

Draft Information Memorandum

[In accordance with Chapter XC of the SEBI (ICDR) Regulations on Listing by Small and Medium Enterprises on Institutional Trading Platform (ITP) without Initial Public Offering (IPO)]



Our Company was incorporated in Kolkata as “K A Wires Private Limited” under the Companies Act, 1956 vide Certificate of Incorporation dated 11th August, 2009 bearing Registration No. 137697 issued by the Registrar of Companies, West Bengal. Our Company was converted from Private Limited to Public Limited Company vide shareholders resolution dated 20th January, 2015 and consequently the name of our Company was changed to K A Wires Limited. The Corporate Identification Number (CIN) of our Company is U27201WB2009PLC137697.

Registered and Corporate Office: 33A, Chowringee Road, Chatterjee International Centre, 11th Floor, Suite No. 11, Kolkata-700071, **Tel:** 033-22262312, **FAX:** 033-22262314; **Website:** www.kawires.com
Contact Person: Mr. Madhur Agarwal; **E-Mail:** magarwal@kawires.com

Compliance officer: Mr. Bidyut Dey

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

PROMOTERS: MR. SANDIP KEJRIWAL AND MR. MADHUR AGARWAL

THIS DRAFT INFORMATION MEMORANDUM IS IN TERMS OF CHAPTER XC OF THE SEBI (ICDR) REGULATIONS, 2009, AS AMENDED FROM TIME TO TIME AND WE PROPOSE TO LIST 1,529,500 EQUITY SHARES OF RS. 10/- EACH ON INSTITUTION TRADING PLATFORM (ITP) OF NSE EMERGE.

Absolute Responsibility of K A Wires Limited

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

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SECTION I - GENERAL

1. DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates, the following terms have the meanings given below. References to statutes, rules, regulations, guidelines and policies will be deemed to include all amendments and modifications notified thereto.

In this Draft Information Memorandum, unless the context otherwise indicates, all references to “KA Wire”, “the Company”, “our Company” are to K A Wires Limited, a company incorporated in India under the Companies Act, 1956 (the “Companies Act”) having its Registered Office at 33A, Chowringee Road, Chatterjee International Centre, 11th Floor, Suite No.11, Kolkata-700071. Furthermore, all references to the terms “we”, “us” and “our” are to K A Wires Limited.

Company Related Terms

Terms	Description
Act/Companies Act	The Companies Act, 1956 and amendments thereto. The Companies Act, 2013, to the extent of such provisions as have come into effect vide Ministry of Corporate Affairs Notifications till date.
AoA/Articles/ Articles of Association	Articles of Association of K A Wires Limited
Auditors/ Statutory Auditor	M/s S. N. Kedia & Associates, Chartered Accountants
Banker to the Company	Kotak Mahindra Bank Limited, 5 th Floor, Kotak Infinity, Building No. 21, Infinity Park Off Western Express Highway, General AK Vaidya Marg, Dindoshi, Malad (East), Mumbai-400097
Board of Directors /Director(s)	The Board of Directors of the Company or a Committee thereof, duly constituted.
Compliance Officer	Mr. Bidyut Dey
EMERGE-ITP Platform of NSE/ Stock Exchange	The EMERGE-ITP platform of NSE for listing of equity shares offered under Chapter XC of the SEBI (ICDR) Regulations.
Equity Shares/ Shares	Equity Shares of our Company of face value of Rs. 10/- each fully paidup, unless otherwise specified in the context thereof.
Depositories	NSDL and CDSL; Depositories registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time
Draft Information Memorandum/ Document	This document as filed with the Stock Exchange is known as and referred to as the Draft Information Memorandum/ Document
Financial Year/ Fiscal/ FY	The period of twelve months ended March 31 of that particular year, unless specifically otherwise stated
Promoters/ Our Promoters	Promoters of our Company being Mr. Sandip Kejriwal and Mr. Madhur Agarwal
ITP	Institutional Trading Platform of NSE Emerge
Key Managerial Personnel / Key Managerial Employees/ KMP	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” from page 70 to 79 of this Draft Information Document
Listing Agreement	The Listing Agreement to be entered into by our Company with

	the NSE for listing of equity shares at Institutional Trading Platform.
MoA/ Memorandum/ Memorandum of Association	Memorandum of Association of K A Wires Limited, as amended from time to time.
NSE	National Stock Exchange of India Limited
ROC/ Registrar of Companies	Registrar of Companies, West Bengal
RTA	Registrar & Transfer Agent being M/s Maheshwari Datamatics Pvt. Ltd.
SEBI/ Board	The Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time
SEBI Regulation/ SEBI (ICDR) Regulations	The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended
Stock Exchange	Shall refer to the NSE Limited where the shares of the Company propose to list

Abbreviations / Technical & Industry – Related Terms

Abbreviation	Full Form
A/c	Account
AGM	Annual General Meeting
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
AY	Assessment Year
B. Com	Bachelor of Commerce
BG/LC	Bank Guarantee / Letter of Credit
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identification Number
CST	Central Sales Tax
DIN	Director Identification Number
DP	Depository Participant
ECS	Electronic Clearing System
EEPC	Engineering Export Promotion Council
EPF	Employees Provident Fund
EPS	Earnings Per Share
EGM/EOGM	Extraordinary General Meeting
ESI	Employees State Insurance
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time, and the regulations framed there under
FIs	Financial Institutions
FIIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident

	outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000
F.Y./FY	Financial Year
GAAP	Generally Accepted Accounting Principals
GDP	Gross Domestic Product
Gol/ Government	Government of India
IFRS	International Financial Reporting Standard
ISIN	International Securities Identification Number
Income Tax Act	The Income Tax Act, 1961, as amended from time to time
Indian GAAP	Generally Accepted Accounting Principles in India
INR/Rs/Rupees	Indian Rupees, the legal currency of the Republic of India
MOU	Memorandum of Understanding
NA	Not Applicable
NSDL	National Securities Depository Limited
P.A.	Per Annum
P/E Ratio	Price/ Earning Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
PT	Professional Tax
RBI	Reserve Bank of India
ROE	Return on Equity
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended form time to time
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SME	Small and Medium Enterprise
ST	Service Tax
STT	Securities Transaction Tax
Sec.	Section
TAN	Tax Deduction Account Number
USD/US\$//\$	United States Dollar, the official currency of the United States of America
VAT	Value Added Tax

Notwithstanding the following, in the section titled “Financial Information” beginning on page 29 of this Draft Information Memorandum, defined terms shall have the meaning given to such terms in that section.

Certain Conventions – Use of Market Data

In this Draft Information Memorandum, unless the context otherwise requires or unless stated otherwise, the financial data is derived from our financial statements prepared and in accordance with the applicable regulations. In this Draft Information Memorandum, any discrepancies in any table between the total and the sums of the amounts mentioned are owing to rounding-off.

In this Draft Information Memorandum, unless the context otherwise requires, all references to one gender also refers to another gender and the word “lacs” means “one hundred thousand” and the word “million” means “ten lacs” and the word “crore” means “ten million” and the word “billion” refers to “thousand million”.

Forward – Looking Statements

Statements included in this Draft Information Memorandum which contain words or phrases such as “will”, “aim”, “will likely result”, “believe”, “expect”, “will continue”, “anticipate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expression or variations of such expressions, there are “forward-looking statements”.

All forward looking statements are subject to risks, uncertainties and assumptions that could cause results to differ materially from those contemplated by the relevant forward looking statement. Important factors that could cause actual results to differ materially from our expectations include, among others:-

- General economic and business conditions in India and other countries.
- Our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks that have an impact on our business activities or investments.
- The changes in 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.
- Change in political and social conditions in India.

For further discussion of factors that could cause our actual results to differ, see the section titled “Risk Factors” beginning on page no. 61 of this Draft Information Memorandum. 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. Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed under “Industry Overview” and “Our Business”.

We 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.

2. GENERAL INFORMATION

K A Wires Limited

Our Company was incorporated as “K A Wires Private Limited” under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated 11th August, 2009 bearing Registration No. 137697 issued by the Registrar of Companies, Kolkata, West Bengal. Subsequently, our Company was converted into a Public Limited Company vide a Fresh Certificate of Incorporation consequent upon change of name on conversion to Public Limited Company dated 2nd February, 2015 issued by the Registrar of Companies, Kolkata, West Bengal and the name of our Company was changed to “K A Wires Limited”. The Corporate Identification Number (CIN) of our Company is U27201WB2009PLC137697.

REGISTERED/CORPORATE OFFICE OF THE COMPANY:

Chatterjee International Centre,
33A, Chowringee Road,
11th Floor, Suite No. 11,
Kolkata-700071

Tel: 033-22262312

Fax: 033-22262314

Contact Person: Mr. Madhur Agarwal

E-Mail: magarwal@kawires.com

Website: www.kawires.com

Registration Number: 137697

Corporate Identification Number: U27201WB2009PLC137697

DESIGNATED STOCK EXCHANGE

Our Company proposed to list its Equity Shares on the Institutional Trading Platform of NSE EMERGE.

REGISTRAR OF COMPANIES

Registrar of Companies, Kolkata, West Bengal
Nizam Palace
2nd MSO Building
2nd Floor, 234/4, A.J.C.B. Road
Kolkata - 700020

Phone: 033-2287 7390

Fax: 033-22903795

Website: www.mca.gov.in

Email: roc.kolkata@mca.gov.in

BOARD OF DIRECTORS OF OUR COMPANY

Sl. No.	Name	Age (Years)	Designation	DIN	Address
1.	Mr. Madhur Agarwal	39	Whole Time Director	00459816	8A, Alipore Road, Jindal House, Kolkata-700027
2.	Mr. Sandip Kejriwal	46	Director	00389583	IB-67, Salt Lake, Block-IB, sector-III, Bidhannagar (South), North 24 Paraganas-700106.
3.	Mr. Manoj Kumar Agarwal	50	Independent & Non Executive Director	01900864	GC-223, Saltlake City, Kolkata – 700 091
4.	Mr. Ashok Kumar Sanghi	56	Independent & Non Executive Director	07092588	P-28A CIT Road, Scheme 6M, Kolkata – 700 054

For further details of our Directors, please refer to the chapter titled “Our Management” beginning on page 70 of this Draft Information Memorandum.

ADVISORS TO THE ITP LISTING

Sumedha Fiscal Services Limited

6A Geetanjali, 8th Floor

8B Middleton Street

Kolkata – 700 071

Phone No: 0033-2229 8936/6758

Fax No: 033-22264140

Email: ajay_laddha@sumedhafiscal.com

Contact Person: Mr. Ajay K Laddha

COMPLIANCE OFFICER OF THE COMPANY

Mr. Bidyut Dey

Chatterjee International Centre,

33A, Chowringee Road,

11th Floor, Suite No. 11,

Kolkata-700071

Phone No: 0033-22262312/13

Fax No: 033-22262314

Email: bidyut@kawires.com

STATUTORY AUDITOR OF THE COMPANY

M/s S. N. Kedia & Associates

Chartered Accountants

Firm Registration No: 319025E

46, B.B. Ganguly Street

4th Floor, Room No. 11

Kolkata-700 012

Phone No: 033-22371635/4356

Fax No: 033-22371635

Email: admin@snkedia.com

Contact Person: Mr. S. N. Kedia

Membership No: 054075

REGISTRAR TO THE COMPANY

Maheshwari Datamatics Private Limited

SEBI Reg. No. INR 000000353

6 Mangoe Lane, 2nd Floor

Kolkata – 700 001

Phone No: 033-2243 5029/5809

Fax No: 033-2248 4787

Email: mdpl@cal.vsnl.net.in

Contact Person: Mr. S Rajagopal

BANKER TO THE COMPANY

Kotak Mahindra Bank Limited

Registered Office:

27BKC, C27, G Block

Bandra Kurla Complex

Bandra (East)

Mumbai – 400 051

Phone No: 022-43360482

Fax No: 022-67132408

Email: sandeep.chakraborti@kotak.com

Kolkata Branch:

15 Park Street, "C" Block

7th Floor, Apeejay House

Kolkata – 700 016

Phone No: 033-6633 3180/81/6633 3201

Fax No: 033-6633 3066/3220

Email: swarup.roy@kotak.com

Contact Person: Mr. Swarup Roy

3. ELIGIBILITY CRITERIA

Our Company is an “Unlisted Company” in terms of the SEBI (ICDR) Regulations propose to list our Equity Shares on Institutional Trading Platform (ITP) of NSE EMERGE in terms of Chapter XC of the SEBI (ICDR) Regulations, 2009. Our Company is eligible for listing in accordance with Regulation 106(Y) and other provisions of Chapter XC of the SEBI (ICDR) Regulations, 2009.

In terms of the Regulation 106(Y) of the SEBI (ICDR) Regulations, we confirm that:

1. The name of our Company, our Promoters, any of our Group Companies or Directors does not appear in the willful defaulters list of Reserve Bank of India as maintained by Credit Information Bureau (India) Limited (CIBIL);
2. There is no winding up petition against our Company that has been admitted by a competent court;
3. Our Company, group companies or subsidiaries have not been referred to the Board for Industrial and Financial Reconstruction (BIFR) within a period of five years prior to the date of application for listing;
4. No regulatory action has been taken against the company, its promoters or directors, by the Board, Reserve Bank of India, Insurance Regulatory and Development Authority or Ministry of Corporate Affairs within a period of five years prior to the date of application for listing;
5. Our Company has been incorporated on August 11, 2009 and thus not completed more than ten years after incorporation and our revenues have not exceeded Rupees One Hundred Crores in any of the previous financial years;
6. The paid up capital of our company has not exceeded Rupees Twenty Five Crores in any of the previous financial years;
7. We have one full year of audited financial statements, for the immediately preceding financial year at the time of making listing application;
8. In accordance with Regulation 106Y(h)(iii) of SEBI (ICDR) Regulations, 2009, as amended, the company has received finance from the Kotak Mahindra Bank Ltd. (KMBL), a schedule bank in accordance with Reserve Bank of India Act, 1934 for its working capital requirements and a period of three years has elapsed from the date of such financing and the funds so received have been fully utilized;

We further confirm that in accordance with Regulation 106 ZB of Chapter XC of the SEBI (ICDR) Regulations, 2009, Our Promoter and Promoter Group i.e. Mr. Sandip Kejriwal, Promoter, Mr. Madhur Agarwal, Promoter, M/s Kejriwal Projects Pvt. Ltd. and M/s Popular Apartments Pvt. Ltd., Promoter Group Companies have given their consent to lock-in 305900 Equity Shares, representing 20% of the post listing Capital of our Company, for a period of three years from the date of listing.

We further confirm that in terms of Regulation 106ZC of SEBI (ICDR) Regulations, 2009:

- i. All Equity Shares of our Company shall be in dematerialized form upon listing on Institutional Trading Platform;
- ii. Our Company is in the process of entering into a Tripartite Agreement with CDSL and NSDL along with our Registrar for facilitating trading in dematerialized mode. We further confirm that we shall have connectivity with at least one depository at all times;
- iii. The minimum trading lot on Institutional Trading Platform shall be Rs. 10.00 Lacs.

Absolute Responsibility of K A Wires Limited

K A Wires Limited having made all reasonable inquiries, accepts, responsibility for, and confirms that this Draft Information Memorandum contains all information with regard to the company, which is material, that the information contained in the Draft Information Memorandum is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft information Memorandum as a whole or any of such information or the expression of any opinions are intentions misleading in any material respect.

SECTION II - INDUSTRY OVERVIEW

INTRODUCTION

The zinc scenario in the country dates back to ancient times. India is acclaimed to be pioneer in extracting zinc. Zawar area in Udaipur district in Rajasthan has been recognized by the American Institute of Metallurgy as the first site where zinc was smelted. The zinc attracts a lot of attention in respect of their production, uses and trade. The fast pace of development in developing countries have witnessed unprecedented development in infrastructure, growth in telecommunication both in fixed lines as well as mobile phones, sudden rise in production of cars and transport systems. All these activities have helped in the development of the zinc industry. Zinc which is an excellent protector of steel has seen an unprecedented growth. Galvanized steel has longer life thus used increasingly in infrastructure development. Above all changing thoughts due to enhanced income and demand for costlier fixtures, enhanced use of brass and galvanized products in buildings, airports and railways opening up of world economy and the process of globalization has added new dimensions to mining and processing industry. The companies are rapidly expanding in terms of capacities both in mining and processing by take over and acquisition of properties world over. The trend of movement of ore and concentrates from one country to another and refining it near the markets is a recent phenomenon. India is keeping pace in these activities. The acquisition of HZL, the only integrated producer of lead and zinc, by Sterlite Industries (India) Ltd. of Vedanta Resources Plc. has changed the scenario of lead & zinc production in India. Binani Zinc Limited is producing zinc from imported concentrates. The recovery of zinc metal from scrap is in itself a major activity apart from mining. According to Indian Bureau of Mines (IBM), the demand of zinc has been forecast to at 2155 thousand tonnes by 2024-25. It is expected that this demand will be fulfilled by primary and secondary producers.

PROPERTIES

Zinc (Zn) is a bluish white lustrous metal. It is normally covered with a white coating on exposure to the atmosphere. Zinc is the fourth most common metal in use, after iron, aluminium and copper in terms of the metal's annual production. Zinc can be recycled indefinitely, without loss of its physical or chemical properties. It is present in a wide variety of foods, and is found particularly in association with protein foods. The most important property of zinc which has made it more useful is the excellent corrosion resistance in the atmosphere, in hard and fresh water, in salt water and in contact with many natural and synthetic substances.

RESOURCES

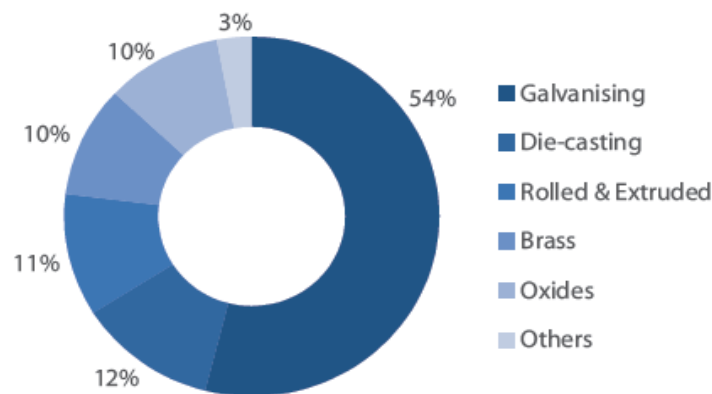
India is endowed with large resources of zinc which are distributed over twelve states such as Andhra Pradesh, Bihar, Gujarat, Madhya Pradesh, Maharashtra, Meghalaya, Orissa Rajasthan, Sikkim, Tamil Nadu, Uttarakhand and West Bengal. Rajasthan has the largest resources i.e. 90% of the total resources, followed by Bihar (2%), Maharashtra (2%) and Madhya Pradesh (1%). The details of state wise resources of zinc ores are given in the following Table:

Name of the State	Total Resources in '000 tonnes
Andhra Pradesh	6620
Bihar	11435
Gujarat	6129
Madhya Pradesh	6920
Meghalaya	9272
Orissa	1750
Rajasthan	468509
Sikkim	950
Tamil Nadu	790
Uttarakhand	5620
West Bengal	3706

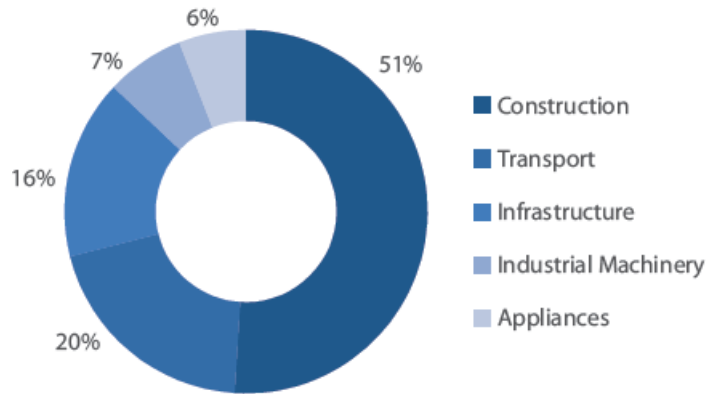
APPLICATION

Roughly 50% of all metallic zinc produced today is used to galvanise other metals such as steel or iron to prevent corrosion. Large quantities of zinc are used to produce die castings, which are used extensively by the automotive, electrical and hardware industries. Zinc is also used as a chemical compound in rubber, ceramics, paints and agriculture. Zinc coating is widely used to protect finished products ranging from structural steelwork for buildings and bridges, to nuts, bolts, strips, sheets, wires and tubes.

Global Zinc Consumption by first-use



Global Zinc Consumption by end-use



[SOURCE: MCX]

PRESENT GLOBAL AND INDIAN SCENARIO

The year 2013 saw global industrial production grow at its slowest rate since 2009. However, domestic demand in China has improved through the second half of the year. The developed world is also showing gradual recovery of economic activity. Starting in the coming years, Zinc market will see some major mine closures, which along with rising demand will likely lead to mine supply shortfall by 2017. India’s zinc demand will leverage from the recent depreciation of the rupee, which is expected to increase exports and industrial production. The anticipated global economic recovery would also facilitate auto exports from India. The pick-up in consumer sentiments will further give a stimulus to industrial and construction sectors, boosting demand for Zinc ore.

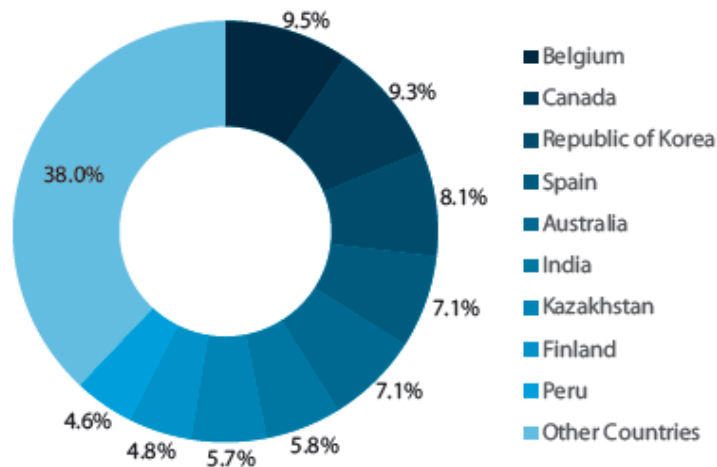
Zinc metal supply fell short of demand by 2%, even as global production recovered from the sharp decline witnessed in 2012. On the other hand, surplus mine supply resulted in lower zinc price. Zinc price declined by 2% in 2013 though it outperformed all other base metals due to relatively stronger demand-supply fundamentals. The current scenario is majorly a result of lower Chinese smelter production on account of weak margins, leading to surplus in global mined metal market. Currently, zinc mine supply along with existing inventories is sufficient to satisfy demand from smelters and is expected to remain so till 2016. The surplus is forecast to gradually shrink and turn to deficit with closure of some high profile mines in the coming 3-4 years. The Century mine in Australia with a capacity of 500,000 MT per annum will close in 2015. In 2016, the 160,000 MT per annum capacity Skorpion operation in Namibia and in 2017 the 70,000 MT per annum capacity Pomorzany mine in Poland are expected to close down along with closure in some smaller operations. This together with attrition at operating mines will eliminate 1.8 million MT per annum of global mine capacity by 2018 and 2.2 million MT per annum capacity by 2019. Global zinc demand is forecasted to grow at 5-6% in 2014. China will continue to remain the dominant driving force as galvanised sheet usage in cars and construction activity is expected to grow. The gradual recovery in global economic activity is looking sustainable. Eurozone crisis is showing signs

of improvement as demand are picking up just when there are concerns about physical scarcity of metal in the coming years. The Indian zinc demand witnessed strong growth in 2013 mainly on account of demand from galvanised sheet sector. This momentum is expected to continue as new zinc applications and investment in infrastructure projects are expected to drive domestic demand.

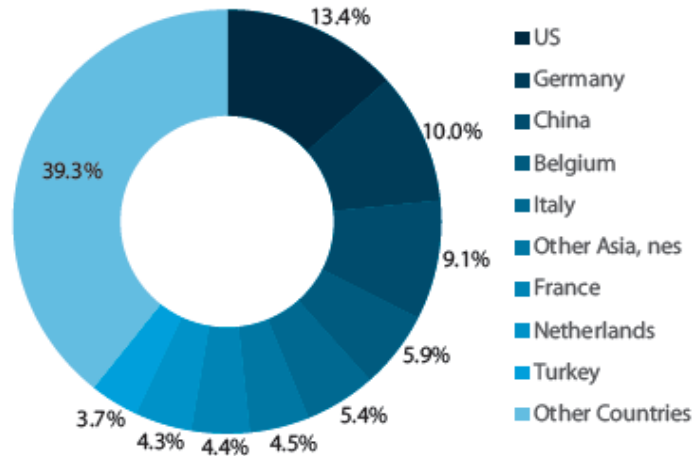
The demand for zinc in the near-term is expected to increase by 0.7 million MT per year due to increase in Chinese demand and recovery and normalisation of the rest of the world economy. The combination of steady demand growth and reducing supply due to mine closures will create an environment conducive for a sharp increase in zinc prices in the foreseeable future.

India's refined zinc production was 711,266 metric tonnes (MT) in 2012. In India, the primary end use of zinc is in the galvanising and coating sectors, which currently account for an estimated 54% and 16% of the total production respectively. The major refined zinc exporting countries are Belgium, Canada and the Republic of Korea, while the major refined zinc importing countries are USA, Germany and China in 2011. In 2011, the Chinese imports of zinc contained in zinc concentrates declined by 34% to 821 KT, over the previous year. However, the nations net refined zinc metal imports increased by 68.5% to 509 KT, during the year 2011.

Leading Zinc exporting countries - 2011



Leading Zinc importing countries - 2011

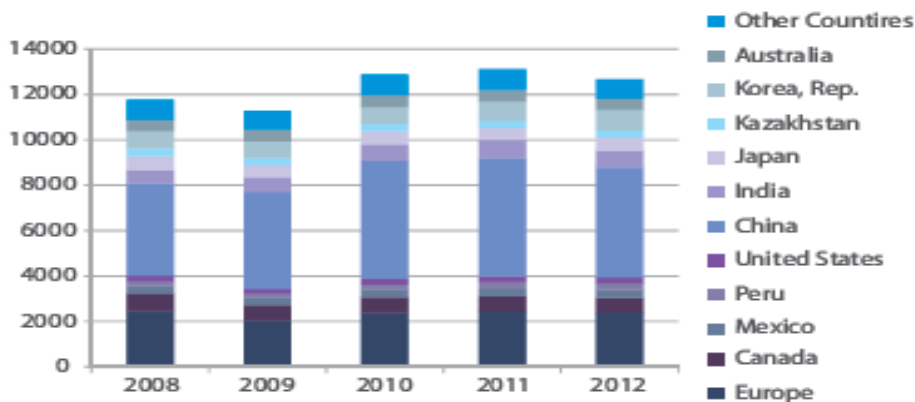


[SOURCE: MCX]

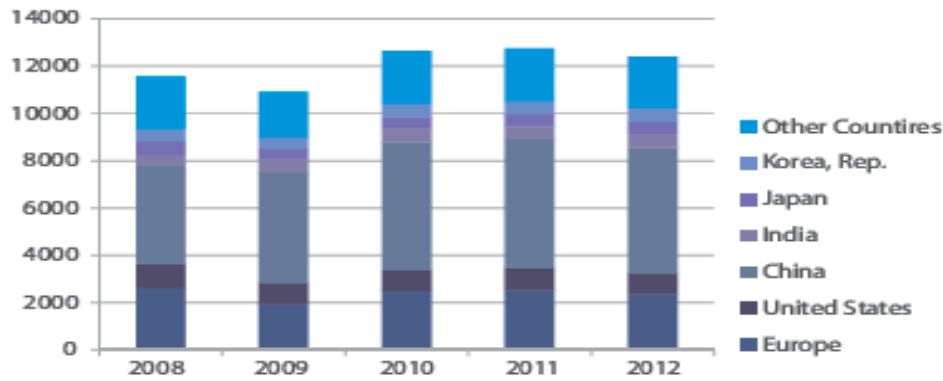
PRESENT GLOBAL DEMAND & SUPPLY SCENARIO

There was a decrease in the global zinc output in 2012 over the previous year. This was mainly due to a reported 7.5% decrease in China's output, which offset the increase witnessed by Mexico, Peru, United States, Japan and the Republic of Korea. Similarly, the global refined zinc metal usage also decreased by 2.80%. This was primarily influenced by a decrease in demand from all major countries, except India and the Republic of Korea.

World Refined Zinc Production (in thousand MT)



World Refined Zinc Consumption (in thousand MT)



[SOURCE: MCX]

FACTORS INFLUENCING THE MARKET

- Zinc prices in India are fixed on the basis of rates that rule in the international spot market, and Indian Rupee and US Dollar exchange rates.
- Economic events such as the national industrial growth, global financial crisis, recession and inflation affect metal prices.
- Commodity-specific events such as the construction of new production facilities or processes, new uses or the discontinuance of historical uses, unexpected mine or plant closures (natural disaster, supply disruption, accident, strike, and so forth), or industry restructuring, all affect metal prices.
- Trade policies set by the Government (implementation or suspension of taxes, penalties, and quotas) affect supply as they regulate (restricting or encouraging) material flow.
- Geopolitical events involving governments or economic paradigms and armed conflict can cause major changes.
- As societies develop, their demand for metal increases based on their current economic position, which could also be referred as 'National Economic Growth Factor'.

INDIA'S TRADE

India's trade of zinc metal depends on the production capacities of the HZL and Binani Zinc Limited. The primary producers of zinc are HZL and BZL. HZL produces zinc from its own mine while BZL is wholly dependent on imported concentrates of zinc. Since the acquisition of HZL by Sterlite Industries Limited in 2002-03, there was a marked enhancement in the production capacity of zinc. BZL has also increased its capacity. The production of zinc has increased from 175 thousand tonnes in 1999-2000 to 609 thousand tonnes in 2009-10. Presently India imports zinc in the form of ores and concentrates, metal and alloys products of zinc as well as scrap for meeting out its internal demand.

THERMAL SPRAY ZINC WIRE INDUSTRY

Zinc alloy wires are used in for zinc thermal spraying known as metalized coating or galvanization. This coating process finds its best application in the manufacture of various products such as electronics, automotive, heat exchanger, pipe and tube. Technical literature reports that this anticorrosive process is largely adopted in critical infrastructures such as bridges, dams, storage tanks and other critical larger structures.

The galvanic electrochemical nature of the so called “sacrificial zinc coatings” cause them to corrode in preference to iron and steel, even if the steel is exposed to the environment. This is a tremendous advantage over paints and other organic barrier coatings which usually fail with prolonged exposure to atmospheric agents. If we wish to write a short forecast equation we could say “more new infrastructures increase in the demand of zinc wire rod”.

Looking at the global situation, the above “equation” finds its best application in India where the GDP growth has been between 7% and 9% during the past five years and has lead to a marked improvement of the road and railway network. As a consequence, the Zinc wire demand is increasing every year and massive quantities of zinc wire are imported from Europe, North America and China due to the growing demand and because the existing systems are not capable of serving the market with a product having good and repeatable quality.

In India, the primary end use of zinc is in the galvanising and coating sectors, which currently account for an estimated 54% and 16% of the total production respectively. The thermal spray Industry is a Sunrise Sector in engineering, construction and Indian as well as Asia market is growing by leaps and bounds manner.

The thermal spray industry is very well developed in USA and Europe. In the last few years, with the increase in the prices of metals and other commodities, this Industry is developing in Asia as well. India is still at a nascent stage of development of this industry. However considering changes in thoughts and technologies this sector in India is on its path of huge growth and expansion.

Few examples of largest dominating players in this sector throughout the world are given below:

No	Name of Company	Main Office	Focus Markets
1	Grillo Werke	Germany	Europe, Asia
2	Oerlikon Metco	Switzerland / USA	USA, Europe
3	Metallisation	UK	Europe, Asia
4	Vertic	Finland	Europe
5	K A Wires	India	Asia

In India, Zinc Wire manufacturing companies are as follows:

No	Name of Company	Main Office	Installed Capacity per Annum
1	K A Wires	Kolkata	2400 MT
2	Khosla Engg	Pune	3600 MT
3	Southern Metals	Mumbai	< 1000 MT
4	Someshwara	Nashik	< 1000 MT

Our Company and Khosla Engineering use automatic continuous casting machines to manufacture Zinc Wire, giving purity and tensile strength to the product. Quality Zinc Wire (99.995% plus purity) in continuous lengths can only be manufactured by the first two Companies and the other manufacturers produce low quality inferior products that are not approved by Customers such as Tata Steel, Electrosteel and Jindal SAW.

The main Customer Segments of Zinc Wires in India are as below:

No	Customer Segment	Annual Requirement	Large Players
1	Ductile Iron Pipes	18,000 MT	Electrosteel, Tata, Jai Balaji, Jindal SAW, Rashmi, Electrotherm, Lanco, Sathavahana Ispat
2	LPG Cylinders	8,000 MT	Sahuwala, Bhartia Group, Tirupati
3	Capacitors	4,000 MT	Epcos, Meher
4	Metallisers	2,500 MT	HCC, Mythri, Eastern Metallising
5	Others	4,000 MT	-

Present requirement of India is mainly met by import from Europe and China and from few players in India. There is a huge untapped growing market is available in India in Thermal Spray products. There is huge scope to grow in this sector. Considering huge available opportunities, proper strategy, vision, services, strong focus and standard products our company would turn out to be a largest International market payer in this sector within a very short span of time.

[Sources: Multi Commodity Exchange of India Limited, Indian Bureau of Mines, Hindustan Zinc Limited]

SECTION III - BUSINESS OVERVIEW

1. OUR BUSINESS AND OPERATIONS

Our Company is carrying on the business of manufacturing, supplying and exporting the widest range of products and services of thermal spray and corrosion control solution provider since its inception. Our principal focus and core value is customer focus, competitiveness and innovation through constant development in manufacturing processes and services. The goodwill of our Company has garnered over the years is evident from its ever increasing list of customers in all parts of the World. Regular repeat orders are testimonial to the quality of our products and services. Customer focus and satisfaction are the major driving force at our Company. Our company is amongst the 99.99% purity zinc wire manufactures throughout the World. We emphasize quality control and ensure of usage of best raw materials and technology to produce the product to meet our standards and customer satisfaction. Our main activity is focused on to produce 99.99% purity zinc wire to be used on steel and iron surfaces to safeguard against corrosion unlike our competitors who is having diversified products resulting in attention dilution. Our customer specific service and quality control and consistency are the major approaches from growth path to success. Our Company has registered its trademark under Trade Marks Act to conduct most of its business under the trademark to protect its business prospects, reputation and goodwill. Our company is having IEC certificate to carry out foreign trade. The all other certificates are all in place to run the business in appropriate manner.

Our manufacturing facility is at Kolkata, West Bengal. Our present capacity to manufacture Zinc Wire is to the tune of 2400 MT per year and for Aluminium Wire is to tune of 600MT per year.

OUR PRODUCTS:

Our Company is mainly engaged in the manufacturing and export of Thermal Spray Wires. We manufacture 99.99% purity zinc wires which are mainly used in steel, pipes, cylinders, casting, steel fabrication and ductile iron sector to protect against corrosion. Zinc Wires/Rods with 12 mm to 4 mm and Aluminium wires/Rods 8mm to 2 mm diameter are also available in cut lengths. The main application areas are of zinc/aluminium wires as follows:

- 1) Ductile Iron Pipes
- 2) Steel Fabrication
- 3) Wind Power Plants
- 4) Cylinders
- 5) Rail & Road Bridges
- 6) Containers
- 7) Shed Structures
- 8) Tankers
- 9) Capacitors
- 10) Steel pipes
- 11) Ship Building and Repairing

CUSTOMERS

Our products are sold all over India and are exported to various countries all over the World such as Thailand, Malaysia, Singapore, Vietnam, UAE, Qatar, Saudi Arabia, Oman, Iran, Nepal, Pakistan, Bangladesh, Poland, Turkey, Czech Republic etc. Our customers consist of companies in the ductile Iron Pipe manufacturers, cylinder manufacturers, capacitor manufacturers, General Metallisers. The number of our customers is ever increasing and we also receive repetitive orders from our existing customers due to our quality consciousness and frequent availability of customized products.

In the Ductile pipe segment, we almost supply to all the manufacturers such as Tata, Electrosteel, Rashmi, Jai Balaji, Srikalahasti Pipes, Electrotherm etc. We also export our products to Ductile Pipe Companies in South East Asia, Middle East Asia such as Malaysia, Saudi Arabia, Iran, UAE etc.

We supply Zinc Wire to a large number of LPG Cylinder manufacturers all over India and around Asia. Our Main Customers are the Bhartia Group in Kolkata (North India Wires, Carbac Holdings, Haldia Precision), Sahuwala Cylinders and Sanghvi Group in Hyderabad, Tirupati Group and Mahabir Cylinders in North India etc. We export our Zinc Wire to LPG Companies in Thailand, Saudi Arabia, Bangladesh, Pakistan, Nepal etc.

We supply to Capacitor manufacturers companies in North India, Hyderabad, Bangalore and export to Bangladesh, Pakistan and Middle East Asia etc.

We also supply our products to Traders who supply our products directly to end-users. We supply to select traders in India as well as in other countries in Asia.

Competitors

Manufacturers of 99.99% purity quality zinc wire are very few in numbers and scattered throughout the World. The following few companies given as example who manufacture quality zinc wire all over the World:

In Europe:

Grillo (Germany), Balver Zinn (Germany), Vertic (Finland), Oerlikon Metco (Switzerland), Westfallzen (Germany)

In USA:

Paraxair, Platt Brother

In Asia:

Khosla Engg (India), SAMHWA (South Korea)

There is other few low quality low purity zinc wire manufacturers in India which the organized quality control users don't accept in their product.

RESEARCH & DEVELOPMENT:

Our manufacturing facility is backed by an R&D team. Our R&D is strong and robust with well layered systems and processes to maintain the standards in innovation and production that meets the demands of our clients.

INTELLECTUAL PROPERTY:

We have Registered Trademark bearing Registration No. 1935760 in the name of K A Wires Limited.

LICENSES:

We have all the required licenses to run our business. The detail is as follows:

Sl. No.	Nature of Registration	Registration/License Number	Issuing Authority	Date of Issue	Date of Expiry
1.	Certificate of Incorporation	U27201WB2009PTC137697	Registrar of Companies, Kolkata	11.08.2009	Perpetual
2.	Fresh Certificate of Incorporation consequent upon change of name to K A Wires Limited	U27201WB2009PLC137697	Registrar of Companies, Kolkata	02.02.2015	Perpetual
3.	Permanent Account Number	AADCK7401M	Income Tax Department	11.08.2009	Perpetual
4.	Tax Deduction Account Number (TAN)	CALKO6545A	Income Tax Department	20.11.2009	Perpetual

Sl. No.	Nature of Registration	Registration/License Number	Issuing Authority	Date of Issue	Date of Expiry
5.	Employees Provident Fund (EPF)	WB/HWR/CC- I/57000/Z/2/A-1/506	Ministry of Labour, Govt. of West Bengal	27.06.2014	Perpetual
6.	Registration and License to work a factory/ Factory License	Reg. No. 54-HW/X/10 License No. 18314	Directorate of Factories	28.09.2010	Renewal applied on 02.02.2015
7.	Central Excise Registration Certificate	AADCK7401MEM001	Central Board of Excise and Customs	08.06.2010	Perpetual
8.	Value Added Tax (VAT)	19434142061	Commercial Taxes, West Bengal	17.06.2010	Perpetual
9.	Service Tax (ST)	AADCK7401MSD001	Central Board of Excise and Customs	27.04.2012	Perpetual
10.	Central Sales Tax No. (CST)	19434142061	Central Sales Tax	17.06.2010	Perpetual
11.	West Bengal Pollution Control	C050/10-PCB/HOW/218-2010	West Bengal Pollution Control Board	30.10.2013	31.08.2015
12.	Importer– Exporter Code	0209022485	Foreign Trade Development (Ministry of Commerce & Industry)	19.01.2010	Perpetual
13.	ISO 9001:2008	66564/A/0001/UK/En	United Registration of Systems	21.10.2014	20.10.2017
14.	Employees State Insurance (ESI)	41000525770000503	Employees State Insurance Corporation	03.10.2012	Perpetual
15.	Trade Mark	1935760	Register of Trade Marks, Govt. of India	15.03.2010	Perpetual
16.	Trade License (Office)	006661016035	Kolkata Municipal Corporation	01.04.2014	31.03.2015
17.	Trade License (Factory)	CGP/422	Chamrail Gram Panchayat	30.01.2014	Request for renewal applied
18.	Shops and Establishments	Kol/Park/P-II/46024	Shops and Establishments,	08.01.2010	Perpetual

Sl. No.	Nature of Registration	Registration/License Number	Issuing Authority	Date of Issue	Date of Expiry
			West Bengal		
19.	EEPC India-Membership	EEPC:K:REG:02:2010-11	EEPCINDIA, Ministry of Commerce & Industry	20.04.2010	31.03.2015
20.	Profession Tax (PT)	RCW-0033197	Profession Tax, Govt. of West Bengal	21.04.2010	Perpetual
21	Fire Licence	69173	West Bengal Fire Services	01.10.2013	Expired on dated 30.09.2014 and applied for renewal

SOURCES AND AVAILABILITY OF RAW MATERIALS:

Our main raw material is Zinc ingot of 99.995% purity. There are two manufacturers of quality zinc ingot in India such as Hindustan Zinc and Binani Zinc. Hindustan Zinc is the largest manufacturer of Zinc Ingot in India and the World and we take a substantial part of our requirement from them. We also use imported Zinc from Korea, Peru, Namibia, Spain etc.

OUR STRATEGY FOR EXPANSION:

The thermal spray industry is very well developed in USA and Europe. There is huge opportunities in thermal spray industry is available in export market. Thus we have focused on international business along with Indian market considering the increasing demand of this industry in leaps and bound manner. We have a plan to set up wholly owned subsidiaries in Thailand, Singapore and Dubai which will help to expand our operations and customer base in South East Asia. In recent future we would also like to target the customer base in Europe and USA which is a very lucrative market for thermal spray products.

COMPETITIVE STRENGTH:

Strong Product Portfolio

We are having strong product portfolio. Zinc Wire is a very sensitive product to manufacture. There are few manufacturers of this product all over the World and the technology to manufacture the same is a closely guarded secret. We have invested a large amount of time, effort and money to procure the technology to manufacture Zinc Wire. There are large entry barriers in the Zinc Wire market as the technology to manufacture the same is rare and the process complexity is huge. Moreover, the Customer retention levels are very high as product quality is very important to Customers as their Plant Productivity and Product Quality is hugely dependent on Zinc Wires. Aluminium Wires for Metallising is also not manufactured by too many Companies. Thermal Spray Metallising Wire is different from the Aluminium Wire used in

conductors and electrical wires. As such, there are few manufacturers of Thermal Spray Aluminium all over the world. Our Company successfully adopted the complex technology through its R&D and technical team and now able to produce high quality and customized Zinc Wire.

Strong Customers

Our company earns high repute from our Customers in India as well as in other parts of the World due to our high quality Product and Service within very short span of time. Our customers are some of the largest Groups in India such as Tatas, Jindals, Electrotherm, Electrosteel, Jai Balaji, Rashmi etc. They have reduced / eliminated their dependence on expensive imports after we started manufacturing operations in India. It is very difficult to get entry in these big corporate. However after getting entry there are huge opportunities to grow along with them. We anticipate several other large corporate to become our customers in the coming years. In the export markets, we have developed tremendous confidence in the minds of our Marque customers. Many of our customers from Middle East Asia have started to take their full requirement from us and many others are in the process. Customer retention is another USP of our company by proving our excellent quality of products and services.

Strong Management Team

Our management team and employees are biggest assets of our company. Along with a strong top management, we have a very efficient worker level. Our functional heads are very capable and can independently handle all the affairs of the business with little interference from the top management. Our Quality Systems are well in place to take us forward and well-developed for providing full satisfactory customer services.

Strong Single Focus

Our management has a strong single focus on the thermal spray wires market. We concentrate fully on our products and customer satisfaction. Our 99.99% quality Zinc Wire is the result of our single focused operation which is used by almost all large market players from steel and ductile iron product sector to safeguard their products against corrosion in the long run unlike our competitors who is having diversified products resulting in attention dilution.

Our known Trademark for our products

We sell our products under the brand name of “AEGIS” bearing registration number 1935760. Our customers are well known about our brand name. Our brand name is always prominently displayed in all our products including on the packaging. New clients of thermal spray products are also aware of this brand and ask for the products after checking our identification marks. We are able to spread a strong brand image among our existing as well as new clients with a very short span of time.

OUR STRATEGY FOR GROWTH:

The Company’s growth plan focuses on continued growth within Indian markets and as well as international markets. With an aim to focus on the international business, we have incorporated a

wholly owned subsidiary in Singapore in the name “Euro Global Pte. Ltd. and we proposes to establish a Joint Venture in Dubai-this will help us to target and expand our Customer base in south east Asia and middle east Asia. In future, we would like to target customers in Europe and USA that are matured markets for Thermal Spray products. Our Company also like to become the vendor for most of the good companies throughout the world who requires thermal spray wires and accessories.

HUMAN RESOURCES:

We have experienced management team with established processes. Our management and professional personnel have extensive experience in anticipating market trends, identifying new markets and as well as in the design, engineering, supervision etc. We believe our management team has a long-term vision and has proven its ability to achieve long term growth of the Company. Our Promoters have vast experience in overall strategic management and operations of day to day activities and running their business. We believe that the strength of our management team and their understanding of the zinc market will enable us to continue to take advantage of current and future market opportunities. As on date we are having administrative and factory manpower strength of 40.

There is a continuous training program both for administrative staff and factory employees. The administrative staffs are regularly being sent to training and up-gradation programs conducted by Organizations such as EEPC / Chambers of Commerce as well as for Third Party Programs conducted to upgrade and renew the knowledge base of our employees. The training programs for the factory employees are mostly in-house in which they are taught the importance for better and consistent procedures that can enhance their productivity and efficiency. We are planning to start an ESOP for our Senior Executives once the shares of the Company are listed on a recognised Stock Exchange. This shall further help in improving the morale of the Senior Executives and shall also assist in retaining them for the long term.

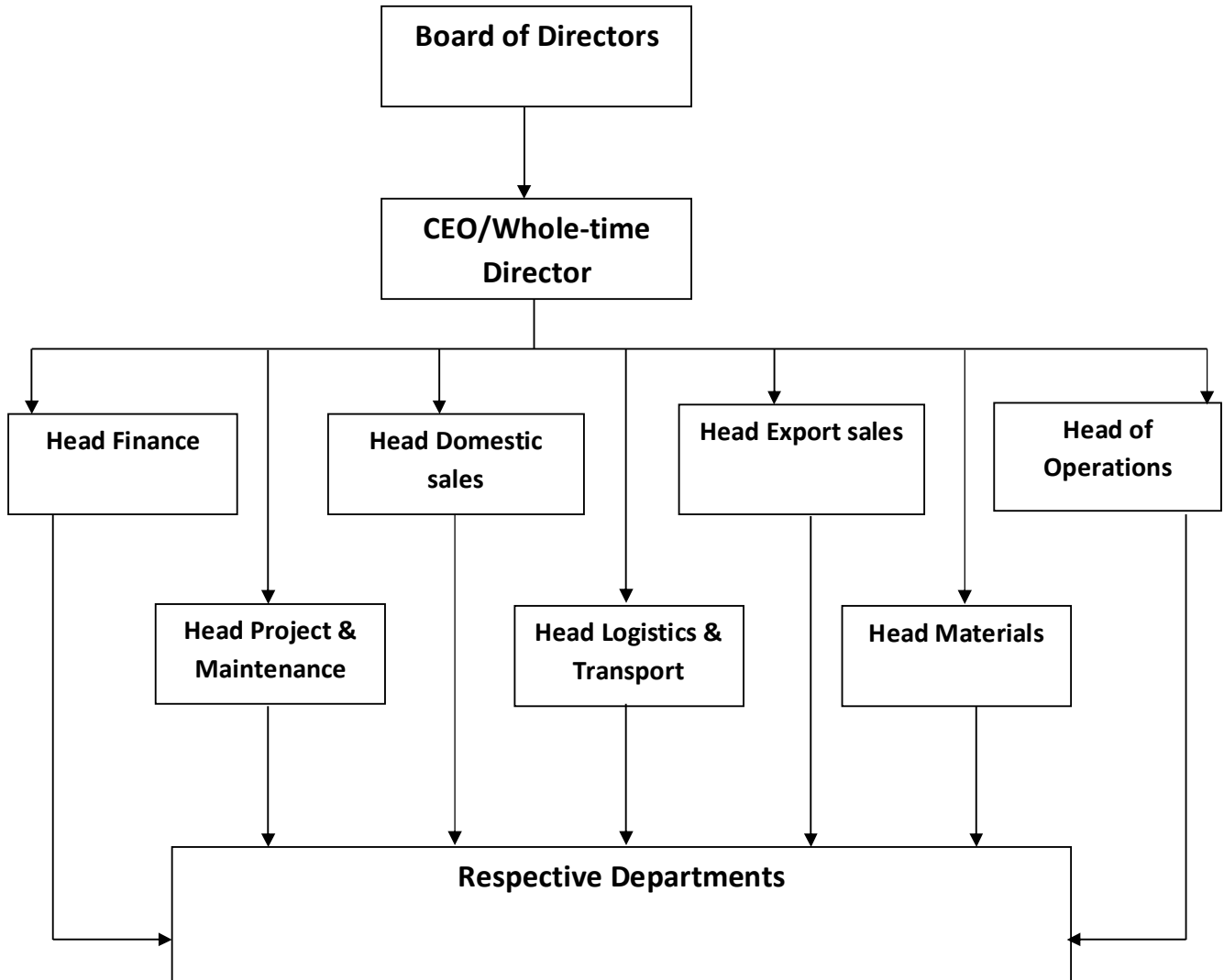
Led by Mr. Sandip Kejriwal and Mr. Madhur Agarwal, two dynamic professional with deep sense of commitment to excellence and creativity, we the KA Wires team prides itself on delivering above and beyond on all its promises.

Mr. Sandip Kejriwal started his career with a stint in his family-owned foundry business and is still involved in the same with the same passion. He looks after the Strategy and Overall Management as the Chairman of the Board of Directors of K A Wires. His passion for venturing into the unknown is only matched by his hand-on ability to manage his entrepreneur ventures with the zeal and wisdom found in few.

Mr. Madhur Agarwal looks after the day-to-day Operations of our company. He is an MBA in Finance and has more than 18 years of experience in Operations Management at Senior Levels of different Companies.

ORGANIZATIONAL STRUCTURE:

Our organizational structure is provided below:



WORKING CAPITAL:

We have been availing working capital facilities from Kotak Mahindra Bank since November, 2010. The total cash credit limit of Rs. 7.00 crores from Kotak Mahindra Bank has been used for working capital which generally comprises of trade receivables, inventories, short term loans and advances and cash and bank equivalents.

Particulars	Amount in Rupees	
	March 31, 2014	March 31, 2013
A. Current Assets		
(a) Inventories	47841000	39814000
(b) Trade Receivables	31733000	22097000
(c) Cash and Bank Balances	583000	823000
(d) Short term loans and Advances	18119000	13586000
Total (A)	98276000	76320000
B. Current Liabilities		
(a) Short Term borrowings	60492000	35946000
(b) Trade Payable	20284000	16135000
(c) Other Current Liabilities	839000	647000
(d) Short term provisions	4426000	905000
Total (B)	86041000	53633000
Working Capital (A-B)	12235000	22687000

2. FINANCIAL INFORMATION

INDEPENDENT AUDITOR'S REPORT

To the Member of K A Wires Limited

Report on the Financial Statements

We have audited the accompanying financial statements of K A Wires Pvt. Ltd ("the Company"), which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance in accordance with the accounting principles generally accepted in India including Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, Whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date.

Emphasis of Matter

We draw attention to note no 13.1 to the financial statements regarding valuations of inventories which is not in accordance with AS2.

Report on Other Legal and Regulatory Requirements

- 1 As required by Companies (Auditor's Report) order, 2003 issued by the central government of India in terms of Section 227(4A) of the Companies Act, 1956, we give in the annexed a statement on the matters specified in paragraphs 4 and 5 of the said order.
- 2 As required by section 227(3) of the Act, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the company as far as appears from our examination of the books of the company.
 - c) The Balance Sheet and the Profit & Loss Account dealt with by this report are in agreement with the books of account submitted to us.
 - d) In our opinion the Profit & Loss Account and the Balance Sheet comply with the accounting standards referred to Sub-Section 3(C) of section 211 of the Companies Act, 1956.
 - e) Based on the written representations received from the directors and taken on record by the board, we are of the opinion that none of the directors are disqualified for appointment under section 274(1)(g) of the Companies Act, 1956.

46, B.B. Ganguly Street,
4th Floor, Room No. 11,
Kolkata – 700 012.

For S.N. Kedia & Associates
Chartered Accountants
FRN – 319025E

(S.N. Kedia)
Partner

Dated: - The 4Th day of August, 2014.

Membership No. - 054075

ANNEXURE TO AUDITOR'S REPORT

Referred to in para (1) of our report of even date.

1. a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
b) The fixed assets of the company have been physically verified by the Management during the year and no discrepancies between the records and the physical inventory has been noticed.
c) None of the fixed assets of the company have been revalued and no asset has been disposed off during the year.
2. a) The stock of finished goods, stores, spares parts and raw materials of the company which have been physically verified by the management during the year at reasonable intervals except stock in transit, if any, which has been confirmed by the parties.
b) In our opinion and according to the information and explanations given to us, the procedures for physical verification of stocks followed by the Management are reasonable and adequate in relation to the size of the company and the nature of its business.
c) The Company has maintained proper records of inventory and the discrepancies noted between physical stocks and the book records were not material and have been properly dealt with in the books of account.
3. The company has taken loans secured or unsecured to or from any companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. As explained, there are some companies under the same management as defined under section 370(1B) of the Companies Act, 1956.
4. In our opinion and according to the information and explanations given to us the company has an adequate internal control procedure commensurate with the size and with the nature of its business with regard to the purchase of inventory and fixed assets and sale of goods further during the course of our audit we have neither come across nor have we been informed of any major weakness in the internal control.
5. In our opinion and according to the information and explanation given to us, there are transactions which have been entered in to the register maintained u/s 301 of the Companies Act, 1956.
6. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit from the Public during the year and hence the directives issued by the Reserve Bank of India and the provisions of Sections 58A and 58AA of the companies Act, 1956 and the rules framed there under are not applicable

7. In our opinion, the company has internal audit system commensurate with its size and nature of its business.
8. According to the information and explanations given to us the Central government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956.
9. A) According to the information and explanations given to us and on the basis of our examination of the books of account, the company has been regular in depositing undisputed statutory dues including provident fund, investor education and protection fund, income-tax, sales tax, wealth tax, service tax, custom duty, cess and other material statutory dues as applicable with the appropriate authorities.
B) As at 31st March, 2014, according to the records of the company and the information and explanations given to us, there are no disputed dues in respect of Income Tax, sales Tax, Central Excise etc.
10. The company does not have accumulated losses as at the end of the financial year. The company has not incurred cash losses during the current year and immediately preceding financial year.
11. According to the information and explanations given to us and as per our verification of the records of the company, the company has not defaulted in repayment of dues to the financial institutions, banks and debenture holders.
12. The company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The company is not a chit fund Nidhi, mutual benefit or a society. Accordingly, paragraph 4(xiii) of the order is not applicable.
14. Since the company is not dealing or trading in shares, securities, debentures or other investments, the relative reporting requirements are not applicable.
15. In our opinion and according to information and explanations given to us, the Company has not given guarantees for loans taken by other Party and the terms and conditions are not prejudicial to the interest of the company.
16. In our opinion and according to information and explanations given to us no term loans have been raised during the Year and applied for the purpose for which the loans were obtained.
17. According to information and explanations given to us and based on the overall examination of the balance sheet of the company, we report that no funds raised on short term basis have been used for long term investment but the funds raised on long term

basis have been used for short term investments for the purpose of working capital of the company.

18. The company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the companies' act, 1956, during the year.
19. No bonds and debentures issued during the year, hence the reporting requirement is not applicable at present to the Company.
20. The company has raised Rs.NIL by private issue of share during the year.
21. To the best of our knowledge and belief and according to the information and explanation given to us, no fraud on or by the company was noticed or reported during the year.

46, B.B. Ganguly Street,
4th Floor, Room No. 11,
Kolkata – 700 012.

For S.N. Kedia & Associates
Chartered Accountants
FRN – 319025E

(S.N. Kedia)
Partner

Dated: - The 4Th day of August, 2014.

Membership No. - 054075

BALANCE SHEET AS AT 31ST MARCH, 2014

(Rs. In Thousands)

	NOTE	As at		As at	
		31st March, 2014		31st March, 2013	
EQUITY AND LIABILITIES					
Shareholders' Funds					
Share Capital	1	15,295		15,295	
Reserves and Surplus	2	43,602		41,449	
			58,897		56,744
Share application Money Pending Allotment	3		-		14,300
Non-Current Liabilities					
Long Term Borrowings	4		1,882		12,725
Deferred tax Liabilities (Net)	5		-		868
Current Liabilities					
Short Term Borrowings	6	74,034		35,946	
Trade Paybles	7	20,284		16,135	
Other Current Liabilities	8	839		647	
Short Term Provisions	9	4,426	99,583	905	53,634
TOTAL			1,60,363		1,38,271
ASSETS					
Non-Current Assets					
Fixed Assets					
Tangible Assets	10	58,315		60,723	
Capital Work In Progress	11	3,460		1,009	
Deferred Tax Assets (net)	12	140			
Long Term Loans and Advances	13	3		3	
Other Non Current Assets	14	169	62,086	217	61,952
Current Assets					
Inventories	15	47,841		39,814	
Trade Receivables	16	31,733		22,097	
Cash and Bank Balances	17	583		823	
Short Term Loans and Advances	18	18,119	98,276	13,586	76,319
TOTAL			1,60,362		1,38,271

STATEMENT OF THE PROFIT & LOSS FOR THE PERIOD ENDED 31ST MARCH, 2014

(Rs. In Thousands)

	NOTE	As at 31st March, 2014	As at 31st March, 2013
INCOME			
Revenue from Operations	19	2,05,839	1,25,011
Other Income	20	131	742
Total Revenue		2,05,970	1,25,753
EXPENDITURE:			
Cost of Materials Consumed	21	1,90,893	1,11,691
Purchase of stock in trade	22	50	82
Changes in Inventories of Finished Goods			
Stock-in-Process and Packing material	23	(15,172)	(8,254)
Employee Benefits Expense	24	1,920	1,575
Finance Costs	25	6,669	5,608
Depreciation and Amortisation Expense	26	2,735	2,643
Other Expenses	27	17,457	11,434
Total Expenses		2,04,552	1,24,780
Profit Before Tax		1418	973
Tax Expenses			
Current Tax		270	179
Income Tax of earlier years		3	-
Deferred Tax		(1,008)	(1,303)
Profit for the year		2,152	2,097
Earnings per equity share of face value of Rs. 10 each	28	7.48	5.19
Basic and Diluted (in Rs.)			

A. SIGNIFICANT ACCOUNTING POLICIES:

A. Accounting Convention:

The financial statements have been prepared by following the going concern on historical cost basis. The company consistently follows system of accounting as required under the provision of the Companies Act, 1956.

Accounting policies not specifically referred to otherwise, are consistent and in accordance with generally accepted Accounting principles. In applying the accounting policies, consideration has been given to Prudence, Substance over Form and Materiality.

B. Revenue Recognition : Sales

Revenue is recognized in books at the time of dispatch of goods to customers. Sales include Value of goods and are net of Returns. Sales do not include the amount of VAT, CST and Excise Duty.

C. Fixed Assets:

I) Fixed assets are stated at cost of acquisition inclusive of incidental expenses and interest on qualifying assets as per the requirements of the Accounting Standard 10 issued by the Institute of Chartered Accountants of India, till the Fixed Assets are ready for use.

II) Fixed Assets purchased during the year are shown exclusively of Excise Duty. Excise Duty paid is taken as CENVAT Credit during the year and part is deferred for the next year.

D. Depreciation:

Depreciation on Fixed Assets is provided on straight line method at the rates and in the manner prescribed in Schedule XIV of the Companies Act 1956, for all its assets during the year under consideration.

E. Inventories:

Particulars	Method of Valuation of Stocks	Mode of Ascertaining Cost
Raw Material	At Cost	FIFO
Packing Material	At Cost	FIFO
Work in Progress	At Net Realisable Value	FIFO
Finished Goods	At Net Realisable Value	FIFO

Finished goods and Work-in-progress are not valued in accordance with AS2.

F. Provision for Current and Deferred Tax:

Provision for current tax is made after taking into consideration benefits admissible under the provision of the Income Tax Act, 1961. Deferred tax resulting from “timing difference” between book and taxable profit is accounted for using the tax rates and laws that have

been enacted or substantively enacted on the Balance Sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is reasonable certainty that the assets will be realized in future.

G. Retirement Benefits

Since Company has started its commercial production and sale since last year i.e. from the year 2010-11, so no provision has been made for Gratuity and Leave Encashment. No contribution is made towards Provident Fund.

H. Excise Duty:

Finished Goods lying at Factories have been valued at inclusive of Excise Duty payable. The claim of Cenvat for Excise Duty paid on inputs is accounted on the basis of claim. The Cenvat claim for Excise Duty paid on Capital Goods is accounted when the claim is allowed.

I. Borrowing Costs:

Borrowing cost are recognized as an expenses as and when they are directly attributable to the acquisition, construction or production of a qualifying asset and accordingly they are accrued and charged to Profit & Loss Account.

J. Contingent Liabilities:

All known liabilities are provided for in the accounts except liabilities of a contingent nature.

B. NOTES TO FINANCIAL STATEMENTS :

1. Share capital

Rs. In Thousands

S. No.	Particulars	As at 31st March, 2014	As at 31st March, 2013
(a)	Authorized, Issued, Subscribed and Paid-up share Capital		
	Authorized Share Capital		
	21,00,000 (21,00,000) Equity Shares of Rs.10/- each	21000	21000
	Total	21000	21000
	Issued, Subscribed and paid-up capital		
	15,29,500 (15,29,500) Equity Shares of Rs.10/- each	15295	15295
		15295	15295

(b) The details of Shareholders holding more than 5% shares

	As at 31st March, 2014		As at 31st March, 2013	
	No. of Shares	% held	No. of Shares	% held
Popular Apartment Pvt. Ltd.	338000	22.10	338000	22.10
Kejriwal Projects Pvt. Ltd.	221500	14.48	221500	14.48
Kejriwal Infrastructure Pvt. Ltd.	200000	13.08	200000	13.08
Kejriwal Pipes Fittings & Valves Pvt. Ltd.	320000	20.92	320000	20.92
Kejriwal stock & Shares Pvt. Ltd.	210000	13.73	210000	13.73

(c) The reconciliation of the number of shares outstanding is set out below:

Particulars	As at 31st March, 2014	As at 31st March, 2013
	No. of Shares	No. of Shares
Equity Shares at the beginning of the year	1529500	13,29,500
Add : Shares issued in cash	0	2,00,000
Equity Shares at the end of the year	1529500	15,29,500

2. Reserve and Surplus

Rs. In Thousands

S. No.	Particulars	As at 31st March, 2014	As at 31st March, 2013
(A)	Securities Premium Reserve		
	As per last Balance Sheet	41,180	38,180
	Add : On issue of shares	-	3,000
(B)	Profit and Loss Account		
	As per last Balance Sheet	269	(1,828)
	Add : Profit for the year	2,152	2,097
	TOTAL	43,602	41,449

3. Share Application Money Pending Allotment

Rs. In Thousands

S. No.	Particulars	As at 31st March, 2014	As at 31st March, 2013
(A)	Share Application Money Pending Allotment	-	14,300
	TOTAL	-	14,300

4. Long Term Borrowing

Rs. In Thousands

S. No.	Particulars	As at 31st March, 2014	As at 31st March, 2013
(A)	Secured Loan		
	Car Loan	382	11225
(B)	Unsecured Loan		
	From Others	1500	1500
	TOTAL	1882	12725

5. Deferred Tax Liabilities

Rs. In Thousands

S. No.	Particulars	As at 31st March, 2014	As at 31st March, 2013
	Related to Fixed Assets	-	863
	Allowance under Income tax act, 1961	-	5
	TOTAL	-	868

6. Short Term Borrowing

Rs. In Thousands

S. No.	Particulars	As at 31st March, 2014	As at 31st March, 2013
(A)	Secured		
	Working Capital loan	60492	35946
	Term Loan	3542	
(B)	Unsecured Loan		
	Other loans & advances	1000	
	TOTAL	74034	35946

6.1 Working Capital Loan are fully guaranteed by all the directors of the company.

6.2 Working capital loan are from Kotak Mahindra Bank, Park Street Branch against hypothecation of stocks and Book Debts.

6.3 Term Loan is secured by mortgaging property at Liluah and lien over FD

6.4 Secured Term Loans from banks is payable by 15th of Jan 2015

6.5 Term Loans are fully guaranteed by all the directors of the company.

7. Trade Payable

Rs. In Thousands

S. No.	Particulars	As at 31st March, 2014	As at 31st March, 2013
(A)	Micro, Small and medium enterprises	-	-
	Others	20284	16135
	TOTAL	20284	16135

8. Other current Liabilities

Rs. In Thousands

S. No.	Particulars	As at 31st March, 2014	As at 31st March, 2013
(A)	Micro, Small and medium enterprises	-	-
	Others	20284	16135
	TOTAL	20284	16135

8.1 Other dues for expenses includes electricity, audit fees, etc.

9. Short Term Provisions

Rs. In Thousands

	Particulars	As at 31st March, 2014	As at 31st March, 2013
	Provision for Bank Interest	36	85
	Provision for Income Tax	509	239
	Provision for Excise Duty On Finished Goods Stock	3882	582
	TOTAL	4426	905

10. Statement of Fixed Assets

Sl. No.	Particulars	Rate%	Gross Block				Depreciation				Net Block	
			As at 01.04.2013	Addition during the year	Sale	As at 31.03.2014	As at 31.03.2013	adjustment	During the year	As at 31.03.2014	As at 31.03.2013	As at 31.03.2014
1	Land	-	7968	-	-	7968	-	-	-	-	7968	7968
2	Plant & Machinery	4.75	50462	71	-	50533	3958	-	2421	6380	46504	44153
3	Computer	16.21	100	57	-	157	22	-	19	41	78	116
4	Motor Cycle	9.50	660	-	-	660	8	-	63	71	652	589
5	Furniture	6.33	835	28	-	863	121	-	53	174	714	689
6	Pattern	11.31	53	54	-	107	9	-	8	17	45	90
7	Shed & Building	3.34	5041	116	-	5157	278	-	170	448	4763	4709
	Grad Total		65120	327	-	65446	4397	-	2735	7131	60723	58315
	Previous Year figure		63289	1874	-	65120	1761	7	2643	4397	61528	60723

11. Statement of Capital Work in Progress

Amount in Rs.

Particulars	Opening	Additions during the year	Transferred to Fixed Assets	Closing
Plant & Machinery	882101	1188085	0	2070186
Electrical Installation	126601	293735	0	420336
Laboratory	0	106590	0	106590
Shed & Building	0	862438	0	862438
Grand Total	1008702	2450848	0	3459550

12. Deferred Tax Assets

Rs. In Thousands

S. No.	Particulars	As at 31st March, 2014	As at 31st March, 2013
	Deferred Tax Assets (Net)		
	Related to Fixed Assets	140	-
	Allowance under Income Tax Act, 1961	-	-
	TOTAL	140	-

13. Long Term Loans & Advances

Rs. In Thousands

S. No.	Particulars	As at 31st March, 2014	As at 31st March, 2013
	(Unsecured and Considered Good)		
	Other Loans and Advances*	3	3
	TOTAL	3	3

* Other loans and advances include advance paid for acquiring factory room

14. Other Non-Current Assets

Rs. In Thousands

S. No.	Particulars	As at 31st March, 2014	As at 31st March, 2013
	Preliminary Expenditure	95	111
	Prepaid Expenses	70	99
	Deferred Revenue Expenditure	3	7
	TOTAL	169	217

15. Inventories

Rs. In Thousands

S. No.	Particulars	As at 31st March, 2014	As at 31st March, 2013
	Raw Material	5793	12938
	Work in Progress	4420	17291
	Finished Goods	35288	8109
	Packing Material	2300	1450
	Trading Goods	40	26
	TOTAL	47841	39814

15.1 Valuations of inventories are not made in accordance with AS2.

15.2 Packing materials are valued at cost. Raw-Materials, Work-in-progress & Finished Goods are valued at net realizable value.

16. Trade Receivables

Rs. In Thousands

S. No.	Particulars	As at 31st March, 2014	As at 31st March, 2013
	(Unsecured and Considered Good)		
	Over six months	173	259
	Others	31560	21837
	TOTAL	31733	22097

17. Cash and Bank Balances

Rs. In Thousands

S. No.	Particulars	As at 31st March, 2014	As at 31st March, 2013
	Balance with Banks	209	270
	Cash in hand	210	389
	Fixed Deposit with Banks*	164	164
	TOTAL	583	823

* Fixed Deposits with banks are held as margin money towards bank guarantee and buyers credit

18. Short Term Loans and Advances

Rs. In Thousands

S. No.	Particulars	As at 31st March, 2014	As at 31st March, 2013
	(Unsecured and Considered Good)		
	Advance Income Tax	-	50
	Balances with Revenue Authorities	11363	9261
	Other Loans and Advances#	6756	4275
	TOTAL	18119	13586

Balance with statutory authorities, duty receivable from electric company, advances to parties, etc.

19. Revenue from Operations

Rs. In Thousands

S. No.	Particulars	As at 31st March, 2014	As at 31st March, 2013
	Sale of Products	229328	138720
	Income from Services	3	250
	Less: Excise Duty	23493	13959
		205839	125011
	TOTAL	205839	125011

19.1 Particulars of Sale of Products

Rs. In Thousands

S. No.	Particulars	As at 31st March, 2014	As at 31st March, 2013
	Manufactured Items		
	Zinc Wire	225869	135955
	Aluminum Wires	2139	2651
	Zinc Rod	1249	-
	Trading Items		
	Pulley & Others	71	114
	TOTAL	229328	138720

20. Other Income

Rs. In Thousands

S. No.	Particulars	As at 31st March, 2014	As at 31st March, 2013
	Interest Income	30	355
	Other non operating income#	101	387
	TOTAL	131	742

Other non operating income includes Duty Drawback

20.1 Earnings in Foreign Currency

Rs. In Thousands

S. No.	Particulars	As at 31st March, 2014	As at 31st March, 2013
	FOB Value of Exports	16001	11608
	TOTAL	16001	11608

21. Cost of Materials Consumed

Rs. In Thousands

S. No.	Particulars	As at 31st March, 2014	As at 31st March, 2013
	Imported	-	-
	Indigenous	190893	111691
	TOTAL	190893	111691
	Percentage of Indigenous Consumption	100	100

21.1 Particulars of Materials Consumed

Rs. In Thousands

S. No.	Particulars	As at 31st March, 2014	As at 31st March, 2013
	Zinc Ingot	188579	109290
	Aluminum Rods	2096	-
	MS Flat	0	2141
	Other Raw-materials	218	260
	TOTAL	190893	111691

21.2 Calculation of Materials Consumed

Rs. In Thousands

S. No.	Particulars	As at 31st March, 2014	As at 31st March, 2013
	(ZINC INGOT)		
	Opening Stock	12333	9375
	Add: Purchases	181622	112247
	Less: Closing Stock	5376	12333
	Material Consumed	188579	109290

	(ALUMINUM RODS)		
	Opening Stock	605	-
	Add: Purchases	1909	605
	Less: Closing Stock	417	605
	Material Consumed	2096	-

22. Purchase of Stock in Trade

Rs. In Thousands

S. No.	Particulars	As at 31st March, 2014	As at 31st March, 2013
	Trading Purchase	-	-
	Cone with Pulley	50	82
	TOTAL	50	82

23. Change in Inventories of Finished Goods,
Stock-in-Process and Packing

Rs. In Thousands

S. No.	Particulars	As at 31st March, 2014	As at 31st March, 2013
	Inventories (at close)		
	Stock in Process	4420	17291
	Finished Goods	35288	8109
	Packing Material	2300	1450
	Trading Goods	40	26

S. No.	Particulars	As at 31st March, 2014	As at 31st March, 2013
	MS Flat	-	-
		42048	26876

	Inventories (at commencement)		
	Stock in Process	17291	13383
	Finished Goods	8109	4039
	Packing Material	1450	1200
	Trading Goods	26	-
	MS Flat	-	-
		26876	18622

	Change in Inventory	(15172)	(8254)
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24. Employee Benefits Expenses

Rs. In Thousands

S. No.	Particulars	As at 31st March, 2014	As at 31st March, 2013
	Salaries & Wages	1723	1487
	Bonus	141	65
	Ex-gratia	-	6
	Staff Welfare Expenses	56	16
	TOTAL	1920	1575

25. Finance Cost

Rs. In Thousands

S. No.	Particulars	As at 31st March, 2014	As at 31st March, 2013
	Interest Expenses	6669	5608
	TOTAL	6669	5608

26. Depreciation and Amortization Expenses

Rs. In Thousands

S. No.	Particulars	As at 31st March, 2014	As at 31st March, 2013
	Depreciation	2735	2643
	TOTAL	2735	2643

27. Other Expenses

Rs. In Thousands

S. No.	Particulars	As at 31st March, 2014		As at 31st March, 2013	
	Manufacturing Expenses				
	Carriage Inward	517		166	
	Electricity Charges	4357		2715	
	Labour Charges	-		343	
	Loading & Unloading Charges	69		73	
	Power & Fuel Exps.	157		243	
	Repairs & Maintenance	124		107	
	Stores Consumption	273		287	
	Testing Charges	-	5498	16	3949
	Establishment Expenses				
	Auditors Remuneration	39.5		32	
	Bank Charges	252		823	
	Business Promotion Expenses	82		137	
	Consultancy fees	792		204	
	Directors Remuneration	600		-	
	Filing fees	6		-	
	Foreign Exchange Fluctuation	(306)		(143)	
	General Expenses	160		142	
	Insurance & Taxes	138		90	
	Legal & Professional Fees	107		56	
	Miscellaneous Expenditure#	382		968	
	Office Maintenance	17		30	
	Preliminary expenses w/off	16		16	
	Pollution control expenditure	29		-	
	Printing & Stationery	287		99	
	Rates & Taxes	11		7	
	Rent	403		396	
	Sundry balances w/off	-		-	
	Security Charges	147		136	
	Telephone Charges	181		175	
	Travelling & Conveyance	637		780	
	Vehicle Expenses	299		263	
	Excise Duty on FG stock	3300	7579	582	4794
	Selling Expenses				
	Advertisement	11		16	
	Brokerage & Commission	473		377	
	Bad Debt	20		-	

S. No.	Particulars	As at 31st March, 2014		As at 31st March, 2013	
	Carriage Outward	429		282	
	Discount Allowed	17		-	
	Export Clearing & Forwarding Charges	400		426	
	Packing Charges	3031	4381	1591	2691
	TOTAL OF OTHER EXPENSES		17457		11434

Miscellaneous Expenditure does not include any expenditure in excess of 1% of turnover or Rs. 100000/- whichever is higher

27.1 Value of Stores Consumed

Rs. In Thousands

S. No.	Particulars	As at 31st March, 2014	As at 31st March, 2013
	Imported	-	-
	Indigenous	273	287
	Total	273	287
	Percentage of Indigenous Consumption	100	100

27.2 Payment to Auditors as:

Rs. In Thousands

S. No.	Particulars	As at 31st March, 2014	As at 31st March, 2013
	Statutory Audit Fees	12	12
	Tax Audit Fees	8	8
	For Company Law Matters	2	2
	For Income Tax Matters	3	3
	Certification Fees	10	4
	VAT Fees	5	4
	Total	40	32

28. Earnings Per Share (EPS)

S. No.	Particulars	As at 31st March, 2014	As at 31st March, 2013
	Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (Rs. in Thousands)	1144	794
	Weighted average no. of equity shares used as denominator for calculating EPS	152950	152950
	Basic and Diluted Earnings Per Share (Rs.)	7.48	5.19
	Face Value per Equity Share (Rs.)	10	10

29. Related Party Disclosures

As per Accounting Standard 18, the disclosures of transaction with related parties are given below:

i) Name of Related Parties and description of relationships:

Name of Related Parties	Relationship
Sandip Kejriwal	Key Managerial Personnel (KMP)
Madhur Agarwal	Key Managerial Personnel (KMP)
Popular Apartments Pvt. Ltd.	Significant Influence
Kejriwal Projects Pvt. Ltd.	Significant Influence
Kejriwal Stock & Shares Pvt. Ltd	Significant Influence
Kejriwal Pipe Fittings & Valves Pvt. Ltd.	Significant Influence
Kejriwal Castings Limited	Significant Influence
Indom Exports Ltd	Significant Influence

ii) Transactions during the year with Related Parties and balance as at the end of the year:

SIGNIFICANT ACCOUNTING POLICIES:

A. Accounting Convention:

The financial statements have been prepared by following the going concern on historical cost basis. The company consistently follows system of accounting as required under the provision of the Companies Act, 1956.

Accounting policies not specifically referred to otherwise, are consistent and in accordance with generally accepted Accounting principles. In applying the accounting policies, consideration has been given to Prudence, Substance over Form and Materiality.

B. Revenue Recognition : Sales

Revenue is recognized in books at the time of dispatch of goods to customers. Sales include Value of goods and are net of Returns. Sales do not include the amount of VAT, CST and Excise Duty.

C. Fixed Assets:

- I) Fixed assets are stated at cost of acquisition inclusive of incidental expenses and interest on qualifying assets as per the requirements of the Accounting Standard 10 issued by the Institute of Chartered Accountants of India, till the Fixed Assets are ready for use.
- II) Fixed Assets purchased during the year are shown exclusively of Excise Duty. Excise Duty paid is taken as CENVAT Credit during the year and part is deferred for the next year.

D. Depreciation:

Depreciation on Fixed Assets is provided on straight line method at the rates and in the manner prescribed in Schedule XIV of the Companies Act 1956, for all its assets during the year under consideration.

E. Inventories:

	Method of Valuation of Stocks	Mode of Ascertaining Cost
Raw Material	At Cost	FIFO
Packing Material	At Cost	FIFO
Work in Progress	At Net Realisable Value	FIFO
Finished Goods	At Net Realisable Value	FIFO

Finished goods and Work-in-progress are not valued in accordance with AS2.

F. Provision for Current and Deferred Tax:

Provision for current tax is made after taking into consideration benefits admissible under the provision of the Income Tax Act, 1961. Deferred tax resulting from “timing difference” between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantively enacted on the Balance Sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is reasonable certainty that the assets will be realized in future.

G. Retirement Benefits

Since Company has started its commercial production and sale since last year i.e. from the year 2010-11, so no provision has been made for Gratuity and Leave Encashment. No contribution is made towards Provident Fund.

H. Excise Duty:

Finished Goods lying at Factories have been valued at inclusive of Excise Duty payable. The claim of Cenvat for Excise Duty paid on inputs is accounted on the basis of claim. The Cenvat claim for Excise Duty paid on Capital Goods is accounted when the claim is allowed.

I. Borrowing Costs:

Borrowing cost are recognized as an expenses as and when they are directly attributable to the acquisition, construction or production of a qualifying asset and accordingly they are accrued and charged to Profit & Loss Account.

J. Contingent Liabilities:

All known liabilities are provided for in the accounts except liabilities of a contingent nature.

3. CAPITAL STRUCTURE

The share capital of the Company and the related information as at the date of this Draft Information Memorandum is set forth below:

S. No.	Particulars	Amount (Rs)
A.	Authorized Share Capital	
	21,00,000 Equity shares of Rs.10/- each	2,10,00,000
	Total	2,10,00,000
B.	Issued, Subscribed and Paid up Share Capital	
	15,29,500 Equity Shares of Rs.10/- each fully paid up	1,52,95,000
	Total	1,52,95,000

- 1) All Equity Share of the Company are fully paid-up.
- 2) The listing of the shares is being made in terms of Chapter XC of SEBI (ICDR) Regulations.
- 3) The Listing, in terms of this Draft Information Memorandum, has been authorized pursuant to the resolution of Board of Directors dated 03.03.2015.

Notes to Capital Structure:

(I) Details of capital Structure of the Company since Inception are as follows:

Date of Allotment	No of Shares Allotted	Face Value (in Rs)	Issue Price (in Rs.)	Nature of Allotment	Nature of Consideration	Cumulative No. of Shares	Cumulative paid-up Capital (In Rs.)
20-07-2009	15000	10	10	Initial Subscription	Cash	15000	150000
25-03-2010	480000	10	10	Further Allotment	Cash	495000	4950000
27-09-2010	310500	10	50	Further Allotment	Cash	805500	8055000
29-09-2010	24000	10	250	Further Allotment	Cash	829500	8295000
31-03-2011	220000	10	50	Further Allotment	Cash	1049500	10495000
29-09-2011	80000	10	50	Further Allotment	Cash	1129500	11295000
30-03-2012	200000	10	50	Further Allotment	Cash	1329500	13295000
05-01-2013	200000	10	25	Further Allotment	Cash	1529500	15295000

(II) Details of build-up of shareholding of the Promoters:

Mr. Sandip Kejriwal

Date of Allotment	No of Shares Allotted	Face Value (Rs)	Issue Price (Rs)	Nature of Allotment	Nature of Consideration	Shareholding %
20-07-2009	7500	10	10	Subscription to MOA	Cash	1.62
27-09-2010	14000	10	10	Further Allotment	Cash	

Mr. Madhur Agarwal

Date of Allotment	No of Shares Allotted	Face Value (Rs)	Issue Price (Rs)	Nature of Allotment	Nature of Consideration	Shareholding %
20-07-2009	7500	10	10	Subscription to MOA	Cash	2.18
25-03-2010	22500	10	10	Further Allotment	Cash	

(III) List of top five shareholders of our Company:

S. No.	Name of Shareholders	No. of Equity Shares	Shareholding %
1	Kejriwal Infrastructure Pvt. Ltd.	200000	13.08
2	Kejriwal Projects Pvt. Ltd.	221500	14.48
3	Kejriwal Stock & Shares Pvt. Ltd.	210000	13.73
4	Popular Apartments Pvt. Ltd.	338000	22.10
5	Kejriwal Pipes Fittings Valves Pvt. Ltd.	320000	20.92
	Total	1289500	84.31

(IV) Statement showing Share holding Pattern of K A Wires Ltd. As per clause 34 of Listing on Institutional Trading Platform:

Category (I)	Category of Shareholder (II)	Number of Shareholders (III)	Total Number of Shares (IV)	Number of Shares held in dematerialize form (V)	Total shareholding as a % of total number of shares	shares Pledged or otherwise encumbered	
						Number of Shares (VII)	As a % (VIII)=(VII)/(IV)*100
(A)	Promoter and Promoter group						
1	Indian						
(a)	Individuals/Hindu Undivided Family	12	207500	[.]	13.57		
(b)	Central Government/ state government						
(c)	Bodies Corporate	7	1322000	[.]	86.43		
(d)	Financial Institutions/Banks						
(e)	Any Other (specify)						
	Sub-Total (A) (1)	19	1529500	[.]	100	0	0
2	Foreign						



Category (I)	Category of Shareholder (II)	Number of Shareholders (III)	Total Number of Shares (IV)	Number of Shares held in dematerialize form (V)	Total shareholding as a % of total number of shares	shares Pledged or otherwise encumbered	
						As a % of (A+B) (VI)	Number of Shares (VII) As a % (VIII)=(VII)/(IV)*100
(a)	Individuals(Non-Resident Individuals/Foreign Individuals)						
(b)	Bodies Corporate						
(c)	Institutions						
(d)	Qualified Foreign Investor						
(e)	Any Other (specify)						
	Sub-Total (A) (2)	0	0	[.]	0	0	0
(B)	Public Shareholding						
1	Institutions						
(a)	Mutual Funds/UTI						
(b)	Financial Institutions/Banks						



Category (I)	Category of Shareholder (II)	Number of Shareholders (III)	Total Number of Shares (IV)	Number of Shares held in dematerialize form (V)	Total shareholding as a % of total number of shares	shares Pledged or otherwise encumbered	
						Number of Shares (VII)	As a % (VIII)=(VII)/(IV)*100
					As a % of (A+B) (VI)		
©	Central Government/State Government (s)						
(d)	Alternate Investment Funds/ Venture Capital Funds						
(e)	Insurance Companies						
(f)	Foreign Institutional Investors						
(g)	Foreign Venture Capital Investor						
(h)	Any other Merchant Banker						



Category (I)	Category of Shareholder (II)	Number of Shareholders (III)	Total Number of Shares (IV)	Number of Shares held in dematerialize form (V)	Total shareholding as a % of total number of shares	shares Pledged or otherwise encumbered	
						Number of Shares (VII)	As a % (VIII)=(VII)/(IV)*100
					As a % of (A+B) (VI)		
	Sub-Total (B) (1)			[.]			
2	Non-institution						
(a)	Bodies Corporate						
(b)	Individuals						
©	Qualified Foreign Investor						
(d)	Any Other						
	Sub-Total (B) (2)			[.]			
	Total Public Shareholding (B)=(B)(1)+(B)(2)			[.]			
	TOTAL (A)+(B)	19	1529500	[.]	100	0	0

(V) Statement showing shareholding of persons belonging to the category “Promoter and promoter Group”:

S. No.	Name of Shareholders	Details of Shares Held	shares Pledged or otherwise encumbered
1	Anuja Agarwal	2000	-
2	Divyansh Solutions Pvt. Ltd.	5000	-
3	Dwarka Prasad Kailash Nath (HUF)	14000	-
4	Indom Exports Ltd.	27500	-
5	Kailash Nath Agarwal (HUF)	35000	-
6	Kejriwal Infrastructure Pvt. Ltd.	200000	-
7	Kejriwal Projects Pvt. Ltd.	221500	-
8	Kejriwal Stock & Shares Pvt. Ltd.	210000	-
9	Madhur Agarwal	30000	-
10	Madhur Agarwal (HUF)	29000	-
11	Mohan Lal Dwarka Prasad	13000	-
12	Kailash Nath Agarwal	24000	-
13	Sanjay Kejriwal (HUF)	9600	-
14	Poonam Agarwal	15000	-
15	Popular Apartments Pvt. Ltd.	338000	-
16	Rajeev Kejriwal (HUF)	6400	-
17	Sandip Kejriwal (HUF)	8000	-
18	Sandip Kejriwal	21500	-
19	Kejriwal Pipes Fittings Valves Pvt. Ltd.	320000	-
	Total	1529500	

4. PROPERTY

The descriptions of properties of the Company are set forth below.

A. Owned Property:

Location	Title	Area (in square feet)
1. Mouza Chamrail, J.L. No-5, P.S-Liluah, Dist-Howrah	Conveyance Deed dated 27.10.2009 and 09.08.2010	26640

The manufacturing and research & development activities of the Company are carried out at the above property. The property is registered in the name of the Company and has been pledged to Kotak Mahindra Bank Limited. The above property has not been acquired from any of the related parties.

B. Rented Property:

Apart from above, the company has the following rented office premises:

- Registered/Corporate Office: Chatterjee International Centre,
33A, Chowringee Road,
11th Floor, Suite No. 11,
Kolkata-700071

C. Intellectual Property:

Presently, we are having registered trademark with registration number 1935760, for our own products known as “**AEGIS**”.

SECTION IV - RISK FACTORS

An investment in equity shares involves a high degree of risk. You should carefully consider all of the information in this Draft Information Memorandum, including the risks and uncertainties described below. The risks described herein below may not be the only risks we face. Additional risks that we do not yet know of or that we currently think are immaterial may also impair our business operations. If any of the events or circumstances described in the risks actually occurs, our business, results of operations or financial conditions could suffer. If any of the following risks actually occur, our business, financial condition and results of operations could suffer, the trading price of our Equity Shares could decline, and you may lose all or part of your investment.

INTERNAL RISK FACTOR

1. Dependence on Zinc Ingot with purity 99.995%

Our Company is very quality conscious and always ensure of usage of zinc ingot with 99.995% purity as its main raw material. However there are two manufacturers of quality zinc ingot in India. Thus our company may face difficulties in acquiring the quality zinc ingots from our suppliers. In the future our company may be required to spend considerable amount to comply with the terms and conditions as employed by its suppliers. Starting the vey coming years, Zinc market might see some major mine closures, which along with rising demand will likely lead to mine supply shortfall by 2017 resulting increase in price of zinc ingot. Further in future there may be a chance of losing our existing major customers from whom we get repetitive orders due to usage of low purity zinc ingot in case of non availability of 99.995% purity zinc ingots from the manufacturers due to some unavoidable circumstances. Of course, Zinc ingots are traded on the London Metal Exchange (LME) and there are many large manufacturers and stockiest of the Metal of required quality all over the World including in South Korea, Spain, Peru and so on. Stocks of Zinc ingot of 99.995% purity in LME Warehouses is always available and usually in excess of 0.5 million MT, whereas our annual requirement shall be less than 1% of this quantity for the foreseeable future.

2. Dependency on securing orders mainly from steel and ductile iron products manufacturers

Our business is mainly dependent upon the growth of the steel and ductile iron products industry and our future revenue growth is dependent on the expected increase in the size of the market. Our operations mainly rely upon the steel and ductile iron products sector and any loss of any of the customers from this sector or rescheduling of orders from them would have material adverse effect on our business, result of operations.

3. Failure on our part to meet consumer preference or other competitive factors could impact our business operations

Our product is fully customer requirement specific. Our customers include ductile iron pipe manufacturers, steel fabricators, wind power plants, tankers, containers, LPG cylinders manufacturers, capacitor manufacturers, general metallisers etc. The requirement from each of the customers is different and product specific. Thus we need to maintain stock of different used sizes regularly and pay concentration towards packaging of different zinc wire which needs to reach the customers as fresh. We require maintaining in house sales team and direct channel of marketing team so that we can ensure prompt customer service and immediate response. Now our business depends on customer preferences which cannot be predicted with certainty and are subject to rapid change. We feel that if we fail to understand and in turn respond in a timely and appropriate manner to changing customer demand with quality services, may result in decline in sales. In addition, any new services that we introduce in future may not be successfully received by customers. Any failure on our part to successfully meet customer demand or preference may negatively affect our business, financial condition and results of operations.

4. We are dependent on our management team for success whose loss could seriously weaken our business operation

Our success largely depends on the continued services and performance of our management and other key personnel. The loss of service of the Promoters and other senior management could seriously impair the ability to continue to manage and expand the business efficiently. Further, the loss of any of the senior management or other key personnel may adversely affect the operations, finances and profitability of our Company. Any failure or inability of our Company to efficiently retain and manage its human resources would adversely affect our ability to implement new projects and expand our business.

5. Dependency on continuance and performance of its skilled and trained personnel

Competition for skilled & trained personnel in this industry is intense, and the Company may not be able to retain its existing skilled & trained personnel or attract new skilled & trained personnel in the future. The loss of any such personnel may adversely affect the business, results of operations and financial conditions of the Company.

6. Facility located at one geographical area

All of our facilities would be geographically located in one area only. As a result of this, if there is any localized social unrest, natural disaster or breakdown of services and utilities in that area, it may affect our business adversely.

7. Our business Working capital intensive

Our business requires a substantial amount of working capital. In many cases, working capital is required to finance the purchase of materials and execution of work on projects before payment is received from clients. Our working capital requirements may increase if, in certain contracts, payment terms do not provide for advance payments to us or if payment schedules are less favorable to us. We may need to borrow funds in the future to fulfil our working capital needs. We meet our working capital requirements through internal accruals. Our inability meet working capital requirement will negatively affect our financial condition and results of operations.

8. We may face competition from new entrant

There is less competition in this production sector of zinc wire since there are less than 15 organized companies all over the World. There are few low purity zinc wire manufacturers throughout the World. However the market size of zinc wire is growing over the years since the number of application areas are increasing. We may face significant competition from potential entrants in the industry considering the large untapped market. We may also face competitions from large vertically integrated and diversified companies in the industry. Our revenues could get affected adversely in case we are not able to secure new customers and orders.

9. Our Company's Registered and corporate Office are not owned by us

Our company's Registered Office situated at is taken on rent. If the owners of the rent premises do not renew the agreement under which we occupy the premises on terms and conditions acceptable to us, or at all, or disputes the validity of the lease, we may suffer a disruption in our corporate affairs and business. Our registered office is owned by our Croup Company, and, as such, the fear of disruption is negligible.

10. We have contingent liabilities in our balance sheet, as stated herein below, as at March 31, 2014 and March 31, 2013

Below are the contingent liabilities in our balance sheet, as at March 31, 2014 and March 31 2013:

Particulars of Contingent Liabilities	Amount in Rupees	
	Fiscal 2013-14	Fiscal 2012-13
Bank Guarantee	1641883	1641883

There is little impact on our result of operations if the above contingent liability actually occurs.

11. We may face difficulty in implementing our growth strategies

To remain competitive, we plan to grow our business as well as expand into new geographic markets outside India. Our success in implementing our growth strategies may be affected by:

- our ability to maintain the quality of our products and services,
- our ability to create brand awareness in the new markets;
- our ability to increase our user base;
- our ability to attract, train and retain employees who have the requisite skills;
- our ability to continue to expand our products and services;
- our ability to build, acquire, maintain and update the required technology and systems;
- the general condition of the global economy (particularly of India and the other market we operate in);
- our ability to compete effectively with existing and future competitors;
- changes in our regulatory environment.

Many of these factors are beyond our control and we may face difficulty in implementing our strategy. If we are not successful, our business, financial condition and results of operations may be adversely affected. We may need to raise funds to implement our business strategy successfully to increase productivity, developing new technology and developing new and expand current products and services to generate demand.

EXTERNAL RISK FACTOR**1. Political, economic and social changes in India could adversely affect our business**

The performance of our company depends to a large extent upon in Government policies including taxation, social, political, economic or other developments in or affecting India. The market price and liquidity of our company's shares may be affected by changes. 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.

2. A slowdown in economy can adversely affected our business

Our performance and the growth of our business are necessarily dependent on the health of the overall Indian economy. As a result, a slowdown in the Indian economy could adversely affect our business. India's economy could be adversely affected by a general rise in interest rates, inflation, natural calamities, such as earthquakes, tsunamis, floods and drought, and protectionist efforts in other countries or various other factors. In addition, the Indian economy is in a state of transition. It is difficult to gauge the impact of these fundamental economic changes on our business.

3. Terrorist attack, civil unrest and other acts of violence or war involving India and other countries could adversely affect financial markets and our business

Terrorist attacks and other acts of violence or war may negatively affect the Indian markets on which our Equity Shares are listed and also adversely affect the worldwide financial markets. These acts may also result in a loss of business confidence, making travel and other services more difficult and ultimately adversely affecting our business. India has also witnessed civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic and political events in India could have a negative impact on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse impact on our business.

4. Our company may raise further rounds of equity financing in which the existing shareholders may not participate resulting in reduction of their percentage of holding in our company

In order to grow business, our Company may require additional funds at various points of time. Our Company may raise funds through various means including debt, equity and

securities convertible into equity. Any such issuances of equity and securities convertible into equity would dilute the holding of Equity Shareholders.

5. Equity share price may be volatile

The trading price of our Equity Shares may fluctuate after the listing due to a variety of factors, including our results of operations, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnerships, joint ventures, or capital commitments. In addition, if the stock markets experience a loss of investor confidence, the trading price of our Equity Shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of our Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Each of these factors, among others, could materially affect the price of our Equity Shares.

6. Political instability or changes in the Government could adversely affect economic conditions in India and consequently our business

Our performance may be affected by changes in exchange rates and controls, interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India. The Government has traditionally exercised and continues to exercise a significant influence over many aspects of the economy. The business of our Company may be affected by changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. Since 1991, successive Indian governments have pursued policies of economic liberalization, including significantly relaxing restrictions on the private sector. A significant change in India's economic liberalization and deregulation policies could adversely affect business and economic conditions in India generally, and our business in particular, if new restrictions on the private sector are introduced or if existing restrictions are increased.

SECTION V - SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

1. Information with respect to the Shareholding of a Beneficial Owner

The following table sets forth certain information concerning the beneficial ownership of our shares of by each person known by us to be the beneficial owner (in case different from registered owner) of the issued and subscribed capital.

Class/Type of Securities	Name and address of Beneficial Owner	Amount and nature of beneficial ownership	Percent
Equity shares	Nil	Nil	Nil

2. Information with respect to the shareholding of Management

The following table details the shareholding of the Directors in their personal capacity and either as sole or first holder, as on date of this Draft Information Memorandum

Name of Director	No. of Shares held
Mr. Sandip Kejriwal	21500
Mr. Madhur Agarwal	30000

3. Shareholders Agreement

Our Company has not entered into any Shareholders Agreement as on the date of this Draft Information Memorandum.

SECTION VI - OUR PROMOTERS

The following are the Promoters of the Company


1. Mr. Sandip Kejriwal
2. Mr. Madhur Agarwal

DETAILS OF THE PROMOTERS ARE AS UNDER:

1. Mr. Sandip Kejriwal

	<p>Mr. Sandip Kejriwal, aged 46 years, is the Promoter Director of the Company. He has been a Director of the Company since inception. He is a commerce graduate by qualification and has more than 25 years of experience. He has extensive experience in the thermal spray products industry. From college days he joined his business and explore the same. He is the strategic decision maker in the company and his long term vision, creative and prompt decisions help us to establish our brand among our customers. His regular visit to Europe, Middle East, Gulf, South Africa & China facilitates expand our business area. He always concentrates in innovation, addition of new production, embracing latest cutting edge technologies for quality & economics, with global perspective which drives the major growth perspective of our company within a very short span of time.</p>
<p>Personal address</p>	<p>Kejriwal Kunj, IB 67, Sector-3, Tank No-14, Salt Lake City, North 24 Paraganas, PIN:700106, West Bengal, India</p>
<p>Voter Identification Number</p>	<p>DKN4717005</p>
<p>Driving License number</p>	<p>WB-011985427229</p>
<p>Passport Number</p>	<p>Z2267598</p>

2. Mr. Madhur Agarwal

	<p>Mr. Madhur Agarwal, aged 39 years, is the Whole-time Director of our Company. He has been a Director of our Company since inception. He has completed his schooling and college from St Xavier, Kolkata and his MBA (Finance) from Symbiosis, Pune. He worked for various medium and large companies in various capacities in sales, marketing, Operations, project management, material handling etc. He worked in metals sector both ferrous and non-ferrous and understands very correctly the entire value chain of this industry. His vast experience and business acumen facilitate him to achieve various milestones in his career in India as well as in abroad. His strong personalities and ability evolve him to take larger challenges in business sector as CEO and director of our company. Our day to day operations are efficiently handled by Mr. Madhur Agarwal and his hard work and management skill always help us to reach to tremendous growth path.</p>
<p>Personal address</p>	<p>8A Alipore Road, Jindal House, Kolkata-700027</p>
<p>Voter Identification Number</p>	<p>WB/23/148/303465</p>
<p>Driving License number</p>	<p>WB-011992521545</p>
<p>Passport Number</p>	<p>H5716069</p>

SECTION VII - OUR MANAGEMENT

Under our Articles of Association, our Company is required to have not less than three Directors and not more than fifteen Directors. Our Company currently has four Directors out of which two are Independent Directors. We confirm that the composition of our Board of Directors complies with Clause 42 of the ITP Listing Agreement of NSE EMERGE.

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

NAME, FATHER'S NAME, OCCUPATION, NATIONALITY, DIN NO., PAN NO., AGE	DATE OF APPOINTMENT	TENURE	DESIGNATION	ADDRESS	DIRECTORSHIP IN OTHER COMPANIES
Name: Mr. Sandip Kejriwal Fathers Name: Mr. Bhagwati Prasad Kejriwal Occupation: Business Nationality: Indian DIN No.: 00389583 PAN No.: AKYPK5288N Age: 46 Years	11-Sep-2009	Retire by Rotation	Director	Kejriwal Kunj, IB 67, Sector-3, Tank No-14, Salt Lake City, North 24 Paraganas, PIN:700106, West Bengal, India	Kejriwal Castings Ltd., Kejriwal Stock & Shares Pvt. Ltd., Kejriwal Project Pvt. Ltd., Kejriwal Infrastructure Pvt. Ltd.
Name: Mr. Madhur Agarwal Fathers Name: Mr. Kailash Nath Agarwal Occupation:	11-Sep-2009	Retire by Rotation	Whole Time Director	8A Alipore Road, Jindal House, Kolkata- 700027	Divyansh Solutions Pvt. Ltd. Popular Apartments Pvt. Ltd.

NAME, FATHER'S NAME, OCCUPATION, NATIONALITY, DIN NO., PAN NO., AGE	DATE OF APPOINTMENT	TENURE	DESIGNATION	ADDRESS	DIRECTORSHIP IN OTHER COMPANIES
Business					
Nationality: Indian					
DIN No.: 00459816					
PAN No.: ACRPA9313K					
Age: 39 Years					
Name: Mr. Manoj Kumar Agarwal	15-Dec-2014	Five years as Independ ent Director from the date of appoinm ent	Independent Additional Director	GC-223 Saltlake City, Kolkata - 700091	Om Plywoods Pvt. Ltd.
Fathers Name: Mr. Om Prakash Agarwal					
Occupation: Business					
Nationality: Indian					
DIN No.: 01900864					
PAN No.: ADKPA2242B					
Age: 50 Years					
Name: Mr. Ashok Kumar Sanghi	12-Feb-2015	Five years as Independ	Independent Additional Director	P-28A CIT Road, Scheme 6M,	Nil

NAME, FATHER'S NAME, OCCUPATION, NATIONALITY, DIN NO., PAN NO., AGE	DATE OF APPOINTMENT	TENURE	DESIGNATION	ADDRESS	DIRECTORSHIP IN OTHER COMPANIES
Fathers Name: Mr. Mathura Prasad Agarwal Occupation: Business Nationality: Indian DIN No.: 07092588 PAN No.: ALHPS2815H Age: 56 Years		ent Director from the date of appointm ent		Kolkata – 700054	

BRIEF PROFILES OF THE DIRECTORS:

1. Mr. Sandip Kejriwal

A brief profile of Mr. Sandip Kejriwal is provided under the section titled 'Our Promoters' beginning on page no. 68 of this Draft Information Memorandum.

2. Mr. Madhur Agarwal

A brief profile of Mr. Madhur Agarwal is provided under the section titled 'Our Promoters' beginning on page no. 68 of this Draft Information Memorandum.

3. Mr. Manoj Kumar Agarwal

Mr. Manoj Kumar Agarwal is a qualified Bachelor of Commerce, LLB, 50 years of age. He started his carrier as a junior executive in National Plywood Industries. With his sharp intelligence and business acumen promoted to the senior most position in National Plywood Industries as Chief Executive Officer. After leaving National Plywood Industries he started his own plywood

business that presently being run successfully. Mr. Agarwal enjoys tremendous goodwill in the home decoration business circle.

4. Mr. Ashok Kumar Sanghi

Mr. Ashok Kumar Sanghi is a qualified Bachelor of Commerce, 56 years of age. He started his carrier as a junior executive in his family owned Coconut Oil Manufacturing business. He has now developed and nurtured this business and is presently the Managing Director of his company. Mr. Sanghi is recognized in society as a successful Business Man and Entrepreneur.

NATURE OF FAMILY RELATIONSHIP AMONG DIRECTORS

None of the directors are having family relationship with each other

NON-EXECUTIVE DIRECTORS

Currently, non-executive directors are not being paid sitting fees or any other kind of remuneration.

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 of Directors and Committees thereof. The corporate governance framework is based on an effective independent Board of Directors, separation of the Board of Directors' supervisory role from the executive management team and constitution of the Committees of the Board of Directors, as required under law.

We have a Board of Directors constituted in compliance with the Companies Act and the Listing Agreement in accordance with best practices in corporate governance. The Board of Directors functions either as a full Board of Directors or through various committees constituted to oversee specific operational areas. Our executive management provides the Board of Directors detailed reports on its performance periodically.

Currently our Board of Directors has four (4) Directors. The constitution of our Board is in compliance with the requirement of Clause 42 of the Listing Agreement.

The following committees to be formed in compliance with the Corporate Governance norms:

- A. Audit Committee
- B. Shareholder and Investors Grievance Committee
- C. Nomination and Remuneration Committee

Details of the various committees are as follows:

A. Audit Committee

Our Company has constituted an audit committee ("Audit Committee") as per the provisions of Clause 42 of the Listing Agreement to be entered with the Stock Exchange in due course. The Committee presently comprise of three Directors. Mr. Manoj Kumar Agarwal is the Chairman of the Audit Committee and the Mr. Bidyut Dey, Compliance Officer shall act as the secretary to the Audit Committee.

Composition of Audit Committee:

Name of the Member	Designation	Nature of Directorship
Mr. Manoj Kumar Agarwal	Chairman	Non-Executive and Independent Director
Mr. Ashok Kumar Sanghi	Member	Non-Executive and Independent Director
Mr. Madhur Agarwal	Member	Executive Director

The Audit Committee enjoys following powers:

- To investigate any activity within the terms of reference;
- To seek information from employee;
- To obtain outside legal or other professional advice; and
- To secure attendance of outsiders with relevant expertise if it considers necessary.

The Audit Committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- Management letters/ letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee.

The recommendation of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the committee has to attend the Annual General Meeting (AGM) of the Company to provide clarifications on matters relating to the audit.

The role of the Audit Committee not limited to but includes:

1. Oversight of the Company financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of the audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - i. 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;
 - ii. Changes, if any, in accounting policies and practices and reasons for the same;
 - iii. Major accounting entries involving estimates based on the exercise of judgment by management;
 - iv. Significant adjustment made in the financial statements arising out of audit findings;

- v. Compliance with listing and other legal requirements relating to financial statements;
 - vi. Disclosure of any related party transactions;
 - vii. Qualifications in the draft audit report.
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval.
 6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public, rights, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
 7. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
 8. 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.
 9. Discussion with internal auditors any significant findings and follow up there on.
 10. 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.
 11. Discussion with statutory auditors before the audit committee, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 12. 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.
 13. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
 14. 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.
 15. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Explanation (i): The term “related party transactions” shall have the same meaning as contained in the Accounting Standard 18, Related Party Transactions, issued by The Institute of Chartered Accountants of India.

Meeting of Audit Committee and relevant Quorum

The audit committee should meet at least four times in a year and not more than four months shall elapse between two meetings. The quorum shall be either two members or one third of the members of the audit committee whichever is greater, but there should be a minimum of two independent members present.

B. Shareholder and Investors Grievance Committee

Our Board has constituted a Shareholder and Investors Grievance Committee to redress complaints of the shareholders in accordance with Section 178 of the Companies Act, 2013. The Shareholder and Investors Grievance Committee was constituted vide resolution passed at the meeting of the Board of Directors held on 03.03.2015.

The Shareholder and Investors Grievance Committee comprise the following Directors:

Name of the Member	Designation	Nature of Directorship
Mr. Manoj Kumar Agarwal	Chairman	Non-Executive and Independent Director
Mr. Ashok Kumar Sanghi	Member	Non-Executive and Independent Director
Mr. Sandip Kejriwal	Member	Non-Executive Director

The Shareholder and Investors Grievance Committee shall oversee all matters pertaining to investors of our Company. The terms of reference of the Shareholder and Investors Grievance Committee include the following:

1. Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares and debentures;
2. Redressal of shareholder's/ investor's complaints in relation to transfer of shares, allotment of shares, non-receipt of refund orders, right entitlement, non-receipt of Annual Reports and other entitlements, non-receipt of declared dividends, etc;
3. Monitoring transfers, transmissions, demat, rematerialisation, splitting, duplicate issue and consolidation of shares or other securities issued by our Company;
4. Reference to statutory and regulatory authorities regarding investor grievances;
5. Such other matters as from time to time required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

Mr. Bidyut Dey, Compliance Officer will act as the secretary to the Shareholder and Investors Grievance Committee.

The quorum necessary for a meeting of the Shareholder and Investors Grievance Committee shall be two members or one third of the members, whichever is greater.

C. Nomination and Remuneration Committee

Our Company has constituted a Nomination and Remuneration Committee in accordance with Section 178 of the Companies Act, 2013. The constitution of the Nomination and Remuneration Committee was approved by a Meeting of the Board of Directors held on 03.03.2015.

The Nomination and Remuneration Committee comprise the following Directors:

Name of the Member	Designation	Nature of Directorship
Mr. Manoj Kumar Agarwal	Chairman	Non-Executive and Independent Director
Mr. Ashok Kumar Sanghi	Member	Non-Executive and Independent Director
Mr. Sandip Kejriwal	Member	Non-Executive Director

The terms of reference of Nomination and Remuneration Committee

1. The Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommended to the Board their appointment and removal and shall carry out evaluation of every director's performance.
2. The Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

Interest of our Directors

All of our Directors may be deemed to be interested to the extent of remuneration and fees payable to them for services rendered as Directors of our Company such as attending meetings of the Board or a committee thereof and to the extent of their reimbursement of expenses payable to them under our Article of Association.

Some of our Directors also hold Equity Shares in our Company and are interested to the extent of any dividend payable to them in respect of the same.

Changes in our Board during the last three years

Sl. No.	Name of the Director	Date of Appointed	Date of Cessation	Reasons, if any
1.	Manoj Kumar Agarwal	15-Dec-2014	-	Appointed as Independent Director
2.	Ashok Kumar Sanghi	12-Feb-2015	-	Appointed as Independent Director

KEY MANAGERIAL PERSONNEL

Name	Designation	Age	Date of Joining	Qualification and Experience	Particulars of last employment and position held	Shareholding in our Company
Mr. Bidyut Dey	Head of Accounts	34 years	01.12.2010	B. Com	T.C.Motors Pvt. Ltd. Accountant	Nil
Mr. Prakash Agarwal	Head of Domestic Sales	50 years	01.10.2009	Intermediate School	Self Employed	Nil
Mr. Soumen Karmakar	Head of Export Sales	31 years	01.06.2012	MBA	Udyogi Group HR executive	Nil
Mr. Subir Kumar Das	Head of Howrah Works	72 years	01.09.2010	Intermediate Science	Suu Glow Pvt. Ltd. Production Manager	Nil
Mr. Tanuj Ghoshal	Head of Projects and development	45 years	01.11.2010	Diploma in Mechanical Engineer	Kalyani Wires Pvt. Ltd. Works Manager	Nil

There are no changes in the key managerial personnel in the last three years except for Mr. Soumen Karmakar, who joined the Company on 01.06.2012 as Head of Export Sales.

SECTION VIII - RELATED PARTY TRANSACTION

For details of related party transactions of our Company, please refer to Note 29 under section “Financial Information” beginning on page 29 of this Draft Information Memorandum.

SECTION IX - LEGAL PROCEEDINGS

Except as stated herein, there are no outstanding or pending litigation, suits, civil prosecution, criminal proceedings or tax liabilities against our Company, our Directors, our Promoters and Group Companies and there are no defaults, non-payment of statutory dues, over dues to banks and financial institutions, defaults against bank and financial institutions and there are no outstanding debentures, bonds, fixed deposits or preference shares issued by our Company; no default in creation of full security as per the terms of the issue, no proceedings initiated for economic or other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (l) of Part I of Schedule XIII of the Companies Act, 1956), and no disciplinary action has been taken by SEBI or any stock exchanges against our Promoters, our Directors or Group Companies.

I. CASES FILED BY OUR COMPANY

Civil Cases

There are no civil proceedings filed by our Company.

Criminal Cases

There are no criminal proceedings filed by our Company.

II. CASES FILED AGAINST OUR COMPANY

Civil proceedings

There are no civil proceedings filed against our Company.

Criminal Proceedings

There are no criminal proceedings filed against our Company.

III. INDIRECT TAX PROCEEDINGS INVOLVING OUR COMPANY

NIL

IV. CASES FILED BY OUR SUBSIDIARY COMPANIES

Civil proceedings: NIL

Criminal Proceedings: NIL

V. CASES FILED AGAINST OUR SUBSIDIARY COMPANIES

Civil proceedings: NIL

Criminal Proceedings: NIL

VI. LITIGATIONS INVOLVING OUR PROMOTERS

A. Proceedings of Civil Nature

- i. By the promoters: NIL
- ii. Against the promoters: NIL

B. Proceedings of Criminal Nature

- i. By the promoters: NIL
- ii. Against the promoters: NIL

VII. LITIGATIONS INVOLVING DIRECTORS OF OUR COMPANY

A. Proceedings of Civil Nature

- i. By the Directors of our Company: NIL
- ii. Against the Directors of our Company: NIL

B. Proceedings of Criminal Nature

- i. By the Directors of our Company: NIL
- ii. Against the Directors of our Company: NIL

SECTION X - DECLARATION

We, the Directors, hereby certify and declare that, all relevant provisions of the Companies Act, 1956, notified sections of Companies Act, 2013 and the guidelines issued by the Government of India or the regulations issued by Securities and Exchange Board of India, applicable, as the case may be, have been complied with and no statement made in this Draft Information Document is contrary to the provisions of the Companies Act, 1956, notified sections of Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or the rules made there under or regulations issued, as the case may be. We further certify that all the statements in this Draft Information Document are true and correct.

SIGNED BY ALL THE DIRECTORS OF OUR COMPANY

Name	DIN	Designation	Signature
Mr. Sandip Kejriwal	00389583	Non Executive Director	Sd/-
Mr. Madhur Agarwal	00459816	While-time Director	Sd/-
Mr. Manoj Kumar Agarwal	01900864	Independent & Non Executive Director	Sd/-
Mr. Ashok Kumar Sanghi	07092588	Independent & Non Executive Director	Sd/-

SIGNED BY THE COMPLIANCE OFFICER

Mr. Bidyut Dey

Sd/-

Date: 04.03.2015

Place: Kolkata