatsoever name called, specifying day, place and hours of meeting and the general nature of the business to be transacted thereat shall be given in the manner hereinafter provided to such persons as are under these Articles or the act entitled to receive notice from the company provided that, in the case of an annual general meeting with consent in writing of all the members entiteld to vote thereat and in the case of any other meeting with consent of the members holding not less than 95 percent (95%) of such part of the paid up capital of the company as gives a right to vote at the meeting a meeting may be convened by a shorter notice. In the case of an Annual General Meeting if any business other than, (i) the consideration of the accounts, balance sheet and reports of the Board and Auditors, (ii) the declaration of dividend, (iii) the appointment of directors in place of those retiring, (iv) the appointment of and fixing of the remuneration of the Auditors is to be transacted and in the case of any other meeting, all business shall be deemed special business and in any event, there shall be annexed to the notice of the meeting a statement setting out all the material facts concerning each such item of business, including in particular the nature or extent of the interest, if any, therein of every director and the manager (if any) . Where any such item of business relates to or affects any other company the extent of shareholding interest in that other company of every director and manager, if any, 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 that other company. 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.
60. The accidental ommission to give any such notice to or the non receipt of notice by any of the members or persons entitled to receive the same shall not invalidate the proceedings at any such meeting.
61. Five members present in person shall be a quorum for a General Meeting. A corporation being a member shall be deemed to be personally present if it is represented, in accordance with Section 113 of the Act. The President of India or the Governor of a State shall be deemed to be personally present if he is represented in accordance with Section 112 of the act.
62. At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) ordered by the Chairman of the meeting of 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 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 aggregate sum of not less than fifty thousands rupees has been paid up, and unless a poll is so demanded a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously or by particular majority or lost, and an entry to that effect in the minutes book of Company shall be conclusive evidence of the facts, without proof of the number or proportion of the votes recorded in favour of or against the

resolution.

63. In the case of an equality of votes the Chariman shall both on a show of hands and at poll (if any) have a casting vote in addition to the vote or votes which he may be entitled to as a member.

64. If poll is demanded as aforesaid the same shall subject to Article 72 be taken at such time (not later than forty-eight hours from the time when demand was made) and place and either by open voting or by ballot as the Chairman shall direct and either at once or after an interval of adjournment or otherwise and the results of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn at any time by the persons or the persons who made the demand.

65. Where a poll is to be taken, the Chairman of the meeting shall appoint two scrutineers to scrutinise the votes 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 employeee 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 the office and fill vacancies in office of scrutineer arising from such removal or from any other cause.

66. The demand for a poll, shall not prevent the continuance of a meeting of the transaction of any business other than the question on which the poll has been demanded.

VOTES OF MEMBERS

67. No member shall be entitled to vote either personally or by proxy for another member at any General Meeting or meeting of a class of shareholders 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 any right or lien and has exercised the same.

68. On a show of hands, every holder of equity shares entitled to vote and present in person or by proxy shall have one vote and on a poll the voting right of every holder of equity shares whether present in person or by proxy, shall be in proportion to his share of the paid up equity capital of the Company.

69. On a poll taken at a meeting of the Company, a member entitled to more than one vote, or his proxy, or other person 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.

70. A member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll by his committee or other legal guardian and any such committee or guardian may on a poll, vote by proxy, if any member be a minor the vote in respect of his shares be cast by his guardian or any one of his guardians, if more than one.

71.

i. subject to the provisios of these Articles votes may be given either personally or by proxy. A corporation being a member may vote by representative duly authorised in accordance with Section 113 of the Act, and such representative shall be entitled to speak, demand a poll, vote, appoint a proxy and in all other matters reckoned as a member for all purposes.

ii. Every proxy (whether a member or not) shall be appointed in writing under the hand of appointer or his attorney, or if such appointer is a corporation under the Common seal of such corporation or the hand of its officer or an attorney, duly authorised by it and any committee or guardian may appoint such proxy. The proxy so appointed shall not have any right to speak at the meetings.

iii. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of authority, shall be deposited at the office not less than forty-eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of execution.

iv. An instrument appointing or proxy shall be in the form (MGT-11) as prescribed in the rules made under 105 of the Act.

v. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy or of any power of attorney under which such proxy was signed or the transfer shall have been received at the office before the meeting.

72.

i. No objection shall be made to the validity of any vote, except at the meeting or poll at which such vote shall be tendered and every vote, whether given personally or by proxy, not disallowed at such meeting or poll, shall be deemed valid for all purpose of such meeting or poll whatsoever.

ii. 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.

73. The Company shall cause to be kept minutes of all proceedings of general meeting which shall contain a fair and correct summary of the proceedings thereat and a book containing such minutes shall be kept at the registered office of the Company and shall be open during business hours for such period not being less than two hours in the aggregate two hours in each day as the directors may determine for inspection of member without charge. The minutes aforesaid shall be kept in accordance with the provisions of section 193 of the Act.

DIRECTORS

74. Until otherwise determined by a General Meeting and subject to Section 252 and 259 of the Act, the number of Directors shall not be less than three and more than fifteen excluding any Directors appointed under Articles 79 and 80.

75. The Director" means the Director for the time being of the Company provided that following shall be the First Director of the Company.

1. Shri Sharwan Kumar Kaler (w.e..f 09/07/2002)
2. Smt Sohani Devi (w.e.f 09/07/2002)
3. Shri BAGRANG LAL (w.e.f 25/10/2016)
4. Shri JITENDRA KUAMR KALER (w.e.f. 13/01/2018)
5. Shri RAJENDRA KALER (w.e.f. 13/01/2018)

(b) The Company in General Meeting may from time to time increase or reduce the number of Directors within the limit fixed as above.

76. The Board of Directors of the Company may appoint an alternate director to act for a director (hereinafter in this Article called "the original director") during the absence for a period of not less than three months from the state in which the meetings of the Board are ordinarily held. An alternate director appointed under this Article shall not hold office as such for a period longer than that permissible of the original director in whose place he has been appointed and shall vacant office if and when the original director returns to the State.

77. The Directors shall have power at any time, and from time to time, to appoint any qualified person to be a director to fill a casual vacancy. Such casual vacancy shall be filled by the Board of Directors at a meeting of the Board. Any person so appointed shall hold office only upto the date upto which the director in whose place he is appointed would have held office, if it had not been vacated as aforesaid but he shall then be eligible for re-election.

78. The Directors shall also have power at any time, and from time to time, to appoint any other qualified person to be a director as an addition to the Board but so that the total number of directors shall not at any time exceed the maximum fixed above. Any person so appointed as an addition to the Board shall retain his office only upto the date of the next Annual General Meeting but shall be eligible for re-election at such meeting.

79. The Company may agree with any financial institution, company or any other authority, person, state or institution that in consideration of any loan or financial assistance of any kind whatsoever which may be rendered by it, it shall have power to nominate such number of directors on the Board of Directors of the Company as may be agreed to and from time to time remove and appoint them and to fill in vacancy caused by such directors otherwise ceasing to hold office. Such nominated directors shall not be liable to retire by rotation. The Directors nominated in this Article is hereinafter referred to as "Institutional Director" in these presents.

80. Any Trust Deed for securing debentures or debenture stock may, if so arranged, provide for the appointment from time to time by the trustees thereof or by the holder of the debentures or debenture-stock of some person to be director of the Company and may empower such trustees or holders of debenture-stock from time to time to remove any director so appointed. A director appointed under this Articles is hereinafter referred to as a "Debenture Director" and the term "Debenture Director" means a Director for the time being in office under this Article. A 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 arranged between the Company and the trustees and all such provisions shall have effect notwithstanding any of the other provisions herein contained.

81. No share qualification will be necessary for being appointed as or holding the office of a director of the company.

82. The remuneration of each director for attending the meeting of the Board or Commitee thereof shall be such sum as may be prescibed by the Act of the Central Goverment from time to time for each such meeting of the Board or Committee thereof attended by him. The directors shall be paid such further remuneration (if any) as the Board shall from time to time determine and such additional remuneration shall be divided among the directors in such proportion and manner as the Board may from time to time determine and in default of such determination shall be divided among the directors equally.

83. The Directors may allow and to any Director who is not a resident of the place where the Registered Office for the time being of the Company is situated or where the meeting of the Board is held and who shall come to such place for the purpose of attending a meeting of the Board or a Committee thereof, such sum as the directors may consider fair compensation for travelling and other incidental expenses in addition to his fees for attending such meeting as above specified.

84. If any director be called upon to perform extra services or special exertions or efforts (which expression shall include work done by a director as a member of any committee formed by the directors) the Board may arrange with such directors for such special remuneration of such extra services or special exertions or efforts by a fixed sum or otherwise as may be determined by the Board and such remuneration above provided.

85. The continuing directors may act notwithstanding any vacancy in their body but so that if the number falls below the minimum number fixed, the director shall not except in emergencies or for the purpose of filling up vacancies or for summoning a general meeting of the Company act as the numbers is below the minimum.

86. A Director shall not be disqualified from contracting with the company either as vendor, purchaser or otherwise for goods, materials or services or for underwriting the subscription of any shares in or debentures of the Company nor shall any such contract or arrangement entered into by or on behalf of the Company with a relative of such director or a firm in which such director or relative is a partner or with any other partner in such firm or with a private company of which such director is a member or director be avoided nor shall such director so contracting or being such member or so interested be

liable to account to the Company for any profit realised by any such contract or arrangement by reason of such director holding office of the fiduciary relation thereby established.

87. A director of a company may be or become a director of any company promoted by the company or in which he may be interested as vendor, member or otherwise and no such director may be accountable for any benefit received as director or member of such company.

88. Except as otherwise provided by these articles, all the directors of the company shall have, in all matters, equal rights and privileges and be subject to equal obligation and duties in respect of the affairs of the Company.

ROTATION OF DIRECTORS

89. All the Directors, excluding the Managing and/or special director, shall retire at the first annual general meeting of the Company and thereafter at each annual general meeting of the company one third of 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, then the number nearest to one third shall retire from office. A special director appointed by the Board under Article 79 and 80 hereof and/or a Managing Director shall not be liable to retire by rotation, Subject to Section 169 (5) of the Act, the Director to retire by rotation at every Annual General meeting shall be those who have been longest in office since their last appointment, but as between persons who become Directors on the same day those who retire shall in default of and subject to any agreement among themselves, be determined by lot.

90. A retiring director shall be eligible for re-election.

91. Subject to provisions of the Act the Company, at the General Meeting at which a director retires in manner aforesaid, may fill up the vacated office by electing a person thereto.

92. The Company may, by ordinary resolution, from time to time increase or reduce the number of directors and may alter their qualification and the Company may remove any director before the expiration of his period of office and appoint another qualified person in his stead. The person so appointed shall hold office during such time as the director in whose place he is appointed would have held the same if he had not been so removed.

93. No person, not being a retiring director, shall be eligble for election to the office of director at any General Meeting unless he or some other member intending to propose him has atleast fourteen clear days before the meeting left at the office a notice in writing under his hand signifying his candidature for the office of director or the intention of such member to propose him as a candidate for that office alongwith a deposit of five hundred rupees which shall be refunded to such person or, as the case may be, to such member, if the person succeeds in getting elected as a director.

PROCEEDING OF DIRECTORS MEETING

94. (i) The Board of Directors may meet for the despatch of business, adjourn and otherwise regulate its meeting as it thinks fit.

(ii) The quorum for a meeting of the Board shall be one third of its total strength (any fraction contained in that one-third being rounded of as one), or three directors, whichever is higher.

95. If a meeting of the Board could not be held for want of quorum then the meeting shall stand adjourned to such other time, date and place as may be fixed by the directors present not being later than fifteen days from the date originally fixed for the meeting.

96. The Chairman, if any, or the Managing Director of his own motion or the Secretary of the Company shall upon the request in writing of two directors of the Company or if directed by the Managing Director, or Chairman, if any, convene a meeting of the Board by giving notice in writing to every director for the time being in India and at his usual address in India to every other director.

97. The directors may from time to time elect, from among their number, a Chairman of the Board and determine the period for which he is to hold office. If at any meeting of the Board Chairman is not present within five minutes after the time appointed for holding the same, the directors present may

choose one of their members to be chairman of the meeting.

98. Questions arising at any meeting of the Board shall be decided by a mojority of votes and in case of an equality of votes, the Chairman shall have a second or casting vote subject to the provision that the nominee, if any appointed under Article 79 present and voting shall be part of such majority.

99. A meeting of the Board for the time being at which quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which by the Act or the Articles of the Company are, for time being, vested in or exercisable by Board generally.

100. The Board may delegate any of their powers to a committee of directors consisting of such director or directors or one or more directors and a member or members of the company as it thinks fit or to the Managing Director or the Manager or other principal officer of the company or a branch officer or to one or more of them together and it may from time to time revoke and discharge any such Committee of the Board either wholly or in part and either as to persons or purposes. But every Committee of the Board, so formed, shall in the excercise of the powers so delegated conform to any resolution that may from time to time be imposed on it by the Board. All acts done by any such committee of the Board in conformity with such regulations and in fulfilment of the purposes of their appointment, but not otherwise, shall have the like force and effect as if done by the Board.

101. The meetings and proceedings of any such committee of the Board, consisting of two or more members, shall be governed by the provisions herein contained for regulating the meeting and proceeding of the directors so far as the same are applicable thereto and not suspended by any regulations made by the directors under the last preceding articles.

102. A resolution shall be deemed to have duly passed by the Board or by a Committee thereof or by circulation, if the resolution has been circulated in draft, together with the 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 address in India, and has been approved by such of the directors or members of the Committee then in India or by a majority of such of them, as are entitled to vote on the resolution.

103. All acts done by any meeting of the Board or by 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 such director or person acting as aforesaid or that there was some defect in the appointment of such director or persons acting as aforesaid or that they of any of them were disqualified or had vacated office or that appointment of any of them had been terminated by virtue of any provisions contained in the Act or in there Articles, be as valid as if every such person had been duly appointed and was qualified to be a director and not vacated his office or his appointment had been terminated, provided that nothing in this 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 have terminated.

104. (a) The Board shall in accordance with the provisions of section 118 of the Act cause minutes to be kept of every General Meeting of the Company or of every meeting of the Board or of every committee of the Board.

(b) Any such minutes of any meeting of the Board or of any committee of the Board or of the Company in General Meeting, if kept in accordance with the provisions of section 193 of the Act, shall be evidence of the matters stated in such minutes.

POWERS OF DIRECTORS

105. Subject to the provisions of the Act, the control of the company shall be vested in the Board who shall be entitled to excercise all such powers and to do all such acts things as the company is authorised to excercise and do, provided that the Board shall not exercise any power or do any act or things which is directed or required whether by the Act or in other statue or by the Memorandum of the Company or by

these Articles or otherwise to be exercised or done by the Company in general meeting provided further that in exercising any such power or doing any such act or things, the Board shall be subject to the provisions in that behalf contained in the act or in the Memorandum of Association of the Company or these Articles or any regulations made by the Company in general meeting and shall not invalidate any prior act of the Board which would have been valid if those regulations had not been made.

106. 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 the 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 costs, charges and expenses preliminary and incidental to the promotion, formation, establishemnt and registration of the company.

(2) To pay and charge to the capital account of the company any commission or interest lawfully payable under the provisions of Section 40 and 208 of the Act.

(3) Subject to Section 179, 188 and other provisions of the Act to purchase or otherwise acquire for the Company any property, right or privileges which the company is authorised to acquire at or for such price or consideration and general on such terms and conditions as they may think fit and if any such purchases 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, right or privileges acquired by or services renderd to the Company either wholly or partly in cash or in shares, bonds, debentures mortgages or other securities of the company and any such share 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 specially charged upon all or any part of the property of the Company and its uncalled capital not so charged.

(5) To secure the fulfilment of any contracts and 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, so for as may be permissible by law, surrender of his shares or any part therof 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 or in which it is interested or for any other purposes and to execute and do all such deeds and things as may be required in relation to any such trust and to provide for the remuneration of such trustee or trustees.

(8) To institute, conduct, defend, compound or abandon any legal proceeding 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 satisfication of and debts due and or any claims of demand by or against the Company and to refer any differences to arbitration either according to Indian law or according to any foreign law and whether in India or abroad and observe, perform or challenge any award made thereon.

(9) To act on behalf of the Company in all matters relating to bankruptcies. or insolvencies.

(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) To invest and deal with any moneys of the Company, not immediately required for the purposes 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. All investments shall be made and held in the comapny'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 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, convenants and agreements as shall be agreed upon.

(13) To determine from time to time who shall be entitled to sign, on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividends, 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 in the profits of the Company and to give to any 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 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 the wives, widows and families or the dependants or connection of such person by building or contributing to the building of houses, dwelling or chawls or by grants of money, pension, gratuities, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident and other associations, institutions funds or trusts and by providing or subscribing or contributing toward places of interest and recreation, hospital and dispensaries, medical and other assistance as the Board shall think fit and to subscribe or contribute or otherwise to assist or to guarantee moneys to charitable, benevolent, religious, scientific, national or other institutions, bodies and objects which shall have any moral or other claim to support or aid by the company either by reason of locality of operation or of public and general utility or otherwise.

(16) To appoint at their discretion, remove or suspend such general managers, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisor, research workers, labourers, 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 of such amount as they may think fit and from time to time 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 fit.

(17) To comply with the requirements of any local bodies which in thier opinion shall, in the interest of the Company, be necessary or expedient to comply with.

(18) From time to 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 persons to be members of such local Board and to fix their remuneration.

(19) From time to time to delegate to any person so appointed any of the powers, authorities and discretion for the time being vested in the Board and to authorise the member for the time being of any such local Board or any of them to fill up any vacancies there in and to act notwithstanding vacancies and any such appointment or delegation may be made on such terms and subject to such conditions as the Board thinks fit and may at any time remove any person so appointed and may annul or vary such delegation.

(20) At any time and from time to time by power of attorney under the Seal of the Company to appoint any person or persons to be 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 excluding the power to make calls and excluding also except in their limits authorised by the Board the powers to make loans and borrow moneys) 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 think fit) be made in favour of the members or any of the members of any local Board established as aforesaid or 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 any such power of attorney may contain such powers of the protection on conveniences of persons dealing with such attorney as the Board may think fit.

(21) For or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter into all such negotiations and contracts and rescind any and 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.

(22) To deal, lease or otherwise dispose off any of the properties or under takings of the Company.

MANAGING DIRECTORS

107. The Board may, from time to time, appoint one or more Directors to be Managing Director or Whole Time Directors of the Company either for a fixed term or without any limitation as to the period for which he or they is or 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.

108. A Managing or Whole time Director shall, in addition to any remuneration that might be payable to him as a Director of the Company under these Articles, receive such remuneration as may from time to time be approved by the Company, subject to provisions of the Companies Act, 2013.

109. Subject to the provisions of the Act and in particular to the prohibitions and restrictions contained in Section 179 thereof the Board may, from time to time, entrust to and confer upon the Managing Director or Whole-time Director for the time being such of the powers excercisable under these presents 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 fit, and they may confer such powers, either collaterally with or to the exclusion of and in substituion for all or any of the powers of the directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.

110. Subject to the provisions of Act, the Managing Director or Whole-time Director shall not, while he or they continue to hold that office, be subject to retirement by rotation.

SEAL

111. The Board shall provide a common seal for the purpose of the company and shall have powers from time to time to destroy the same and substitute a new seal in lieu thereof and the Board shall provide for the safe custody of the seal for the time being and the seal shall never be used except by the authority of the Board or a Committee of the Board previously given and in the presence of a director of the Company or some other person appointed by the directors for the purpose. The Company shall also be at liberty to have an official Seal in accordance with Section 22 of Act for use in any territory, district or place outside India.
112. Every Deed or other instruments to which the Seal of the Company is required to be affixed shall unless the same is executed by a duly constituted attorney be signed by one director and the secretary or some other person appointed by the Board for the purposes, provided nevertheless that certificate of shares may be sealed in accordance with the provisions of the Companies (Issue of Share Certificates) Rules, 1960 or the statutory modification or re-enactment thereof for the time being in force.

DIVIDENDS

113. Subject to the rights of members entitled to shares (if any) with preferential or special rights attached thereto the profits of the Company which it shall from time to time determine to divide in respect of any year or other period shall be applied in the payment of a dividend on the equity shares of the Company but so that a partly paid up share shall only entitle the holder with respect thereto to such proportion of the distribution upon a fully paid-up share as the amount paid theron bears to the nominal amounts of such share and so that where capital is paid-up in advance of calls upon the following that same shall carry interest, such capital shall not whilst carrying interest confer a right to participate in profit.
114. The Company in General Meeting may declare dividends to be paid to the members according to their rights and interest out of the profits and may fix the time for payment.
115. No larger dividend shall be declared that is recommended by the Directors but the company in General Meeting may declare a smaller dividend.
116. No dividend shall be payable except out of the profits of the Company of the year or any other undistributed profits.
117. When any assets, business or property is bought by the Company as from a past date upon terms that the Company shall as from that date take the profits and bear the losses therof such profits and losses as the case may be shall, at the discretion of the Directors, be so credited or debited wholly or in part to the Profit and Loss Account and in that case the amounts so credited or debited shall for the purpose of ascertaining the fund availiable for dividend be treated as a profit or loss arising from the business of the Company and available for dividend According, if any shares or securities are purchased with dividend or interest such dividend or interest when paid may at the discretion of the directors be treated as revenue and it shall not be obligatory to capitalise the same or any part therof..
118. The declaration of the directors as to the amount of the net profits of the company shall be conclusive.
119. The Director may from time to time pay to the members such interim dividends as in their judgement the position of the Company justifies.
120. The directors may retain dividends on which the Company has a lien and may apply the same in or towards satisfaction of the debts, liabilities or engagement in respect of which the lien exists.
121. Any General Meeting declaring a dividend may 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 memmber, be set off against call.
122. No member shall be entitled to receive payment of any interest on dividend in respect of his 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 persons and the Board may deduct from the interest or divedend payable to any member all sums of money so due from him to the Company.

123. A transfer of shares shall not pass the right to any dividend declared theron beofre the registration of the transfer.

124. (a) Unless otherwise directed any dividend may be paid by cheque or warrant or by a pay slip or receipt having the force of cheque or warrant sent through the post to the registered address of the member or person entitled or in case of joint- holders to that one of them first named in the Register of Members in respect of the joint-holding. If several persons are registered as joint-holders of any shares any one of them can give effectual receipt for any dividends or other moneys payable in respect thereof.

(b) Subject to the provisions of Section 123 and 126 of the Companies Act, 2013, the unpaid or unclaimed dividend amount shall be transferred by the Company to a special account to be opened in any scheduled bank to be called 'Unpaid Dividend Account' of the Company.

CAPITALISATION OF RESERVES

125. Any General meeting may resolve that any moneys, investments or other assets forming part of the undividend profits of the Company standing to the credit of any reserves or any capital redemption reserve fund or in the hands of the Company and available for dividend or representing premium received on the issue of shares and standing to the credit of share premium account be capitalised and distributed amongst such of the share holders as would be entitled to receive the same if distributed by way of dividend and in the same proportion on the footing that they become entitled thereto as capital and that all or any part of such capitalised fund be applied on bahalf of share holders in paying up in full any unissued shares, debentures or debenture-stock of the Company which shall be distributed accordingly or in or towards payment of the uncalled liability on any issued shares and that such distribution or payment shall be accepted by such share holders in full satisfication of their interest in the said capitalised sum provided that any some standing to the credit of a share premium account or a capital redemption reserve fund may for the purpose of this Article only be applied in the paying up unissued shares to be issued to members of the Company as fully paid bonus shares.

126. A general meeting may resolve that any surplus moneys arising from the realisation of any capital assets of the Company or any investment representing the same or any other undistributed profits of the Company not subject to charge for income-tax be distributed among the members on the footing that they receive the same as capital.

127. For the purpose of giving effect to any resolution under the preceding two Article the Board may settle any difficulty which may arise in regard to the distribution as they think expedient and in particular may issue fractional certificates and may fix the value for distribution of any specific assets and may determine that cash payment shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest such cash or specific assets in trustees upon such trusts for the persons entitled to the dividend or capitalised fund as may seem expedient to the Board Where required a proper contract shall be filed in accordance with Section 39 of the Act and the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend or capitalised fund and such appointment shall be effective.

BOOKS AND DOCUMENTS

128. The directors shall cause to be kept proper books of accounts in accordance with Section 128 of the Act with respects to :-

(a) all sums of money received and expended by the Company and the matters in respect of which the expenditure take place ;

(b) all sales and purchases of goods by the Company ;

(c) the assets and liabilities of the Company ;

Provided that the said proper books of account shall be kept on actual basis and according to the double entry system of accounting.

129. The books of account shall be kept at the office or subject to the provision of section 128 of the Act at such other place as the directors think fit and shall be open to inspection by the directors during the business hours.

130. The directors shall, from time to time, determine whether and to what extent and at what time and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of the members not being directors and no members (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the directors.

131. The directors shall, from time to time, cause to be prepared and to be laid before the Company in Annual General Meeting such Profit and Loss Accounts, Balance Sheets and reports as are referred to in the Act.

132. A copy of every such profit and loss Account and Balance Sheet (including the Auditor's Report and every other document required by law to be annexed or attached to the balance sheet) shall, at least twenty one days before the meeting at which the same are to be laid before the members, be sent to the members of the company, to holders of debentures issued by the company (not being debentures which ex-facie are payable to bearer thereof) to trustees for the holders of such debentures and to all persons entitled to receive notices of General Meeting of the Company. Provided that a copy of the document aforesaid shall not be required to be sent when the shares of the company are listed on a recognized stock exchange, if the copies of the documents aforesaid are made available for inspection at the Registered Office during working hours for a period of twenty-one days before the date of the meeting and 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, is sent to every member of the company and to every trustee for the holders of any debenture issued by the company not less than twenty-one days before the date of the meeting as per provisions of Section 136 of the Act.

132 A* The provision of this Article shall apply notwithstanding anything to the contrary contained in any other Articles.

1. The company shall be entitled to dematerialize its securities and to offer securities in a dematerialized form pursuant to the Depositories Act,1996.
2. Every holder of or subscriber to securities of the company shall have the option to receive certificates for such securities or to hold the securities with a Depository. Such a person who is the beneficial owner of the securities can at any time opt out of a depository, if permitted by law, in respect of any securities in the manner provided by the Depositories Act 1996 and the company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates for the securities.

If a person opts to hold his Securities with the depository, the company shall intimate such depository the details of allotment of the securities, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the securities.

3. All securities held by a depository shall be dematerialized and be in fungible form. Nothing contained in Section 89 of the act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owner.
4. a) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of securities of the Company on behalf of the beneficial owner.

b) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.

c) Every person holding securities of the Company and whose name is entered as the beneficial owner of securities in the record of the depository shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of the securities which are held by a depository and shall be deemed to be a Member of the Company.

5. Notwithstanding anything contained in the Act or these Articles to the contrary, where securities of the company are held in a depository, the records of the beneficiary ownership may be served by such depository on the company by means of electronic mode or by delivery of floppies or discs.
6. Nothing contained in Section 108 of the Act or these Articles, shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.
7. Notwithstanding anything contained in the Act or these Articles, where securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.
8. Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held with a depository.
9. The register and index of beneficial owners maintained by a depository under the depositories Act,1996 shall be deemed to be the Register and index of Members and Security holders for the purposes of these Articles."

AUDIT

133. Auditors shall be appointed and their rights and duties regulated in accordance with Section 139 and 147 of the Act

134. Every accounts of the company when audited and approved by the General Meeting shall be conclusive.

DOCUMENTS AND NOTICE

135. (1) A document and notice may be served or given by the company on any member or an officer thereof either personally or by sending it by post to him to his registered address if any within india supplied by him to the company for serving documents or notices on him.

(2) Where a document and notice is sent by post, service or the document or notice shall be deemed to the effected by properly addressing prepaying and posting a letter containing the document or notice provided that where a member has intimated to the company in advance that documents and notices should be sent to him under a certificate of posting or by registered post with or without acknowledgement due and has deposited with the company a sum sufficient to defray the expenses of doing so service of the document or notice shall not be deemed to be effected unless it is sent in the manner intimated by the member and such service shall be deemed to have been effected in the case of meeting at the expiration of forty-eight hours after the letter containing the document or notice is posted in any other case at the time at which the letter would be delivered in the ordinary course of post.

136. A document or notice advertised in a newspaper circulating in the neighborhood of the office shall be deemed to be duly served or sent on the day on which the advertisement appears on or to every member who has no registered address in India and has not supplied to the company any address within India for the service of document on him or the sending of notice to him.

137. A document or notice may be served or given by the Company on or to the persons entitled to a share consequence of the death or insolvency of a member by sending it through the post in a prepaid letter addressed to him by name or by the title of representative of the deceased or assignee of the insolvent or by any like description, at the address (if any) in India supplied for the purpose by the

person claiming to be so entitled or (until such an address has been so supplied) by serving the document or notice in any manner in which the same might have given if the death or insolvency had not occurred.

138. Documents or notice of every General Meeting shall be served or give in same manner hereinbefore authorized on or to (a) every member, (b) every person entitled to a share in consequences of the death or insolvency of a member or bound by every document of a member and (c) the auditor or auditors for the time being of the Company.

139. 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 each share previously to his name and address being entered on the register of members shall have been duly served on the person from whom he derives his title to such shares.

140. Any document or notice to be served or given by the company may be signed by a director or some person duly authorized by the board for such purpose. The signature may be written, printed or lithographed.

141. All documents or notices to be served or given by members on or to the company or any officer thereof shall be served or given by sending them to the Company or officer at the office by post under a certificate of posting or by registered post or by leaving it at the office.

AUTHENTICATION OF DOCUMENTS

142. Save as otherwise expressly provided in the Act or these Articles, documents or proceeding requiring authentication by the Company may be signed by a Director or an authorized officer of the Company and need not be under its seal.

WINDING UP

143. The liquidator on any winding up (whether voluntary, under supervision or compulsory) may with the sanction of a special resolution/orders of the court but subject to the rights attached to any preference shares capital, divide among the contributories in specie any part of the assets of the Company and may, with the like sanction, vest any part of the company in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit.

INDEMNITY AND RESPONDIBILITY

144. Subject to the provisions of Section 201 of the Act, every director, manager, 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 out of the funds of the /company against all claims and it shall be the duty of the directors out of the funds of the Company, to pay all costs, charges, losses and damages which any such person may incur or become liable to by reason of any contract entered into or act or thing done, 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 willful act, neglect or default) including expenses and in particular and so as not to limit the generality of the foregoing provisions against all liabilities incurred by him as such director, manager, officer or auditor in defending any proceeding whether civil or criminal in which judgment is given in his favor or in which he is acquitted or in connection with any application of the Act in which relief if granted to him by the Court.

145. Every Officer of the company shall be indemnified out of the Assets of the Company against any liability incurred by him in defending any proceedings, whether civil criminal, in which judgment is given in his favor or in which he is acquitted or in which relief is granted to him by the court or the tribunal.

146. “Not withstanding anything contained in these Articles but subject to the provisions of Section 68-70 and any other applicable provisions of the Act or any other Law for time being in force, the Board of Directors may, if thought fit, Buy-Back such of the company’s own shares of securities as it may

considered appropriate subject to such limits, restrictions, terms and conditions, approvals as may be required under the provisions of Companies Act including the amendments(s) thereof."

147. On any sale of the undertaking of the company the Board or the Liquidators on a winding up may, if authorize by a Special resolution, except full paid or partly paid up shares, debentures or securities of any other company whether incorporated in India or not, either then existing or to be from for the purchase in whole or in part of the property of the company and the board (if the profits of the company permit) or the liquidators (in a winding up) may distribute such shares or securities or any other property of the company amongst the members without realization or vest the same in trustees for them and any Special Resolution may provide for the distribution or appropriation of the cash, shares or other securities, benefit or property otherwise than in accordance with the strict legal rights of the members or contributories of the company and for the valuation of any such securities or property at such price and in such manner as the meeting any approve and all holders of the shares shall be bound to accept and shall be bound by any valuation or distribution so authorized and waive all rights in relation thereto, save only in case the company is proposed to be or in the course of being wound up, such statutory rights (if any) u/s 319 of the Act as are incapable of being varied or excluded by these Articles.

148. Every Director, Manager, Secretary, Trustee of the company is entitled to enter upon the property of the company or to inspect or examine any agent, accountant or other person employed in our or about the business of the company shall, if so required by the Board before entering upon his duties sign a declaration pledging himself to observe a strict secrecy respecting all transactions of the company with its customers and the State of Accounts with individuals and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Board or by any meeting or by a court of law/ tribunal and except so far as may be necessary in order to comply with any of the provisions in these Articles contained.

SECTION IX: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts and agreements referred to (not being contracts entered into in the ordinary course of business carried on or intended to be carried on by the Company or contracts entered into more than two years before the date of filing of this Draft Prospectus), These contracts, copies of which will be attached to the copy of the Prospectus, to be delivered to the Registrar of Companies, Jaipur, Rajasthan for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company at F-69A, Riico Industrial Area, Sikar, Rajasthan-332 001 from 11.00 a.m. to 4.00 p.m. on working days from the date of the Draft Prospectus until the Issue Closing Date.

MATERIAL CONTRACTS

1) Memorandum of Understanding dated 20th April, 2018 between our Company and the Lead Manager to the Issue.

2) Memorandum of Understanding dated 19th April, 2018 entered into with the Registrar to the Issue.

3) Copy of tripartite agreement dated [●] between NSDL, our Company and Karvy Computershare Private Limited.

4) Copy of tripartite agreement dated [●] between CDSL, our Company and Karvy Computershare Private Limited.

5) Bankers to the Issue Agreement dated [●] between our Company, Lead Manager, Banker to the Issue and the Registrar to the issue.

6) Market Making Agreement dated [●] between our Company, Lead Manager and Market Maker.

7) Underwriting Agreement dated [●] between our Company and Underwriters.

DOCUMENTS FOR INSPECTION

8) Memorandum and Articles of Association of our Company as amended from time to time.

9) Copy of the resolution passed at the meeting of the Board of Directors held on 9th April, 2018 approving the issue.

10) Copy of the resolution passed by the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting held on 16th April, 2018.

11) Copy of Board resolution dated 7th February, 2018 appointing Mr. Jitendra Kumar Kaler as the Managing Director and Mrs. Sohani Devi as Whole Time Director for a period of Five (5) years w.e.f. 7th February, 2018 and approving their remuneration and terms.

12) Copies of Annual Reports of the Company for the five (5) financial years ended on March 31, 2017, 2016, 2015, 2014 & 2013.

13) Consents of the Directors, Company Secretary/Compliance Officer, Chief Financial Officer, Statutory / Peer Review Auditors, Lead Manager to the Issue, Underwriters, Market Makers, Bankers to the Issue, Legal Advisors to the Issue, and Registrars to the Issue, to include their names in the Draft Prospectus to

act their respective capacities.

14) Audit report and restated financial information issued by Peer Review Auditors i.e. M/s. Ramanand &Associates, Chartered Accountants, dated 11th April, 2018 included in the Draft Prospectus.

15) Letter dated 19th April, 2018 from the statutory Auditors of our Company, M/s A Khan & Co., Chartered Accountants, detailing the tax benefits.

16) Copy of certificate from the statutory Auditors of our Company, M/s A Khan & Co., Chartered Accountants, dated 19th April, 2018, regarding the sources and deployment of funds as on 31st March, 2018.

17) Board Resolution dated 24th April, 2018 for approval of Draft Prospectus.

18) Due Diligence Certificate dated [•] to be submitted to SEBI from Lead Manager viz. Navigant Corporate Advisors Limited along with the filing of the Prospectus.

19) Copy of approval from NSE vide letter dated [•] to use the name of NSE in this offer document for listing of Equity Shares NSE EMERGE.

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 the other parties, without reference to the shareholders, subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We, the under signed, hereby certify and declare that, all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India or the regulations / guidelines issued by SEBI, as the case may be, have been complied with and no statement made in the Draft Prospectus is contrary to the provisions of the Companies Act, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations / guidelines issued, as the case may be. We further certify that all the disclosures and statements made in the Draft Prospectus are true and correct.

Signed by all the Directors of Our Company

NAME	DESIGNATION	DIN	ADDRESS	Signature
Mr. Jitendra Kumar Kaler	Managing Director	08025425	384 Shri Raj Villa, Ward No-27 Opposite Karshi Upaj Mandi, Bhagpat Colo Ny Sikar 332001	Sd/-
Mrs. Sohani Devi	Whole Time Director	02839191	Industrial Area Kishan Colony Sikar 332001	Sd/-
Mr. Rajendra Kaler*	Non Executive And Non Independent Director	08032024	Baghipat Colony, Opposite Krishi Mandi Ward No 17 Sikar 332001	Sd/-
Mr. Bajrang Lal	Executive And Non Independent Director	02265335	Village: Badalwas Kalero Ki Dhani Sikar 332023	Sd/-
Mr. Subhash Meel	Non Executive And Independent Director	03572337	Ward No 30, Piprali Road Sikar 332001	Sd/-
Mr. Anil Kumar	Non Executive And Independent Director	08032217	Deeplana Jhohra, Bhadwasi Sikar 332024	Sd/-

*Signed through their constituted power of attorney holder.

Signed by Chief Financial Officer and Company Secretary and Compliance officer of the Company.

________ Sd/-________________
Mr. Kanhiya Lal Sharma
Chief Financial Officer

__________ Sd/-_________
Ms. Nikita Bhagwani
Company Secretary and Compliance Officer

Place: Sikar, Rajasthan
Date: 24.04.2018

DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY NAVIGANT CORPORATE ADVISORS LIMITED

TABLE:1

Sr. No.	Issue Name	Issue Size (Rs. Cr.)	Issue Price (Rs.)	Listing Date	Opening Price on Listing Date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Prabhat Telecoms (India) Limited	11.22	51.00	03-08-2016	61.20	+43.14% (+3.01%)	+47.06% (+0.65%)	+54.90% (+0.55%)
2	KMS Medisurgi Limited	2.70	30.00	24-04-2017	30.00	+0% (+2.18%)	+2.17% (+8.00%)	+0.33% (+9.22%)
3	Pure Giftcarat Limited	7.45	13.00	08-05-2017	10.80	+0.77% (+4.49%)	+0% (+8.02%)	+8.85% (+12.56%)
4	Jalan Transolutions (India) Limited	17.71	46.00	31-05-2017	41.50	-21.74% (-0.72%)	-27.07% (+0.78%)	-12.28% (+8.28%)
5	G G Engineering Limited	2.23	20.00	17-07-2017	21.00	+9.50% (-0.87%)	+119.75% (+1.12%)	+155.00% (+7.85%)
6	Keerti Knowledge & Skills Limited	4.05	52.00	07-08-2017	51.05	-9.02% (-1.90%)	-27.12% (+4.37%)	+1.92% (+8.65%)
7	Ashok Masala Mart Limited	2.01	10.00	22-08-2017	12.00	-19.40% (+3.45%)	-6.50% (+7.65%)	-7.50% (+8.69%)
8	Manav Infra Projects Limited	5.51	30.00	18-09-2017	32.00	-32.50% (+0.50%)	-40.83% (+3.21%)	-48.33% (+3.89%)
9	Ajooni Biotech Limited	6.59	30.00	02-01-2018	36.00	+51.33% (+6.19%)	+3.33% (-1.65%)	N.A.
10	Seeds and Chemicals Limited	4.21	26.00	04-04-2018	27.30	N.A.	N.A.	N.A.
11	Power and Instrumentation (Gujarat) Limited	6.15	33.00	23.04.2018	35.00	N.A.	N.A.	N.A.

Note: The 30th ,90th, and 180th calendar days has been taken as listing date plus 29, 89, 179 calendar days respectively. Where the 30th day / 90th day / 180th day falls on BSE / NSE Trading holiday or falls on day when there is no trade in equity share of the respective company, preceding trading day has been considered. BSE SENSEX has been considered as the benchmark index. We have taken the Issue Price to calculate the % of change in closing price as on 30th ,90th, and 180th calendar day.

TABLE 2: SUMMARY STATEMENT OF DISCLOSURE OF PAST ISSUED HANDELED BY NAVIGANT CORPORATE ADVISORS LIMITED

Financial Year	Total No. of IPOs	Total amount of funds raised (Rs. Cr.)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2018-2019	1	6.15	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
2017-2018	9	52.46	0	1	3	1	0	3	N.A.	1	2	1	N.A.	3
2016-2017	1	11.22	0	0	0	0	1	0	0	0	0	1	0	0