

DRAFT INFORMATION DOCUMENT

[For Listing on Institutional Trading Platform (ITP) of (NSE - EMERGE)]

Dated: October 01, 2014

[In accordance with SEBI (Listing of Specified Securities
on Institutional Trading Platform) Regulations, 2013]



NEOPOLITAN PIZZA LIMITED

Our Company was incorporated as “JRM Fertilizer Private Limited” under the Companies Act, 1956 vide Certificate of Incorporation dated February 05, 2011 bearing Registration No 063940 in Ahmedabad, Gujarat. The name of our Company was changed to “Neopolitan Pizza Private Limited” vide fresh certificate of incorporation dated June 19, 2012. Our Company was converted from Private Limited to a Public Limited company vide shareholders resolution dated September 20, 2014 and consequently the name of our Company was changed to “Neopolitan Pizza Limited”. The Corporate Identification Number (CIN) of our Company is U24123GJ2011PTC063940.

Registered Office: 34/A, Kailash Park Society, Nr. United Way Garba Ground,
Old Padra Road, Vadodra – 390005. Gujarat. India

Tel: +91-265-6444526;

Website: www.neopolitanpizza.in **E-mail id:** mukundpurohit@gmail.com

Company Secretary and Compliance Officer: Mr. Prashant Maha

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

PROMOTERS: MR. MUKUND PUROHIT AND MRS. ARTI PUROHIT

THIS DRAFT INFORMATION DOCUMENT IS IN TERMS OF THE CHAPTER XC OF THE SEBI (ICDR) REGULATIONS, 2009, AS AMENDED FROM TIME TO TIME AND WE PROPOSE TO LIST OUR **405,600** EQUITY SHARES ON INSTITUTIONAL TRADING PLATFORM OF (NSE - EMERGE)

Absolute Responsibility of Neopolitan Pizza Limited

Neopolitan Pizza Limited having made all reasonable inquiries, accepts responsibility for, and confirms that this Draft Information Document contains all information with regard to the Company, which is material, that the information contained in this Draft Information Document 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 Document as a whole or any of such information or the expression of any such opinions are intentions misleading in any material respect.



TABLE OF CONTENTS

Title	Page No.
General	
1. Definitions and Abbreviations	02
2. General Information	06
3. Eligibility Criteria	08
Industry Overview	09
I. Business	
1. Description of our Business and Operations	13
2. Financial Information	19
3. Capital Structure	41
4. Property	46
II. Risk Factors	51
III. Security Ownership of certain beneficial owners and Management	61
IV. Our Management	64
V. Our Promoters	70
VI. Related Party Transactions	73
VII. Outstanding Litigations and Material Developments	74
VIII. Declaration	75



GENERAL

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 Document, unless the context otherwise indicates, all references to “NPL”, “the Company”, “our Company” are to **Neopolitan Pizza Limited**, a company incorporated in India under the provisions of Companies Act, 2013 (the “Companies Act”) having its Registered Office at 34/A, Kailash Park Society, Nr. United Way Garba Ground, Old Padra Road, Vadodara - 390005, Gujarat, India. Furthermore, all references to the terms “we”, “us” and “our” are to **Neopolitan Pizza Limited**.

Company Related Terms

Terms	Description
Act/Companies Act	The Companies Act, 1956 as amended and The Companies Act, 2013 to the extent of such provisions as have come into effect vide Ministry of Corporate Affairs' Notifications till date.
Articles/ Articles of Association/AOA	The Articles of Association of Neopolitan Pizza Limited
Board of Directors / Board/Director(s) / Our Board	The Board of Directors of our Company or a duly constituted committee thereof.
Company Secretary and Compliance Officer	Mr. Prashant Maha
CC	Commencement Certificate
Depositories	NSDL and CDSL
Director(s)	The director(s) of our Company, unless otherwise specified.
Equity Shares / Shares	Equity Shares of our Company of face value of Rs. 10/- each fully paid up, unless otherwise specified in the context thereof
EMERGE-ITP Platform of NSE /Stock Exchange	The EMERGE-ITP platform of NSE for listing of equity shares offered under Chapter X-C of the SEBI (ICDR) Regulations
FIPB	Foreign Investment Promotion Board
ITP	Institutional Trading Platform
Listing Agreement	The listing agreement to be entered into by our Company with the Stock Exchange.
Memorandum of Association / Memorandum / MOA	Memorandum of Association of our Company, as amended from time to time.
NSE	National Stock Exchange of India Limited.
Promoters / Our Promoters	Promoters of our Company, being Mr. Mukund Purohit & Mrs. Arti Purohit.
Registered office	The Registered Office of our Company situated at 34/A, Kailash Park Society, Nr. United Way Garba Ground, Old Padra Road, Vadodra – 390005. Gujarat
RoC	Registrar of Companies, Ahmedabad, Gujarat
Statutory Auditor	The statutory auditor of our Company , being Prakash Chandra Jain & Co , Chartered Accountants
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI Regulation/ SEBI (ICDR) Regulations	The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
Stock Exchange	Shall refer to the NSE Limited where the shares of the Company proposed to list.



Technical and Industry - Related Terms

Terms	Description
CIFTI	Confederation of Indian Food Trade and Industry
ERP	Enterprise Resource Planning
FOCO	Franchisee, Owned, Company Operated
Franchise restaurants	Restaurants owned by franchisees but operated by our Company
HACCP	Hazards Analysis Critical Control Policies
HRIS	Human Resource Information System
IVRS	Interactive Voice Response System
KPI	Key performance indicators
POS	Point of Sale
QSR	Quick Service Restaurants

Abbreviations

Abbreviation	Full Form
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
A/c	Account
AGM	Annual General Meeting
AY	Assessment Year
B. A	Bachelor of Arts
B. Com	Bachelor of Commerce
B. E	Bachelor of Engineering
B. Sc	Bachelor of Science
B. Tech	Bachelor of Technology
BG/LC	Bank Guarantee / Letter of Credit
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
DIN	Director Identification Number
DP	Depository Participant
ECS	Electronic Clearing System
EPS	Earnings Per Share
EGM /EOGM	Extraordinary General Meeting
FY/ Fiscal/ Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time, and the regulations framed there under
FIs	Financial Institutions
FIIs	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 Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000
GIR Number	General Index Registry Number
GoI/ Government	Government of India



GDP	Gross Domestic Product
HUF	Hindu Undivided Family
INR/ Rupees	Indian Rupees, the legal currency of the Republic of India
I.T. Act	Income Tax Act, 1961, as amended from time to time
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
M. A	Master of Arts
M. B. A	Master of Business Administration
M. Com	Master of Commerce
M. E	Master of Engineering
M. Tech	Masters of Technology
NA	Not Applicable
NAV	Net Asset Value
NPV	Net Present Value
NSDL	National Securities Depository Limited
P.A.	Per Annum
PAC	Persons Acting in Concert
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
RBI	The Reserve Bank of India
ROE	Return on Equity
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
Sq.ft	Square Feet
Sq.mt	Square Meter
SCR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
STT	Securities Transaction Tax
Sec.	Section
US/United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the United States of America
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India

Notwithstanding the following, in the section titled “Financial Information” beginning on page 19 of this Draft Information Document, defined terms shall have the meaning given to such terms in that section.



Certain Conventions – Use of Market Data

In this Draft Information Document, 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 Document, any discrepancies in any table between the total and the sums of the amounts mentioned are owing to rounding-off.

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

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



GENERAL INFORMATION

NEOPOLITAN PIZZA LIMITED

Our Company was incorporated as “JRM Fertilizer Private Limited” under the Companies Act, 1956 vide Certificate of Incorporation dated February 05, 2011 bearing Registration No 063940 in Ahmedabad, Gujarat. The name of our Company was changed to “Neopolitan Pizza Private Limited” vide fresh certificate of incorporation dated June 19, 2012. Further, our Company was converted from Private Limited to a public limited company vide shareholders resolution dated September 20, 2014 and consequently the name of our Company was changed to “Neopolitan Pizza Limited”. The Corporate Identification Number (CIN) of our Company is U24123GJ2011PTC063940.

REGISTERED OFFICE OF OUR COMPANY:

Neopolitan Pizza Limited

34/A, Kailash Park Society,
Nr. United Way Garba Ground,
Old Padra Road,
Vadodra – 390005.
Gujarat. India.

Tel: +91-265-6444526

Website: www.neopolitanpizza.in

E-mail: mukundpurohit@gmail.com

REGISTRAR OF COMPANIES:

Registrar of Companies, Ahmedabad, Gujarat

ROC Bhavan ,
Opp Rupal Park Society,
Behind Ankur Bus Stop,
Naranpura, Ahmedabad-380013

PHONE: 079-27437597

FAX: 079-27438371

Email: roc.ahmedabad@mca.gov.in

Website: www.mca.gov.in

BOARD OF DIRECTORS:

Our Board of Directors comprise of the following members:

Name	Designation	DIN	Address
Mr. Mukund Purohit	Managing Director	02464280	1 Lee Centre, DR Apt 2009, Scarborough on, M1H3J2, Canada
Mrs. Arti Purohit	Director	05186319	A -34, Kailash ParkBunlows, Old Padra Road, Akshar Chawk, Nr. Unitedway Garba Ground , Vadodara - 390020, Gujarat
Mr. Chandraprakash Dwivedi	Non-Executive and Independent Director	03176977	E-702, Spring Fields, Plot No 115/116, Lokhandawala Complex, Andheri (west) Mumbai 400 053
Mr. Deepak Sharma	Non-Executive and Independent Director	01976751	402, 4th Floor, A-Wing, Sarla Gardens, Off Nehru Road, Vakola, Santacruz (East), Mumbai - 400055



Mr. Kiran More	Non-Executive and Independent Director	02225155	8, Parita Park Opp. Nathubhai Circle, Race course Road, Vadodara- 390007 Gujarat
----------------	--	----------	--

For further details of our Directors, please see section titled "Our Management" on page 64 of this Draft Information Document.

COMPANY SECRETARY & COMPLIANCE OFFICER:

Mr. Prashant Maha

34/A, Kailash Park Society,
Nr. United Way Garba Ground,
Old Padra Road,
Vadodara – 390005.
Gujarat. India.

Tel: +91-265-6444526

E-mail: prashantmaha81@gmail.com

STATUTORY AUDITORS:

Prakash Chandra Jain & Co.

Chartered Accountants
74-76 Gayatri Chambers,
Near Rajpath Hotel,
Alkapuri,
Vadodara – 390 005,
Gujarat. India

Tel: 0265-2331056

E-mail: dbarjatya@gmail.com

Firm Registration No: 002438C

REGISTRAR TO THE COMPANY:



BIGSHARE SERVICES PVT. LTD.

Attentive. Able. Adaptive

E-2 & 3, Ansa Industrial Estate,
Saki-Vihar Road, Sakinaka
Andheri(East), Mumbai – 400 072

Contact Person: Mr. Ashok Shetty

Tel: 91-22-40430200

Fax: 91-22-28475207

ANGEL INVESTOR:

Mr. Rakesh Gajjar

25/A, Surajnagar, Opp. M.G.M. School, New Sama Road, Vadodra, Gujarat - 390008

(As a member of M/s Sarthi Angels Venture Foundation which is registered with National Stock Exchange of India Limited vide Letter No. NSE/SME/227624-T dated January 16, 2014 and with Bombay Stock Exchange Limited vide letter dated 22nd January, 2014)

Sarthi Angels Venture Foundation



Registered Office:

AD – 27, Ground Floor, Shalimar Bagh,
New Delhi – 110088
Tel: +91 11 22449817/18 Fax: +91 11 22439816
Contact Person: Mr. Anand Lakhotia

Corporate Office:

159/11, Amar Brass Compound, Vidya Nagari
Marg, Kalina, Santacruz (E), Mumbai- 400098
Tel: +91 22 26528671/72 Fax: +91 22 26528673
Contact Person: Ms. Bindhu Kuty



ELIGIBILITY CRITERIA

We are an unlisted company as on date and we propose to list our Equity Shares on Institutional Trading Platform (ITP) of NSE Emerge in terms of the Chapter XC of the SEBI (ICDR) Regulations, 2009. Our Company is eligible for the listing in terms of 106 Y and other provisions of Chapter XC of the SEBI (ICDR) Regulations, 2009.

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;
2. There is no winding up petition against the 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 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 promoter or director, 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. We have been incorporated on February 05, 2011 and thus not completed more than ten years after incorporation and our revenues have not exceeded Rs.100 crores (Rupees One Hundred Crores) in any of the previous financial years;
6. The paid up capital of the company has not exceeded twenty five crore rupees in any of the previous financial years;
7. Having being incorporated in the FY 2010-11, we have more than one year audited financial statements at the time of making this application;
8. In accordance with Regulation 106Y(h)(ii) of SEBI (ICDR) Regulations, 2009, as amended, Mr. Rakesh Kumar Gajjar (As a member of Sarthi Angels Venture Foundation) has invested a sum of Rs. 50,40,000 on October 01, 2014 by applying for 5,600 Equity Shares of our Company at a price of Rs. 900 each.

We further confirm that in accordance with Regulation 106 ZB of Chapter XC of the SEBI (ICDR) Regulations, 2009, Our Promoter i.e. Mr. Mukund Purohit has given his consent to lock-in 68,122 equity shares and Mrs. Arti Purohit has given his consent to lock-in 12,998 equity share, together representing 20% of the post listing Capital of the 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 tripartite agreement with CDSL and NSDL along with our Registrar and for facilitating trading in dematerialized mode. We further confirm that we shall have connectivity with atleast one depository at all times.
- (iii) The minimum trading lot on institutional trading platform shall be Rs. 10.00 Lacs

GENERAL DISCLAIMER FROM THE COMPANY

The Company agrees no responsibility for statement made otherwise than in this Draft Information Document or any other material issued by or at the instance by or at the instance of the Company and anyone placing reliance on any other source of information would be doing so at his or her risk. All information shall be made available by the Company to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner.



INDUSTRY OVERVIEW

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

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

OVERVIEW OF INDIAN ECONOMY:

During the course of 2013-14, monetary policy had to face an extraordinary spell of financial turbulence arising from the US Fed contemplating tapering its large scale asset purchase programme. The news heralded the turning of the global interest rate cycle with volatile movements for cross-border capitalflows and asset prices. Like most emerging market and developing economies (EMDEs), India faced capital outflows and intense exchange rate pressures. Monetary policy had to depart from its charted course of calibrated monetary easing that had started in April 2012 using the monetary policy space that was gradually becoming available. Past monetary tightening was dampening the pricing power of the corporates and the return to fiscal consolidation in H2 of 2012-13 was reducing the twin deficit risks. Though macroeconomic weaknesses were evident in the form of persistent inflation, falling growth, weaker corporate balance sheet, deteriorating asset quality of the banks, fiscal imbalances and external sector vulnerabilities, the economy seemed to be mending. However, the prospect of tapering interrupted this.

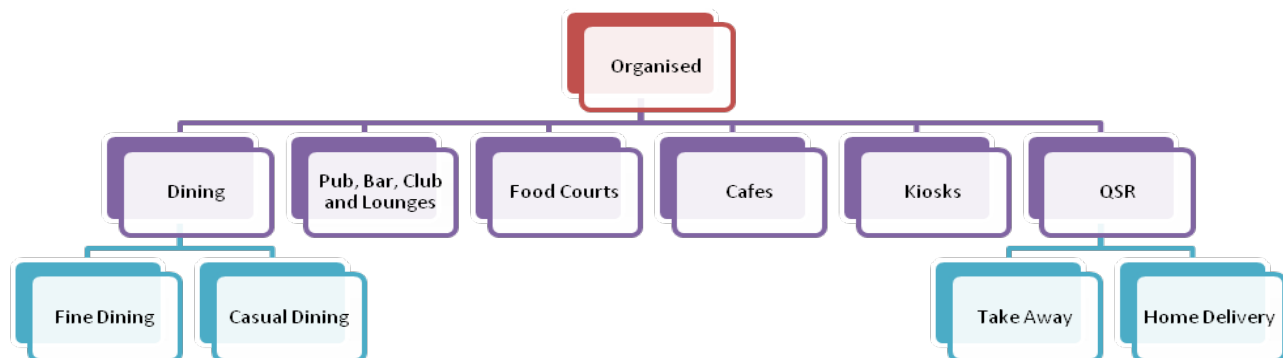
The growth concerns remain significant with GDP growth staying sub -5 per cent for seven successive quarters and index of industrial production (IIP) growth stagnating for two successive years. Third, though a negative output gap has prevailed for long, there is clear evidence that potential growth has fallen considerably with high inflation and low growth. This means that monetary policy needs to be conscious of the impact of supply-side constraints on long-run growth, recognizing that the negative output gap may be minimal at this stage.

(Source: <http://rbidocs.rbi.org.in/rdocs/Publications/PDFs/MM01042014D84537B376.pdf>)

OVERVIEW OF INDIAN FOOD SECTOR:

- Once an introverted, home-driven consumer, the indulgent Indian is today waking up to a nascent yet formidable “Eating Out” culture, making food services one of the most promising business sectors in India.
- Even with a contribution of just ~2.3% to India’s GDP, the Food Services market is worth INR 247,680 crore (USD 48 billion). It comprises food services in the organized sector (i.e. chain and licensed standalone players across quick service restaurants, full service casual and fine dining restaurants, hotels, bars and lounges, cafés, and frozen dessert formats) as well as the unorganized sector (dhabas, street stalls, halwais [sweet shops], roadside vendors, food carts, etc.).
- Further, the market is projected to grow to INR 408,040 crore (USD 78 billion) in the next 5 years, i.e. by 2018.
- The food service industry has two distinct sectors – the organised segment (i.e. chain and licensed standalone players across quick service restaurants, full service casual and fine dining restaurants, hotels, bars and lounges, cafés, and kiosks formats) and the unorganised segment (dhabas, street stalls, halwais (sweet shops), roadside vendors, food carts, etc.), each with its own unique operational characteristics.
- The Organised Sector can be divided into six formats, viz. Dining (including Fine Dining and Casual Dining), PBCL (pub, bar, club, and lounge).Food Courts, Café, Kiosks, QSR (including Take Away and Home Delivery)

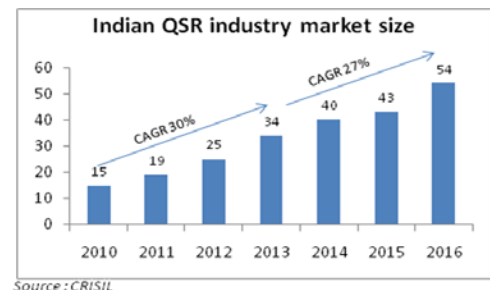
<u>Format</u>	<u>Market size (\$ Mn)</u>	<u>Market Share (%)</u>
Cafe	290	12
QSR	1060	43
Ice cream	775	6
Casual dine	3950	31
Others	940	8



- Across the organized segment, the two sub-segments driving the sector’s growth are QSR and CDR. Among the two, QSRs have bucked the economic slowdown and are growing by leaps and bounds.

Growth of QSR Industry

- Quick Service Restaurants (QSRs) have been a key segment for the Indian Food Services market and have grown over the years thanks to their focus on affordable and competitive pricing clubbed with catering to such growing consumer need as convenience, increased appetite, and craving for international food.
- A number of international QSR chains have flocked to India over the past few years, with specific cuisines and product offerings, fuelling the market’s growth.
- The entry of McDonald's in 1996 marked the beginning of the QSR concept in India. Many global brands have followed suit since then, either through company-owned stores or the franchisee model, or a mix of both.
- Over the past 5-6 years, many Indian QSR brands have also





mushroomed across the country, serving either foreign cuisine or adapting Indian cuisine to the fast food service format. This helped the Indian QSR market to expand rapidly to about Rs 34 billion by 2012-13.

- QSR market is expected to reach a turnover of Rs 70 billion by 2015-16, growing at an average annual rate of about 27 per cent.

Key growth drivers

The food services industry in India is in the growth phase and offers opportunities across a variety of cuisines in various formats including QSR sector. Set forth below are the key drivers of growth in the food services industry in India.

1. Changing demographic profile

The changing demographic profile of India has led to the growth of the food services industry. The food services industry not only serves as a meal option, but it has also become a lifestyle choice. The quick and convenient option that the food services sector, especially the QSR industry offers has been instrumental to the higher demand of the eating out or ordering-in food habits.

2. Growth to be higher in tier II markets

CRISIL Research has separately analysed per-household spends on organised fast food or QSRs for the tier I and tier II markets. (Together these markets account for about 85-90 per cent of the QSR industry's revenues). Interestingly, on an average, a tier I middle class household spends about Rs 3,700 per annum for eating at QSRs. This roughly equates to about 12 pizzas per household per annum. However, the next phase of growth will revolve around tier II cities. Annual spends on QSRs by middle-class households in these areas are expected to surge by 150 per cent to Rs 3,750 per annum over the next three years. In comparison, annual spends in tier I cities are expected to increase by more than 60 per cent to about Rs 6,000 by 2015-16.

3. Rising disposable Income

Strong growth in per-capita income has resulted in greater demand for food items. Incomes have risen at a brisk pace in India and will continue rising given the country's strong economic growth prospects. Nominal per capita income is estimated (IMF) to have recorded a CAGR of 9.0 per cent over 2000-13. (Source: IBEF Report March 2014)

4. New outlets to largely aid growth in QSR market

Growth in the Indian QSR industry is expected to be largely driven by new outlets. Outlet additions are expected to continue to grow at an average annual rate of 16-18 per cent. The remaining 8-10 per cent growth is expected to come through an increase in same store sales. Of the total store additions, we believe that 40-45 per cent will take place in tier II and tier III cities. Currently these markets account for just 25 per cent of total outlets. For large, established players who already have a sizeable presence in tier I cities, tier II and tier III markets are expected to account for roughly 70 per cent of store additions over the next three years. Large players have already established a strong brand and are better-placed to take advantage of the lower lease rentals and limited competition that smaller cities offer. On the other hand, new entrants and relatively new Indian QSR brands are expected to focus more on larger cities and consolidate operations in a single region before moving on to newer markets. (Source: CRISIL Report September 2013)

5. Increase in number of working women force

India has experienced rapid economic growth, structural shifts in the economy, increase in educational attainment levels, and rapid urbanization in the last twenty five years and with increase of such working women population there is now a greater scope than ever before for the food business. In the Urban market the demand for Pizza is there because of the quick preparation and delivery.

Challenges faced

1. Inadequate Infrastructure and Supply Chain

The non-availability of such core infrastructure as high-tech controlled production facilities, grading and packaging units, cold chain logistics, warehousing and integrated processing units, besides an inefficient supply chain, poor

transportation, and erratic power supply, are major concerns across the food value chain. The lack of specialized distribution companies for perishable produce and processed food products is another problem that the sector urgently needs to address.

2. Food regulations

The Indian food and processing industry is governed by multiple legislations. Dealing with an array of food laws and governing bodies is also a challenge. The Government of India has a single regulatory body and an integrated food law the Food Safety and Standards Authority of India (FSSAI) set up under the Food Safety and Standards Act, 2006.

3. Lack of processable produce and irregular supply

Indian agriculture is still dominated by the practice of production driven market supply instead of market driven production, which leads to inconsistency in quality of produce and supply. There is a need to focus on processable variety of produce with a round-the-year supply.

4. Licensing requirements and antiquated laws

The number of licenses required to operate a food service store is a significant roadblock. There are at least 10 basic licenses such as a municipal license, Pollution Control Board approvals, license under the Prevention of Food Adulteration Act, 1954 which may vary from state to state. In addition, the duration of these licenses vary from one to three years. Additionally, food laws made in 1955 to control adulteration still exist as benchmarks. There is also a lack of clarity in excise laws.

5. High price of real estate

The success of a food service store or restaurants depends on the location. Real estate space is limited and is characterised by high rentals which impacts the food service sector.

6. Shortage of skilled and semi-skilled manpower

There is a lack of skilled and semi-skilled manpower in the food servicing industry. The industry is highly labour intensive, with requirements for trained chefs, managerial staff and other support staff. There are very few institutes catering to any of these requirements and as of now, the industry sourcing its employees from the same pool as the retail industry.

Investments:

The evolving Indian food industry has seen quite a few investments in the recent past. Investments have been observed both within the country and also by private Indian firms abroad. Some of the notable investments are as follows:

- Café Coffee Day (CCD), in a bid to expand its market in India, plans to add 150 cafes and 120 more Xpress outlets across the country in FY 15.
- Food Bazaar plans to tap the under-branded food and beverages space in the Indian domestic market with the help of private labels to offer more choice to consumers.
- Everstone Capital has picked up 51 per cent stake in Domino's Pizza's Indonesian local franchise, PT Dom Pizza, for US\$ 20 million.
- Bisleri International has opened its first overseas production unit in Bangladesh's capital Dhaka under a franchise agreement with local firm Chittagong Fashion. The facility has a production capacity of 6,000,000 bottles per month.

(Source: <http://www.ibef.org/industry/indian-food-industry.aspx>)



SECTION I – BUSINESS

DESCRIPTION OF OUR BUSINESS AND OPERATION

Neo Politan Pizza Limited (NPPL) is a Quick Service Restaurant (QSR) established in February 2012 by a visionary Indo Canadian entrepreneur Mr. Mukund Purohit. Our Promoter, Mr. Mukund Purohit, with his experience for spotting niche opportunity, identified great potential in establishing an Italian food eatery in town of Vadodara. NPPL is one of the fastest growing vegetarian Italian meal chain in India.

It has suitable Italian meals for all age-groups and offers 18 types of salads, three types of pizzas, two types of soups at just Rs 149 per person. 'Neo Politan Pizza' outlets are planned with a trendy design and ambience that suits everyone perfectly, be it a group of youngsters or family with children for dining experience.

Our Competitive Strengths

Our business is characterized by the following key strengths:

Vegetarian Italian Food

Neo Politan has a unique and one of its kind business model in India. It offers fresh and mouth smacking vegetarian Italian food. The menu comprises of a wide choice of Soup, Exotic Salads, freshly baked Bread, Pasta, Hand Tossed Pizza and Dessert.

Unlimited Buffet

Its unique selling proposition is unlimited buffet Italian meal, offered at very attractive prices. The unlimited meal ranges from salads to desserts with choice of soft drinks, making it a value proposition for customers. It also offers Jain (Italian) food. Offers meal at a fixed reasonable price point which gives it a strong competitive advantage over peer Pizza chains.

Franchisee Business Model

NPPL has adopted a franchisee focused business model to grow brand presence and market penetration more rapidly with lower capital investment. In 2 years, they have created 16 franchisees. NPPL's franchisee model success is attributed to their sound and productive relationship along with transparent 'win-win' sharing of economics. Franchisee business model has enhanced the financial robustness with consistent and sustainable returns through its royalty income.

Employee empowerment

We strongly believe that our employees are one of the key factors for our growth. We value the individuality of our employees and our customers, which we believe results in a management, operations and training philosophy distinct from that of our competitors. Our employees act as our most critical link to our customers, and we seek to develop the employee skills that will enhance their work experience by providing continuous training, as well as providing appropriate rewards and recognitions to them.

Effective site selection and project management

One of the important factors of our continued growth has been our ability to open and operate most of our new stores profitably. Therefore, we need to ensure that we conduct a financial and operational analysis of a proposed new location. Once such a location is identified, we move as quickly as possible to opening. We have a robust store selection process that takes into consideration various factors such as location visibility, presence of competition, household count as well as presence of corporate and other institutions that would enable us operate these pizza stores in a profitable manner. We also conduct a return-on-investment analysis based on projected sales and profitability to determine the financial feasibility of the store.



Core Growth Strategy for next 3 years

- Growing presence of Neopolitan by opening new stores in tier I and II cities PAN India through a combination of owned & franchised system.
- Increasing in same store profitability & growth by developing robust home delivery system.
- Attracting and retaining new and existing customers by maintaining affordable price point, innovating new tastes and offering an enjoyable dining experience.
- Increasing store level profitability through costs optimisation, stronger controls, robust systems and focused management.
- Creating a strong brand through quality food services, value for money proposition and value based marketing.
- Developing and retaining talents to build effective teams to support overall growth strategy of Neo Politan by starting Neo Hotel Management Institute.
- Developing a strong centralized supply chain function to supply standard quality products to all its outlets and bring in economies of scale.
- Obtain dual benefit by preparing food with in house grown organic vegetables to enhance the food quality and health benefits of consumption; and at the same time reduce costs substantially.

Competition

The global restaurant industry has been forecast to reach a value of \$2.1 trillion by 2015, driven by increasing preference for eating out and waxing demand for take away foods among modern time crunched consumers. Robust growth in the number of franchise restaurants, especially exotic fast food restaurants, cafés and snack bars will translate into increased revenues in the industry in the upcoming years. Franchising of restaurants, food joints, and even food products and ingredients has helped boost overall growth in the global restaurant industry in recent years. The world fast-food industry is expected to generate almost \$240 billion in 2014, representing a 19% increase over five years. The market is predicted to reach a volume of almost 249 billion transactions in 2014. Quick-service restaurants (QSR) represent the leading market segment, with 71% of overall market value. The Americas represent almost half of the global market share. Fast food restaurants represent one of the largest segments of the food industry with over 200,000 restaurants and \$120B in sales in the U.S. alone.

Franchisee

- Its first owned store was opened in Vadodara, Gujarat in Feb 2012 and has now successfully expanded to 24 stores:
 - Eight owned stores
 - Sixteen franchisee stores
- NPPL has a strong brand presence in western India, particularly in Gujarat resulting in consistent growth in its turnover.
- NPPL has good long term growth potential and looks forward to expand PAN India.
- Below is a map of India showing the cities in which we operate our pizza stores as of March 31, 2014.



- Neo Politan further plans to make their presence felt in western India by opening franchisee stores in Pune, Rajasthan & Goa.

Concessions:

We have not entered in to any concession agreement.

Research & Development:

We have not incurred any amount during the last three fiscal years on company sponsored research and development activities.



Intellectual Property

A. Trademark – Our Company has applied for registration of Trademark

B. Licenses:

i. Approvals/ Licenses/Permissions Procured to conduct our Business:

Sr. No	Nature of Registration/License	Registration/License No.	Issuing Authority	Date of Issue	Date of Expiry
1	Certificate of Incorporation	U24123GJ2011PTC063940	Registrar of Companies, Ahmedabad	February 05, 2011	Perpetual
2	Fresh Certificate of Incorporation consequent upon change of name to Neopolitan Pizza Private Limited	U24123GJ2011PTC063940	Registrar of Companies, Ahmedabad	June 19, 2012	Perpetual
3	Permanent Account No	AACCJ5322P	Income Tax Department	October 16, 2012	Perpetual
4.	Tax Deduction Account No	BRDN02077F	Income Tax Department	-	Perpetual
5.	Service Tax Registration	AACCJ5322PSD002	Central Board of Excise and Customs	April 18, 2013	Perpetual

ii. Approvals in relation to our stores

We have obtained several approvals, licences and permissions from various government departments and governmental agencies and other authorities in relation to our business of operating franchisee stores for making and delivering food items including pizzas and calzones. These approvals pertain to the operation of 8 stores as of August 31, 2014.

I. Food Safety and Standards Act, 2006

Sr. No	Address of Store	License No.	Valid upto
1.	Shop No-4/5/9/10/11/12, Hexzone Arcade, Near Jayaben Modi Hospital, Valiya Road, Ankleshwar.	10714007000639	June 10, 2016
2.	3 rd Floor, Center Square Mall, Near Genda Circle, Wadi Wadi, Vadodara.	10714032000084	April 16, 2019
3.	Shop No-4/5/6, Amar Complex, Near Nagalpura Highway, Mehsana	10714014000743	August 07, 2019
4.	Procube Complex, Chhani Road, Nr. Reliance Digital, B/H S.T Depot, Nizampura, Vadodara 390011	10712032000654	August 27, 2017
5.	G-1, P.G Square, Nr Tube Company Old Padra Road, Vadodara – 390020. Gujarat	10713032001048	January 28, 2018
6	1st Floor, Jupiter Atrium, Beside Rivera Wave, Nana Mouva, Kalawad Road, Rajkot.	10714030000023	March 12, 2019

II. The Bombay Shops and Establishments Act, 1948

Sr. No	Address of Store	Registration No.	Date of Certificate
1.	3rd Floor, Center Square Mall, Near Genda Circle, Wadi Wadi, Vadodara.	D-35/964	January 06, 2014
2.	Procube Complex, Chhani Road, Nr. Reliance Digital, B/H S.T Depot, Nizampura, Vadodara – 390011	D-35/857	November 06, 2012

Sources and Availability of Raw Material

The Company has a policy to obtaining their inventory/raw material from such geographies in which outlets are located. There is no specific arrangement we entered with any company.



Working Capital:

As on March 31, 2013, our working capital comprised of followings:

Particulars	(In Rupees)
	Financial Year 2013-14
Inventories	1,252,455.00
Cash and Bank Balance	2,094,101.27
Trade Receivables	2,108,627.73
Short- term Loans & Advances	3,546,034.00
Other Current Assets	0.00
Total (A)	9,001,218.00
Less:	
Trade Payables	7,812,176.95
Short- term borrowings	0.00
Short –term provisions	351,830.00
Other Current Liabilities	3,822,484.05
Total (B)	11,986,491.00
Net Working Capital (A) – (B)	(-2,985,273.00)

[Our working capital requirements are mostly funded through own funds as well as Inter Corporate Deposits.]



FINANCIAL INFORMATION

INDEPENDENT AUDITOR'S REPORT

THE SHAREHOLDERS

NEOPOLITAN PIZZA PRIVATE LIMITED

34/A, KAILASH PARK SOCIETY
OLD PADRA ROAD,
VADODARA

Report on the Financial Statements

We have audited the accompanying financial statements of Neoplitan Pizza Private Limited, (“the company”) which comprise the Balance Sheet as at 31/03/2014, and the Statement of Profit and Loss for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management 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 and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards notified under the Companies Act, 1956 read with General Circular 15/2013 dated 13 September 2013, issued by the Ministry of Corporate Affairs, in respect of Section 133 of the Companies Act, 2013.

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.

Auditor's 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 misstatement.

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, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. 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.

ANNEXURE TO AUDITORS REPORT

(Referred to paragraph 1 of our report of even date of accounts of Neopolitan Pizza Private Limited, as at 31st March 2014)

1. The Company has maintained proper records showing full particulars including quantitative details and the situation of the fixed assets.
2. The Company has regular programs of verification of all fixed assets over a period of three years, which in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
3. In our opinion and according to the information and explanations provided by the management, no substantial part of fixed asset has been disposed during the year.
4. The inventory has been physically verified during the year by the management. In our opinion, Frequency of verification is reasonable.
5. The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
6. On the basis of our examination of the records of the company, we are of the opinion that the company is maintaining proper records of inventory. The discrepancies noticed on physical verification were not material.
7. The company has taken unsecured loans from Five parties covered in the register maintained under section 189 of the companies act and amount involved in such transactions is Rs. 8,194,543.15 (Maximum Amount Rs. 12,065,431.15/-) as on 31st March 2014.
8. In our opinion, the rate of interest and other terms and conditions of loans taken by the company from parties covered in the resister maintained under section 189 of the companies act, are not prima facie, prejudicial to the interest of the company.
9. The company is regular in payment of the principal amount and interest on loans taken from parties covered in the register maintained under section 189 of the Companies Act, 2013.
10. There are no overdue amounts in respect of loans taken from parties covered in the register maintained under section 189 of the Companies Act, 2013.
11. The company has not given unsecured loans as listed in the Register maintained under section 189 of the Companies Act, 2013 or to companies under the same management.
12. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business, with regard to purchase of inventory and fixed assets and with regard to sale of goods. During the course of our audit, no major weaknesses have been noticed in the internal control system.
13. Based on audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that the transactions that need to be entered in to a register in pursuance of section 189 of the companies act has been so entered.
14. In our opinion and according to the information and explanations given to us the transactions made in pursuance of contracts or arrangements entered in the registers maintained under section 189 and

exceeding the value of Rs. 5.00 lacs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.

15. The Company has not accepted any deposit as defined in Section 73 of the Companies Act 2013; hence reporting under this clause is not required.
16. We are informed that the Central Government has not prescribed the maintenance of cost record under Section 128 of the Companies Act 2013 in respect of production of the company.
17. According to the records of the Company, the company is generally regular in depositing undisputed statutory dues including Income Tax, Sales Tax, Wealth Tax, Custom Duty, Excise Duty, Cess and any other dues with the appropriate authorities.
18. Based on the audit procedures applied by us and according to the information and explanations given to us, no undisputed statutory dues are outstanding as at 31st March 2014 for a period of more than six months.
19. As informed by the management the company has not paid any taxes under dispute.
20. The Company does not have accumulated losses at the end of the financial year. The company has not incurred cash losses during the financial year covered by our audit and immediately preceding financial year.
21. Based on our audit procedures and on the basis of information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of dues to any financial institution or bank or debenture holders.
22. The company has not granted loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
23. The company has not given any guarantee for loans taken by others from bank or financial institutions.
24. The term loans are applied for the purpose for which these loans were obtained.
25. The funds raised during the year on short-term basis have not been used for long-term investment. Similarly, funds raised during the year on long-term basis have not been used for short-term investment.
26. The company has made preferential allotment of shares to the following two parties and covered in the register maintained under section 189 of the act. The price at which shares are issued are not prejudicial to the interest of the company. The names of the parties and their relation is mentioned below:

Sr. No.	Name	Relation as covered u/s 189	No. of shares issued (Nos)	Remarks
a.	Mr. Mukund Purohit	Director	2,00,000	Shares of Face value Rs. 10/- each issued at par.
b.	Mrs. Arti Purohit	Director	40,000	Shares of Face value Rs. 10/- each issued at par.

27. The company has not issued any debentures during the year.
28. The company has not raised money by public issue.

29. Based on the audit procedures performed and information and explanations given to us, we report that no fraud on or by the company has been noticed or reported during the year.
30. In view of operations of the company and nature of its business, clauses (xiii) and (xiv) of companies (Auditors Report) order 2003 are not applicable to the company.

For Prakash Chandra Jain & Co
Chartered Accountants

Sd/-
D.C.Jain
Partner
M. No. 41235
FRN: 0248C

Place: Vadodara
Date: 01/09/2014

Balance Sheet As On 31st March, 2014

Particulars		Note No.	As at 31 st March, 2014	As at 31st March, 2013
A	EQUITY AND LIABILITIES			
1	Shareholders' funds			
	(a) Share Capital	1	2,500,000.00	100,000.00
	(b) Reserves and surplus	2	1,844,777.46	37,053.81
	(c) Money received against share warrants		0.00	0.00
2	Share application money pending allotment			
3	Non-current liabilities			
	(a) Long-term borrowings	3	9,971,109.32	4,293,394.68
	(b) Deferred tax liabilities (net)	32	327,531.90	122,116.52
	(c) Other long-term liabilities	4	0.00	1,609,200.00
	(d) Long-term provisions	5	0.00	0.00
4	Current Liabilities			
	(a) Short Term Borrowings	6	0.00	0.00
	(b) Trade payables	7	7,812,176.95	1,149,406.00
	(c) Other current liabilities	8	3,822,484.05	2,017,908.37
	(d) Short-term provisions	9	351,830.00	36,835.00
	TOTAL		26,629,909.69	9,365,914.38
B	ASSETS			
1	Non-current assets			
	a) Fixed assets			
	i. Tangible assets	10	15,427,556.79	6,789,682.58
	ii. Intangible assets	11	28,232.89	133,910.19
	iii. Capital work-in-progress	12	0.00	0.00
	iv. Intangible assets under development		0.00	0.00
	b) Non-current investments	13	0.00	0.00
	c) Deferred tax assets (net)	32	0.00	0.00
	d) Long-term loans and advances	14	2,172,902.00	800,000.00
	e) Other non-current assets	15	0.00	0.00
2	Current assets			
	a) Current investments - Share Application	16	0.00	0.00
	b) Inventories	17	1,252,455.00	486,528.00
	c) Trade receivables	18	2,108,627.73	233,708.25
	d) Cash and cash equivalents	19	2,094,101.27	792,264.36
	e) Short-term loans and advances	20	3,546,034.00	129,821.00
	f) Other current assets	21	0.00	0.00
	TOTAL		26,629,909.69	9,365,914.38
C.	Contingent Liabilities	31	0.00	0.00

Statement of Profit and Loss for the year ended 31st March, 2014

Sr. No.	Particulars	Note No.	As at March 31, 2014	As at March 31, 2013
I.	Revenue From Operations			
	Revenue From Operations (Gross)	22	41,081,590.06	17,115,043.07
	Less: Service Tax		1,410,701.60	663,146.00
	Revenue From Operations(Net)		39,670,888.46	16,451,897.07
II.	Other Income	23	68,681.00	835,806.29
III.	Total Revenue (I+II)		39,739,569.46	17,287,703.36
IV.	Expenses			
	(a) Cost of Material Consumed	24	18,656,896.55	9,253,981.00
	(b) Purchases of Stock in Trade	25	0.00	0.00
	(c) Changes in Inventories of Finished Goods, Work-In-Progress and Stock in Trade	26	(765,927.00)	(486,528.00)
	(d) Employee Benefit Expense	27	6,164,514.00	2,348,411.50
	(e) Financial Cost	28	112,937.97	85,442.19
	(f) Depreciation & Amortization Expense	10 & 11	1,027,442.09	440,075.38
	(g) Other Expenses	29	12,023,489.81	5,449,680.96
	Total Expenses		37,219,353.42	17,091,063.03
V.	Profit before Exceptional and Extraordinary Items and Tax (III-IV)		2,520,216.04	196,640.33
VI.	Exceptional Items			
	(a) Prior Period Items (Net)	30	0.00	0.00
	(b) Other Exceptional Items		0.00	0.00
VII.	Profit before Extraordinary Items and Tax (V-VI)		2,520,216.04	196,640.33
VIII.	Extraordinary Items		0.00	0.00
IX.	Profit before Tax (VII-VIII)		2,520,216.04	196,640.33
X.	Tax Expense			
	(a) Current Tax (Net of MAT Credit)		507,077.00	37,470.00
	(b) Deferred Tax	32	205,415.38	122,116.52
	Total Tax Expense		712,492.38	159,586.52
XI.	Profit (Loss) for the Period 2013-2014 (XI -X)		1,807,723.65	37,053.81
XII.	Earning Per Equity Share:			
	(a) Basic		75.93	3.71
	(b) Diluted			

Notes Accompanying the Balance Sheet

Note 1: Share capital

(Disclosure pursuant to Note no. 6(A) (a, b, & c) of Part I of Schedule III to the Companies Act, 2013)

Particulars	As at March 31, 2014	As at March 31, 2013
Equity share capital		
Authorised:		
600,000 equity shares of Rs. 10/- each	6,000,000.00	500,000.00
Total	6,000,000.00	500,000.00
Issued, Subscribed & Fully Paid-up		
250,000 equity shares of Rs. 10/- each	2,500,000.00	100,000.00
Total	2,500,000.00	100,000.00

Reconciliation of the number of equity shares:

(Disclosure pursuant to Note No. 6(A) (d) of Schedule III to the Companies Act, 2013)

Particulars	As at March 31, 2014		As at March 31, 2014	
	Number	Amount (Rs.)	Number	Amount (Rs.)
Shares outstanding at the beginning of the period	10,000	100,000.00	10,000	100,000.00
Addition:	240,000	2,400,000.00	-	-
Shares outstanding at the end of the period	250,000	2,500,000.00	10,000	100,000.00

List of shareholders holding more than 5% of total number of shares issued by the Company

(Disclosure pursuant to Note No. 6(A) (g) of Schedule III to the Companies Act, 2013)

Sr. No.	Name of Share holder	As at March 31, 2014		As at March 31, 2014	
		No. of share held	% of shares held	No. of share held	% of shares held
1	MukundPurohit	209,900	83.96	9,900	99.00
2	ArtiPurohit	40,000	16.00	0	0.00
	Total	249,900	99.96	9,900	99.00

Note 2: Reserves and surplus

(Disclosure pursuant to Note no. 6 (B) (i) of Part I of Schedule III to the Companies Act, 2013)

Particulars	As at March 31, 2014	As at March 31, 2013
(a) Capital Reserve	0.00	0.00
(b) General Reserve	0.00	0.00
(c) Balance in Profit & Loss Account	1,844,777.46	37,053.81
Total	1,844,777.46	37,053.81

Balance in Profit & Loss Account

(Disclosure pursuant to Note no. 6(B) of Part I of Schedule III to the Companies Act, 2013)

Particulars	As at March 31, 2014	As at March 31, 2013
Opening Balance	37,053.81	0.00
Add: Net Profit/(Loss) forthe Current Year	1,807,723.65	37,053.81
Add: Transfer from Reserves	0.00	0.00
Less: Transfer to Reserves	0.00	0.00

Closing Balance	1,844,777.46	37,053.81
Total	1,844,777.46	37,053.81

Note 3: Long-term borrowings

(Disclosure pursuant to Note no. 6(C) of Part I of Schedule III to the Companies Act, 2013)

Sr. No.	Particulars	As at 31 st March, 2014	As at 31 st March, 2013
1	Secured:		
		-	-
a)	Term Loans from Bank:		
		-	-
	Car Loan HDFC Bank (HDFC auto loan of Rs.630,000/- , repayable in 60EMI of Rs.13,545/- at Rate of interest of 10.50%)	376,566.17	492,791.53
	Total	376,566.17	492,791.53
2	Unsecured:		
a)	Loans from Directors:		
	Arti Purohit	86,540.00	0.00
	Mukund Purohit	905,845.00	1,112,156.00
b)	Loans from Related Parties:		
	Gujarat Synergy Private Limited	8,102,158.15	1,788,447.15
c)	Loans from others:		
	Mukesh Patel	0.00	900,000.00
	Purvi H Vyas	500,000.00	0.00
	Total	9,971,109.32	4,293,394.68

Note. 4 Other Long-term Liabilities

(Disclosure pursuant to Note no. 6 (D) of Part I of Schedule III to the Companies Act, 2013)

Sr. No.	Particulars	As at 31 st March, 2014	As at 31 st March, 2013
1	Franchisee Fee Deposit:		
a.	Received in 2012-13	0.00	1,609,200.00
	Total	0.00	1,609,200.00

Note. 5 Long-term Provisions

(Disclosure pursuant to Note no. 6 (E) of Part I of Schedule III to the Companies Act, 2013)

Particulars	As at 31 st March, 2014	As at 31 st March, 2013
Total	0.00	0.00

Note. 6 Short Term Borrowings

(Disclosure pursuant to Note no. 6 (F) of Part I of Schedule III to the Companies Act, 2013)

Particulars	As at 31 st March, 2014	As at 31 st March, 2013
Total	0.00	0.00

Note. 7 Trade Payables

Sr. No	Particulars	As at 31 st March, 2014	As at 31 st March, 2013
1	Trade Payables for Materials/ Supplies:		

Aakash Marketing	27,070.00	0.00
AbhilashPlasat Pvt ltd	38,237.00	0.00
Afsarkhan	0.00	4,375.00
Akshar Prints	823,449.00	0.00
Amardeep designs P Ltd	0.00	0.00
Ambica Maketing	0.00	30,462.00
Associated Broadcasting Services P Ltd	19,230.00	0.00
Best Practice Wash Room Pvt Ltd	0.00	77,997.00
Bhanu enterprise	23,000.00	0.00
Bhanu Ice and Party Shop	0.00	11,010.00
Blue Dot Systems P Ltd	46,640.06	0.00
Chitra publicity	119,615.00	0.00
Creditor For Ankleshwar	161,993.00	0.00
Creditor For Central Square Mall	885,742.00	0.00
Creditors for Express &Frenky	994,430.00	0.00
Creditors For Mehsana	130,159.00	0.00
Creditors For Nizampura	378,748.95	0.00
Creditors For Old Padra Road	687,293.00	0.00
Creditors For Rajkot	753,986.00	0.00
Creditors For Surat	260,756.00	0.00
Friends Electrical	8,280.00	0.00
Hasmukhlal Jayantilal and Co	0.00	304,186.00
Heena Advertising	98,559.00	0.00
Higot Systems P Ltd	50,000.00	0.00
Hindustan Cocacola Beverages Pvt Ltd	0.00	37,976.00
Insight Associates	16,000.00	0.00
Jalaram Engg Works	115,376.00	0.00
Jalaram Pest Control Services	0.00	1,800.00
Jay Jalaram Chemicals	0.00	6,005.00
Kanan Enterprises	0.00	3,030.00
Karnavati Agro Product	0.00	3,645.00
Kashar Battries	35,000.00	0.00
Kaushik Outdoor Publicity P Ltd	12,720.00	116,300.00
Kaushik Outdoor Publicity P Ltd	0.00	0.00
L N Foods	0.00	1,155.00
MaaBhagwati Trading Company	0.00	48,232.00
Maa Enterprise	0.00	9,230.00
Manoj R Vyas	17,000.00	0.00
Mayur Enterprise	0.00	2,400.00
Mid Plaza	66,700.00	0.00
Modi Enterprise	0.00	22,616.00
Music Broadcast P Ltd	370,319.07	0.00
Om Printers	20,034.72	0.00
Orange Enterprise	6,222.00	0.00
Pramukh Paper Products P Ltd	189,000.00	0.00
Quick Pest Contyrollers	0.00	3,200.00
Radeshyam Agenices	34,836.45	4,798.00
Royal Electricals	52,000.00	0.00
Rudra Electrical	123,457.00	0.00
Rudra Gas Agency	148,746.50	0.00
Sai Gas Agency	0.00	21,735.00
Saileshbhai Agrawal	0.00	46,720.00
Shailesh K Mistry	14,715.00	0.00
Shashwat Comm	271,207.00	0.00
Shisha Auto	135,845.00	0.00
Shree Arbuda Ice and Cold Storage	0.00	479.00

	Shree Bajrang Provision Store	0.00	127,386.00
	Shree Rajlaxmi Vegetables	91,202.20	0.00
	Shreeji Enterprise	0.00	46,410.00
	Shreeji Marketing	0.00	11,061.00
	Smit Enterprise	11,389.00	0.00
	South Asia FM Ltd	19,154.00	0.00
	Sujal advertisers P Ltd	510,019.00	0.00
	Swar Mukhwas	4,720.00	0.00
	Swar Mukhwas	0.00	2,340.00
	Vijay	0.00	7,955.00
2	Trade Payables for Expenses:		
	Krishnaraj	0.00	124,345.00
	Prakash Chandra Jain and Co	39,326.00	11,236.00
	Shashvat Comm	0.00	43,322.00
	Shilpa H Soni	0.00	18,000.00
	Total	7,812,176.95	1,149,406.00

Note. 8 Other Current Liabilities

(Disclosure pursuant to Note no. 6 (G) of Part I of Schedule III to the Companies Act, 2013)

Sr. No	Particulars	As at 31 st March, 2014	As at 31 st March, 2013
(i)	Current Maturities of Long Term Debts		
a.	Car Loan HDFC Bank	116,225.00	104,680.00
(ii)	Statutory Dues		
a.	Service Tax Payable	1,259,565.79	428,017.37
b.	TDS Payable	401,236.00	205,665.00
c.	VAT Payable	872,655.00	663,146.00
(iii)	Salary Payable to Director		
a.	Arti Purohit		
(iv)	Franchisee Deposit		
a.	Received in 2012-13	0.00	536,400.00
(v)	Advance Given to Suppliers:		
a.	A V Enterprise	308,150.26	0.00
b.	Flexituff Industries Pvt. Ltd.	864,652.00	0.00
	Total	3,822,484.05	2,017,908.37

Note. 9 Short-Term Provisions

(Disclosure pursuant to Note no. 6 (H) of Part I of Schedule III to the Companies Act, 2013)

Sr. No	Particulars	As at 31 st March, 2014	As at 31 st March, 2013
(i)	Provision of Employee's Benefits:		
a.	Salary Payable	100,000.00	0.00
(ii)	Others:		
	Provisions for Outstanding Liabilities for Purchase & Expenses:	0.00	0.00
a.	Expenses Payable	0.00	8,745.00
b.	Audit fees Payable	56,180.00	28,090.00
	Total	156,180.00	36,835.00
c.	Provisions for Tax	507,077.00	0.00
	Less: TDS for A.Y. 2014-15	(311,427.00)	0.00
	Total	351,830.00	36,835.00

Note. 10 Tangible Asset

Sr. No.	Particulars	Rate	Gross Block				Depreciation				Net Block	
			Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Value at the end	WDV as on 31.03.2014	WDV as on 31.03.2013
1	Air Conditioner	13.91%	133,200.00	477,793.00	0.00	610,993.00	2,343.66	26,027.90	-	28,371.56	582,621.44	130,856.34
2	Car - Mahindra	9.50%	732,580.00	0.00	0.00	732,580.00	27,075.35	69,595.10	-	96,670.45	635,909.55	705,504.65
3	Computer	16.21%	103,485.00	343,000.06	0.00	446,485.06	9,549.96	44,108.60	-	53,658.56	392,826.50	93,935.04
4	Furniture	9.50%	2,332,297.15	5,436,302.50	0.00	7,768,599.65	166,688.04	413,016.40	-	579,704.44	7,188,895.21	2,165,609.11
6	Kitchen Equipments	9.50%	3,915,982.00	3,199,825.75	0.00	7,115,807.75	222,204.55	461,438.62	-	683,643.17	6,432,164.58	3,693,777.45
7	Bike	9.50%	0.00	188,845.00	0.00	188,845.00	0.00	1,916.91	-	1,916.91	186,928.09	0.00
8	Mobile	9.50%	0.00	8,300.00	0.00	8,300.00	0.00	88.57	-	88.57	8,211.43	0.00
	Total		7,217,544.15	9,654,066.31	0.00	16,871,610.46	427,861.57	1,016,192.09	0.00	1,444,053.67	15,427,556.79	6,789,682.58

Note. 11 Intangible Asset

Sr. No.	Particulars	Rate	Gross Block				Amortization				Net Block	
			Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Value at the end	WDV as on 31.03.2014	WDV as on 31.03.2013
1	Software	25.00%	45,000.00	0.00	-	45,000.00	5,517.12	11,250.00	0.00	16,767.12	28,232.89	39,482.88
2	ISO Certification	25.00%	101,124.00	0.00	101,124.00	0.00	6,696.69	0.00	6,696.69	0.00	(0.00)	94,427.31
	Total		146,124.00	0.00	101,124.00	45,000.00	12,213.81	11,250.00	6,696.69	16,767.12	28,232.89	133,910.19

Note 12: Capital Work-in-Progress

Sr. No	Particulars	As at 31 st March, 2014	As at 31 st March, 2013
(a)	Expenditure On New Projects	0.00	0.00
(b)	Capital Work-In-Progress	0.00	0.00
	Total	0.00	0.00

Note. 13 Non-Current Investment

(Disclosure pursuant to Note no. K (i) of Part I of Schedule III to the Companies Act, 2013)

Particulars	As at 31 st March, 2014	As at 31 st March, 2013
Total	0.00	0.00

Note. 14 Long Term Loans & Advances

(Disclosure pursuant to Note no. L (i), (ii),(iii) of Part I of Schedule III to the Companies Act, 2013)

Sr. No	Particulars	As at 31 st March, 2014	As at 31 st March, 2013
1	Security Deposit:		
	Advance Rent Centralised Kitchen	40,000.00	0.00
	Deposit for Staff Residense	109,000.00	52,000.00
	Fridge Deposit	10,202.00	0.00
	Security Deposit For Mehsana	27,000.00	0.00
	Security Deposit Ankleshwar	224,000.00	0.00
	Security Deposit CSM	200,000.00	0.00
	Security Deposit For Fatehgunj Express	180,000.00	0.00
	Security Deposit For Franky	197,200.00	0.00
	Security Deposit for Gandhingar Outlet	0.00	170,000.00
	Security Deposit For KareliBaugFrenky	37,500.00	0.00
	Security Deposit for Nizampura Outlet	243,000.00	243,000.00
	Security Deposit for Office	30,000.00	30,000.00
	Security Deposit for Old Padra Outlet	300,000.00	270,000.00
	Security Deposit For Rajkot	565,000.00	0.00
	VAT	0.00	25,000.00
	VAT Deposit	10,000.00	10,000.00
	Total	2,172,902.00	800,000.00

Note. 15 Other Non-Current Assets

(Disclosure pursuant to Note no. M (i), (ii),(iii) of Part I of Schedule III to the Companies Act, 2013)

Particulars	As at 31 st March, 2014	As at 31 st March, 2013
Total	0.00	0.00

Note. 16 Current Investments

Particulars	As at 31 st March, 2014	As at 31 st March, 2013
Total	0.00	0.00

Note. 17 Inventories

(Disclosure pursuant to Note no. O (i), (ii) and (iii) of Part I of Schedule III to the Companies Act, 2013)

Particulars		As at 31 st March, 2014	As at 31 st March, 2013
1	Raw Materials	1,252,455.00	486,528.00
	Total	1,252,455.00	486,528.00

Note. 18 Trade Receivables

(Disclosure pursuant to Note no. P (i), (ii), (iii) and (iv) of Part I of Schedule III to the Companies Act, 2013)

Sr. No	Particulars	As at 31 st March, 2014	As at 31 st March, 2013
1	Unsecured (Considered Good)		
	Ambakrupa Enterprise	38,476.25	22,084.25
	Ashtavinayak Enterprise	257,646.00	0.00
	Delfoo	1,975.00	0.00
	DharminVyas	1,055,714.00	0.00
	Dr Sharman Shah	26,079.00	0.00
	Gajjar Enterprise	40,415.00	0.00
	Gayatri Enterprise	124,686.00	0.00
	HimeshVyas	216,246.00	116,656.00
	M B & Sons Food	60,562.00	38,333.00
	Om Pizza Enterprise	52,111.00	0.00
	Shiv Enterprise	125,768.00	0.00
	Ticket Restaurant	20,501.48	0.00
	Vraj Enterprise	88,448.00	56,635.00
	Total	2,108,627.73	233,708.25
2	Unsecured (Considered Doubtful)		
	Total	0.00	0.00
less:	Provision for Doubtful Debts	0.00	0.00
	Total	2,108,627.73	233,708.25
	Outstanding less than six months	836,667.73	233,708.25
	Outstanding more than six months	1,271,960.00	0.00

Note. 19 Cash & Cash Equivalents

(Disclosure pursuant to Note no. Q (i), (ii), (iii), (iv) and (v) of Part I of Schedule III to the Companies Act, 2013)

Sr. No	Particulars	As at 31 st March, 2014	As at 31 st March, 2013
A	Cash & Cash Equivalents:		
(a)	Balance with Bank		
(i)	HDFC Bank Ltd	1,134,281.75	1,134,281.75
(ii)	HDFC Bank Ltd (NIZ)	0.00	0.00
(iii)	HDFC Bank Ltd (OPR)	0.00	0.00
(iv)	HDFC Bank Ltd-Frankie	7,776.00	7,776.00
(b)	Cash on Hand	952,043.52	215,059.00
	Total	2,094,101.27	792,264.36

Note. 20 Short-Term Loans & Advances

(Disclosure pursuant to Note no. R (i), (ii) and (iii) of Part I of Schedule VI to the Companies Act, 1956)

Sr. No	Particulars	As at 31 st March, 2014	As at 31 st March, 2013
1	Balance with Revenue Authorities:		
a.	TDS A.Y. 2013-14		40,304.00
	<u>LESS:</u> Provision for Income Tax A.Y. 2013-14	2,834.00	37,470.00
2	Advance paid to Suppliers:		
	Asit N Goswami	0.00	26,800.00
	Associated Broadcasting Co P Ltd	0.00	0.00
	Dax Communication	100,000.00	0.00
	Kirtikumar Maganlal Pandya	18,200.00	0.00
	Manoj kumar M Patel	0.00	97,200.00
	Music Broadcast Pvt Ltd	0.00	2,987.00
	Nirmala Lokchand Baheti	0.00	0.00
	Snehal Avasiya	175,000.00	0.00
3	Other Advances Recoverable:		
a.	Advance for Expenses	1,200,000.00	0.00
b.	Advance to Employees	2,050,000.00	0.00
	Total	3,546,034.00	129,821.00

Note. 21 Other Current Assets

(Disclosure pursuant to Note no. S of Part I of Schedule III to the Companies Act, 2013)

Particulars	As at 31 st March, 2014	As at 31 st March, 2013
Total	0.00	0.00

Note. 22 Revenue from Operations

(Disclosure pursuant to Note no. 2 A (a) of Part II of Schedule III to the Companies Act, 2013)

Sr. No	Particulars	As at 31 st March, 2014	As at 31 st March, 2013
1	Revenue Operations:		
a.	Gross Sales (Less Return)	31,743,297.06	16,578,643.07
b.	Franchisee Fees Income	5,745,600.00	536,400.00
c.	Royalty Sales	3,592,693.00	0.00
	<u>Less:</u> Service Tax	1,410,701.60	663,146.00
	Total	39,670,888.46	16,451,897.07

Note. 23 Other Income

(Disclosure pursuant to Note no. 4 of Part II of Schedule III to the Companies Act, 2013)

Sr. No	Particulars	As at 31 st March, 2014	As at 31 st March, 2013
1	Turnover Discount Received	68,681.00	975.00
2	Consultancy Fees	0.00	834,831.29
	Total	68,681.00	835,806.29

Note. 24 Cost of Materials Consumed

(Disclosure pursuant to Note no. 5 (ii) 1 of Part II of Schedule III to the Companies Act, 2013)

Sr. No	Particulars	As at 31 st March, 2014	As at 31 st March, 2013
1	Purchase of Raw Materials & Stores		
(a)	Raw Material Purchase	17,085,652.55	9,253,981.00
(b)	Miscellaneous Purchases	289,723.00	0.00
2	Production Expenses:		
(a)	VAT Expenses	1,267,871.00	0.00
(a)	Freight Exp.	13,650.00	0.00
	Total	18,656,896.55	9,253,981.00

Note. 25 Purchase of Stock-in-Trade

(Disclosure pursuant to Note no. 5 (ii) 2 of Part II of Schedule III to the Companies Act, 2013)

Particulars	As at 31 st March, 2014	As at 31 st March, 2013
Total	0.00	0.00

Note. 26 Change in Inventories of Finished Goods, Process Stock and Stock-in-Trade

Sr. No	Particulars	As at 31 st March, 2014	As at 31 st March, 2013
1	Closing Stock:		
(a)	Raw Material	1,252,455.00	486,528.00
	Sub- Total	1,252,455.00	486,528.00
	Less:		
2	Opening Stock:		
(a)	Raw Material	486,528.00	0.00
	Sub-Total	486,528.00	0.00
	Total	(765,927.00)	(486,528.00)

Note. 27 Employee Benefit Expenses

(Disclosure pursuant to Note no. 5 (i) (a) of Part II of Schedule III to the Companies Act, 2013)

Sr. No	Particulars	As at 31 st March, 2014	As at 31 st March, 2013
(a)	Salaries & Wages		
(i)	Salaries	5,592,074.00	1,660,926.00
(b)	Other Employee Benefits:		
(i)	Staff Uniform Expenses	92,440.00	207,485.50
	Total	5,684,514.00	1,868,411.50
(d)	Director's Remuneration	480,000.00	480,000.00
	Total	6,164,514.00	2,348,411.50

Note. 28 Finance Cost

(Disclosure pursuant to Note no. 3 (a), (b) and (c) of Part II of Schedule III to the Companies Act, 2013)

Sr. No	Particulars	As at 31 st March, 2014	As at 31 st March, 2013
1	Interest Expense:		

(i)	Interest on Car Loan	57,859.64	21,651.53
(ii)	Other Interest Costs	39,922.00	-
	Total	97,781.64	21,651.53
2	Other Borrowing Costs:		
(i)	Bank Charges	15,156.33	63,790.66
	Total	15,156.33	63,790.66
3	Gain or (Loss) due to Foreign Exchange Transaction / Translation	-	-
	Total	112,937.97	85,442.19

Note. 29 Other Expenses

(Disclosure pursuant to Note no. 5 (vi) of Part II of Schedule III to the Companies Act, 2013)

Sr. No	Particulars	As at 31 st March, 2014	As at 31 st March, 2013
1.	Advertisement Exp	5,005,537.65	575,883.00
2.	Audit Fees	56,180.00	28,090.00
3.	Brokerage	13,500.00	0.00
4.	Carting Charges	55,035.00	0.00
5.	Commission and Brokerage	140,000.00	0.00
6.	Consultancy Fees	15,500.00	90,032.00
7.	Display Graphics Exp	0.00	83,145.00
8.	Donation	100,000.00	0.00
9.	Electricity Expenses	883,621.00	668,793.00
10.	Gift Voucher Expenses	7,040.00	258.00
11.	House Keeping Expenses	0.00	459,290.00
12.	Insurance	21,645.00	78,786.00
13.	Legal Exp	40,700.00	17,500.00
14.	Misc Expenses	97,843.00	101,457.00
15.	Municipal taxes	73,342.00	89,765.00
16.	Office Exp	0.00	2,985.00
17.	Packing expenses	40,500.00	0.00
18.	Petrol and Diesel	0.00	70,593.00
19.	Preliminary Exp Written Off	0.00	108,250.82
20.	Printing and Stationary	482,243.72	132,847.14
21.	Rent Expenses (Outlet and Office)	3,435,432.00	2,180,992.00
22.	Repairs and Maintenance Exp	476,663.25	110,562.00
23.	Software Expenses	46,002.00	0.00
24.	Staff Room Rent	246,326.00	199,214.00
25.	Sundry Balances Written off	293,447.19	0.00
26.	Telephone /Internet/Television Recharge Exp	459,832.00	147,841.00
27.	Test Charges	0.00	33,651.00
28.	Travelling Exp	0.00	26,001.00
29.	Vehicle Maintenance	0.00	174,920.00
30.	Water Jug Expense	0.00	60,825.00
31.	Website Designing Charges	33,100.00	8,000.00
	Total	12,023,489.81	5,449,680.96

Note. 30 Prior-Period Adjustments (Net)

(Disclosure pursuant to Note no. 5 (i) (l) of Part II of Schedule III to the Companies Act, 2013)

Particulars	As at 31 st March, 2014	As at 31 st March, 2013
Total	0.00	0.00

Note. 31 Contingent Liabilities

(Disclosure pursuant to Note no. T of Part I of Schedule III to the Companies Act, 2013)

Particulars	As at 31 st March, 2014	As at 31 st March, 2013
Total	0.00	0.00

Note. 32 Deferred Tax Liability/ Asset

Particulars	As at 31 st March, 2014	As at 31 st March, 2013
Opening WDV asper Income Tax Act, 1961	6,552,821.32	1,949,758.50
Opening WDV asper Books	6,923,592.76	1,949,758.50
Net Difference	370,771.44	0.00
Income Tax @30.90%	114,568.38	0.00
Current year difference	689,202.35	395,199.08
Income Tax @30.90%	212,963.53	122,116.52
Total Deferred Tax Liability	327,531.90	122,116.52
Less: Already Provided	122,116.52	0.00
Provision Required	205,415.38	122,116.52

NEOPOLITAN PIZZA PRIVATE LIMITED

NOTE –34

NOTES ON ACCOUNTS

SCHEDULE OF NOTES FORMING PART OF BALANCE SHEET AND PROFIT AND LOSS ACCOUNT AS AT DATED 31ST MARCH 2014

SIGNIFICANT ACCOUNTING POLICIES & NOTES TO THE ACCOUNTS

1. Basis of Preparation Of Financial Statements

Financial statements have been prepared under the historical cost convention in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 2013. The Company follows the mercantile system of accounting and recognizes income and expenditure on accrual basis except statutory claims/refunds, which are accounted at the time of their admission by the concerned authorities.

2. Depreciation

Depreciation on fixed assets has been provided on straight-line method at the rates provided in part C of Schedule II of the Companies Act, 2013. No depreciation is been provided on leasehold land. No depreciation has been charged on assets which are used for rental purpose.

3. Fixed Assets

Fixed Assets are stated at cost of acquisition, construction and or revalued figure less accumulated depreciation and impairment losses, if any. Exchange difference on account of fixed assets is capitalized.

4. Foreign Currency Transaction

Transactions in foreign currencies are recorded at the exchange rates existing at the time of transactions and exchange differences arising from foreign currency transactions are dealt with in Profit & Loss account. Current Assets and Liabilities at the year-end are being converted at closing rates/forward contract rates where applicable.

5. Investments

Current investments are carried at the lower of cost and quoted/fair value, computed category wise. Long-term investments are stated at cost and provision for diminution in the value of long-term investments is made only if such a decline is other than temporary in the opinion of the management.

6. Inventories

Items of inventories are valued at lower of cost or net realizable value. Raw materials, stores and spare parts are valued at FIFO/weighted average basis. Cost of finished goods and stock in process is determined by taking material, labor and overheads.

7. Turnover

Turnover includes sale of goods, services, franchise and royalty income, sales tax and service tax.

8. Employee Retirement Benefits

The company has not made any provision for gratuity as there is no employee in the company who has completed five of their service.

As regard the leave encashment, it is the policy of the company to clear the same within the year.



9. Provision for Current and Deferred Tax

Provision for current tax liability of the company is estimated considering the provisions 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 there is a reasonable certainty that the asset will be realized in the near future.

10. Treatment of Contingent Liabilities

Contingent liabilities, if material, are disclosed by way of notes. Contingent assets are not recognized or disclosed in the financial statement. Provision for contingent liabilities is made only when the company has a present obligation as a result of the past event and is probable that an outflow of resources will be required to settle obligation(s), in respect of which estimate can be made for the amount of the obligation.

11. Interest On Borrowings

Interest on borrowings is charged to the profit and loss account for the year in which it is incurred except interest on borrowings for capital assets, which is capitalized until the date of commercial use of the asset.

12. Impairment of Assets:

Impairment of assets is assessed at Balance sheet date and if any indications of impairment exist, the same is assessed and impairment, if any, is provided.

NOTES ON ACCOUNTS:

1. Contingent Liabilities:

(Rs. In Lakhs)

Sr. No.	Particulars	Amount
a.	Estimated amount of contracts remaining to be executed and not provided for:	Nil
b.	Claims against the Company not acknowledged as debt:	Nil
c.	Bank Guarantees:	Nil
d.	Letters of credits outstanding:	Nil

2. Licensed, Installed Capacity and Production:

The company is into Hospitality Industry hence this clause is not applicable.

3. Earnings per Share:

Basic Earnings Per share:

Particulars	2013-14	2012-13
Net Profit After Tax	Rs. 1,919,198.01	Rs. 37,053.81
Weighted Average no. of Shares	23,808.22	10,000.00
Nominal Value Per share	Rs. 10.00	Rs. 10.00
Earnings Per Share	Rs. 80.61	Rs. 3.71

There is no potential equity instrument. Hence, diluted EPS is not calculated/ reported.

4. Value of Import on CIF basis in respect of:

Particulars	2013-14	2012-13
Raw Material	Nil	Nil
Capital Goods	Nil	Nil

5. Value of raw materials consumed:

2013-14	2012-13
Amount (Rs in. Lakhs)	Amount (Rs.in Lakhs)
183.35	92.54

6. Payment to Auditors:

(Amount in Rs.)

Particulars	2013-14	2012-13
Audit Fees	56,180.00	28,090.00
Tax audit Fees	0.00	0.00
For Certification and other matters	0.00	0.00
Total	56,180.00	28,090.00

7. Managerial Remuneration:

(Amount in Rs.)

Particulars	2013-14	2012-13
Salaries	4,80,000.00	4,80,000.00
Perquisites	0.00	0.00
Total	4,80,000.00	4,80,000.00

8. The Deferred Tax liability as at 31st March, 2014 comprise of the following:

(Rs. In Lakhs)

Sr. No.	Particulars	2013-14	2012-13
a.	<u>Deferred Tax Liability</u>		
	Related to Fixed Assets:		
	On Opening WDV	1.15	0.00
	Add: For current year	2.13	1.22
b.	<u>Deferred Tax Assets</u>		
	Disallowance under the Income Tax Act, 1961	0.00	0.00
	Provision for doubtful debts	0.00	0.00
	Carried forward Losses	0.00	0.00
c.	Provision for Deferred Tax (net)	3.28	1.22

Deferred tax liability on opening WDV has been charged to the profit and loss appropriation account, where as the current deferred tax liability has been charged to profit and loss account.

9. Expenditure in Foreign Currency for traveling: Nil
10. Earnings in foreign currency Nil
11. Remittances in foreign currency Nil
12. Year end balance confirmation has not been obtained in cases of all the creditors, debtors and loans & advances of the company.
13. During the year company has recognized franchisee fees of Rs. 57,45,600.00 as its revenue, as against recognition of Rs. 5,36,400.00 as Franchisee income in the previous year. During the year, the company has recognized the entire franchisee fees received in the previous year as well as in the current year for a franchisee agreement of 5 years. In the previous year, the company had decided to recognize the franchisee fees as its revenue proportionately over a period of 5 (five) years. However, in the current year, the company had recognized the entire franchisee income as its current year revenue as the fees is non refundable and it has already spent huge amount on advertisement for promotion of the outlets. Keeping in view the Matching Concept in accounting as well as considering the Accounting Standard – 9, “Revenue Recognition”, the company has changed its estimates regarding revenue and expenditure and hence has recognized the entire fees as its income prospectively in the current and future periods.
14. Related Party Disclosures:
- a. Related Parties:
- i. Key Managerial Person:
- Mrs. Arti M. Purohit
 - Mr. Mukund Purohit
- ii. Associates:
- Gujarat Synergy Private Limited



b. Transaction carried out with related parties referred in a. above, in ordinary course of business and balance outstanding:

Name of Related Party	Nature of Transaction	Amount (Rs.)
Mrs. Arti M Purohit	Remuneration	480,000.00
Mrs. Arti M Purohit	Loans	86,500.00
Mr. Mukund Purohit	Loans	905,845.00
Gujarat Synergy Private Limited	Loans	8,102,158.15



CAPITAL STRUCTURE

The share capital of our Company as on date of this Draft Information Document is set forth below:

(In Rupees)

Particulars	Aggregate Nominal Value
(A) Authorised Share Capital	
600,000 Equity Shares of Rs 10/- each	6,000,000
Total	6,000,000
(B) Issued, Subscribed and Paid-Up Equity Capital	
405,600 Equity Shares of Rs. 10 /-each	4,056,000
Total	4,056,000

- (1) All Equity shares 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 Document, has been authorized pursuant to the resolution of Board of Directors dated **September 11, 2014** and approved by the shareholders vide resolution passed at the Extra-Ordinary General Meeting of the Company held on **September 20, 2014**

Changes in the Authorised Capital:

1. The Initial Authorized share capital of Rs 500,000 divided into 50,000 Equity Shares was increased to Rs. 6,000,000 divided into 600,000 Equity Shares of Rs 10/- each.

Notes to the Capital Structure:

1. Share Capital History Of Our Company

(a.) The following is the history of the equity share capital of our Company:

(Amount in Rs, except share data)

Date of Allotment/ Buyback	No. of Equity Shares	Face Value (in Rs)	Issue Price (in Rs)	Consideration	Reasons for Allotment	Cumulative No of Equity Shares	Cumulative Paid Up Equity Share Capital (in Rs)	Cumulative Equity Share Premium (in Rs)
February 5, 2011	10,000	10	10	Cash	Initial Subscription	10,000	100,000	Nil
March 10, 2014	240,000	10	10	Cash	Further Allotment	250,000	2,500,000	Nil
September 11, 2014	150,000	10	-	Bonus Shares	Bonus Shares in the ratio 3:5	400,000	4,000,000	Nil
October 01, 2014	5,600	10	900	Cash	Private Placement	405,600	4,056,000	4,984,000

(b.) Equity Shares Allotted for consideration other than cash

Date of Allotment of the Equity Shares	No. of Equity Shares	Face Value (in Rs)	Issue Price (in Rs)	Nature of Consideration	Reason for Allotment	Persons to whom Equity Shares Allotted	
						Name of the Allottee	Shares Allotted
September 11, 2014	150,000	10	-	Bonus Shares	Bonus Shares in the ratio 3:5	Mukund Purohit	125,940
						Arti Purohit	24,030
						Brijesh Ramanbhai Patel	6
						Bhavana Bais	6
						Rekha Soni	6
						Japan Samir Diwanji	6
						Vidyutama Sanjeev Varma	6

2. List of Top Seven Shareholders (Equity) of our Company:

Sr. No	Name of the Shareholder	No of Shares Held	Shareholding %
1.	Mr. Mukund Purohit	335,840	82.80079
2	Mrs. Arti Purohit	64,080	15.79882
3	Mr. Rakesh Gajjar (Angel Investor)	5,600	1.380671
4	Mr. Brijesh Ramanbhai Patel	16	0.003945
5	Mr. Bhavana Bais	16	0.003945
6	Mr. Rekha Soni	16	0.003945
7	Mr. Japan Samir Diwanji	16	0.003945
8	Mr. Vidyutama Sanjeev Varma	16	0.003945
TOTAL		405,600	100

As on the date of this Draft Information Document, our Company has eight shareholders.

3. Statement showing Shareholding Pattern of the Company as per Clause 34 of Listing Agreement on Institutional Trading Platform:

(I)(a)

Sr. No. (I)	Category of Shareholders (II)	No. of Holders (III)	No. of Shares (IV)	No. of Shares held in Dematerialized form (V)	Total shareholding as a percentage of total number of shares % of (A+B) (VI)	Shares Pledged or otherwise encumbered	
						Number of shares (VII)	As a percentage (VIII) = (VII)/(IV)*100
(A)	Promoter and Promoter Group						
1	Indian						
a	Individual/HUF	01	64,080	-	15.7988	-	-
b	Central Govt./ State Govt.	-	-	-	-	-	-
c	Bodies Corporate	-	-	-	-	-	-
d	Financial Institution/ Bank	-	-	-	-	-	-
e	Any Other	-	-	-	-	-	-
	Sub-Total of (A)(1)	01	64,080	-	15.7988	-	-
2	Foreign						
a	Individuals (NRIs/Foreign)	01	335,840	-	82.8008	-	-
b	Bodies Corporate	-	-	-	-	-	-
c	Institutions	-	-	-	-	-	-
d	Any Other	-	-	-	-	-	-
	Sub-Total of (A)(2)	01	335,840	-	82.8008	-	-
	Shareholding of Promoter & Promoter Group (A) = A1+A2	02	339,920	-	98.5996	-	-
(B)	Public Shareholding						
1	Institutions						
a	Mutual Funds/ UTI	-	-	-	-	NA	NA
b	Financial Institution/ Bank	-	-	-	-	NA	NA
c	Central Govt./ State Govt.	-	-	-	-	NA	NA
d	Alternative Investment Fund/Venture Capital Funds	-	-	-	-	NA	NA
e	Insurance	-	-	-	-	NA	NA

	Companies								
f	Foreign Institutional Investors	-	-			-	-	NA	NA
g	Foreign Venture Capital investors	-	-			-	-	NA	NA
h	Qualified Foreign investor	-	-			-	-	NA	NA
i	Any Other	-	-			-	-	NA	NA
	Sub-Total of (B)(1)					-		NA	NA
2	Non - Institutions								
a	Bodies Corporate	-	-			-	-	NA	NA
b	Individuals	06	5,680			-	1.4004	NA	NA
c	Qualified Foreign Investor	-	-			-	-	NA	NA
d	Any Other	-	-			-	-	NA	NA
	Sub-Total of (B)(2)	06	5,680			-	1.4004	NA	NA
	Total Public Shareholding (B) = B(1) + B(2)	06	5,680			-	1.4004	NA	NA
	Total (A) + (B)	08	405,600			-	100	0.00	0.00

(I)(b) Statement showing Shareholding of persons belonging to the category “Promoter and Promoter Group”

Sr. no	Name of the Shareholder	Details of shares held			Shares pledged or otherwise encumbered			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		No of shares held	As a % of grand total (A) + (B) + (C)	No.	As a %	As a % of grand total (A) + (B) + (C) of sub-clause (I)(a)	No of warrants held	As a %	No of convertible securities held	As a %		
1	Mukund Purohit	335,840	82.8008	-	-	-	-	-	-	-	-	82.8008
2	Arti Purohit	64,080	15.7988	-	-	-	-	-	-	-	-	15.7988
	Total	399,920	98.5996	-	-	-	-	-	-	-	-	98.5996

(I)(c) Statement showing Shareholding of persons belonging to the category “Public” and holding more than 1 % of the total number of shares

Sr No	Name of shareholder	No of shares	Shares as percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1.	Mr. Rakesh Gajjar (Angel Investor)	5,600	1.3807
	Total	5,600	1.3807

(I)(d) Statement showing details of locked-in shares

Sr no	Name of shareholder	No of locked-in shares	Shares as percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
	Nil	-	-

(II) (a) Statement showing details of Depository Receipts (DRs)

Sr no	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
	Nil	-	-	-

(II) (b) Statement showing holding of Depository Receipts (DRs), where underlying shares are in excess of 1 % of the total number:

Sr no	Name of DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
	Nil	-	-	-

DESCRIPTION OF PROPERTY

Descriptions of Properties of our Company are set forth below:

We operate from our registered office situated at 34/A, Kailash Park Society, Nr. United Way Garba Ground, Old Padra Road, Vadodra – 390005, Gujarat, India.

Leasehold Properties:

Sr. No.	Location of property	Document and date	Lessor/ Licensor	Key Terms of the Agreement
1	Shop No. G-1, P.G Square, Near Tube Company, Old Padra Road, Vadodara, Gujarat, India.	Rent Agreement, 1st December, 2013	Renu Garg	<ol style="list-style-type: none"> 1. 9 years duration, first 3 years being the lock-in period. 2. 3 months prior notice to be given for termination/ revocation of the agreement. 3. In case the tenant wants to vacate before the lock-in period of 3 years, then the tenant is liable to pay balance rent amount of the first 2 years. 4. Rent Rs. 1,00,000 per month. Rs. 3,00,000 is security deposit. 5. Monthly Rent to be increased each year at 5 % on the last paid rent. 6. Jurisdiction for dispute at Vadodara.
2	Shop No. 10, 11, 12, 13, 14, 28, 29 & 30, Ground Floor, Procube, Nizampura Main Road, Moje Gorwa, Ta. District, Vadodara, Gujarat, India.	Rent Agreement, 16th January, 2012	Manojbhai Maganbhai Patel	<ol style="list-style-type: none"> 1. 9 years duration, first 3 years being the lock-in period. 2. 3 months prior notice to be given for termination / revocation of the agreement. 3. Rent Rs. 40,000 per month. Rs. 14,40,000 (3 years rent) to be paid by cheque in Advance. 4. Monthly Rent to be increase at 15 % after every 3 years. 5. Jurisdiction for dispute at Vadodara.
3	Shop No. 10, 11, 12, 13, 14, 28, 29 & 30, Ground Floor, Procube, Nizampura Main Road, Moje Gorwa, Ta. District, Vadodara, Gujarat, India.	Rent Agreement for Furniture & Fixtures, 7th May, 2012	Manojbhai Maganbhai Patel	<ol style="list-style-type: none"> 1. 9 years duration, first 3 years being the lock-in period. 2. 3 months prior notice to be given for termination / revocation of the agreement. 3. Rent Rs. 41,000 per month. Rs. 2,43,000 has been paid as Security Deposit. Monthly Rent to be increase at 15 % after every 3 years.

4	Shop No. 10, Hexon Arcade, First Floor, Village Bhadkodra, Valia Road, Taluka Ankleshwar.	Lease Agreement, 5th February, 2014	Sangitaben Lalitbhai Jain	<ol style="list-style-type: none"> 1. 9 years duration, one and a half years being the lock-in period. 2. 3 months prior notice to be given for termination/ revocation of the agreement. 3. In case the lessee wants to vacate before the lock-in period, then he is liable to pay balance rent amount of the lock-in period. 4. Rent Rs. 11,000 per month. Rs. 40,000 has been paid as a security deposit. 5. First 30 days from the date of possession is a rent free period. 6. Monthly Rent to be increased each year at 5 % on the last paid rent. 7. Jurisdiction for dispute at Ankleshwar.
5	Shop No. 11, Hexon Arcade, First Floor, Village Bhadkodra, Valia Road, Taluka Ankleshwar.	Lease Agreement, 5th February, 2014	Dharmishtaben Vinodbhai Jain	<ol style="list-style-type: none"> 1. 9 years duration, one and a half years being the lock-in period. 2. 3 months prior notice to be given for termination/ revocation of the agreement. 3. In case the lessee wants to vacate before the lock-in period, then the tenant is liable to pay balance rent amount of the lock-in period. 4. Rent Rs. 11,000 per month. Rs. 40,000 has been paid as a security deposit. 5. First 30 days from the date of possession is a rent free period. 6. Monthly Rent to be increased each year at 5 % on the last paid rent. 7. Jurisdiction for dispute at Ankleshwar.
6	Shop No. 12 & 13, Hexon Arcade, First Floor, Village Bhadkodra, Valia Road, Taluka Ankleshwar.	Lease Agreement, 5th February, 2014	Ghanshyambhai Balubhai Ghelani	<p>9 years duration, one and a half years being the lock-in period.</p> <p>3 months prior notice to be given for termination/ revocation of the agreement.</p> <p>In case the lessee wants to vacate before the lock-in period, he is liable to pay balance rent amount of the lock-in period.</p> <p>Rent Rs. 18,000 per month. Rs. 72,000 has been paid as a security deposit.</p> <p>First 30 days from the date of</p>

				possession is a rent free period. Monthly Rent to be increased each year at 5 % on the last paid rent. Jurisdiction for dispute at Ankleshwar.
7	Shop No. 5 & 6, Hexon Arcade, First Floor, Village Bhadkodra, Valia Road, Taluka Ankleshwar.	Lease Agreement, 5th February, 2014	Dahyabhai Ramjibhai Patel	<ol style="list-style-type: none"> 1. 9 years duration, one and a half years being the lock-in period. 2. 3 months prior notice to be given for termination/ revocation of the agreement. 3. In case the lessee wants to vacate before the lock-in period, then he is liable to pay balance rent amount of the lock-in period. 4. Rent Rs. 18,000 per month. Rs. 72,000 has been paid as a security deposit. 5. First 30 days from the date of possession is a rent free period. 6. Monthly Rent to be increased each year at 5 % on the last paid rent. 7. Jurisdiction for dispute at Ankleshwar.
8	First Floor, Besides Mcdonald's, Besides Kalawad Road, Rajkot, Gujarat.	Lease Agreement, 26th November, 2013	M/S. Jupiter Devcon Private Limited	<ol style="list-style-type: none"> 1. 9 years duration, 2 years being the lock-in period. 2. 6 months prior notice to be given for termination/ revocation of the agreement. 3. In case the lessee wants to vacate before the lock-in period, then he is liable to pay balance rent amount of the lock-in period. 4. Rent Rs. 70,000 per month. Rs. 2,10,000 is the security deposit. 5. Lease shall commence after the first 45 days which is known as Fit-out Date. 6. Monthly Rent to be increased each year at 5 % per annum on the last paid rent. 7. Jurisdiction for dispute by Arbitration proceedings in Rajkot.
9	First Floor, Besides Mcdonald's, Besides Kalawad Road, Rajkot, Gujarat.	Amenities Agreement, 26th November, 2013	M/S. Jupiter Devcon Private Limited	<ol style="list-style-type: none"> 1. 9 years duration, 2 years being the lock-in period. 2. Amenities Charges Rs. 60,000 per month. Rs. 1,80,000 is the security deposit. 3. Monthly Charges to be increased each year at 5 % per annum on the

				<p>last paid rent.</p> <p>4. This Agreement is co-terminus with the Lease Agreement & has similar consequences relating to termination of the Lease Agreement of the same property.</p>
10	Shop No. 4/ 5/ 6, Amar Complex, Near Nagalpura Highway, Mehsana.	Leave & Licence Agreement, 1st February, 2014	Hotel Rangoli c/o Rameshbhai Desai	<p>1. 9 years duration, 2 years being the lock-in period.</p> <p>2. 2 months prior notice to be given for termination/ revocation of the agreement.</p> <p>3. In case the licensee wants to vacate before the lock-in period, then he has to give 2 months prior notice.</p> <p>4. Rent Rs. 27000 per month. Rs. 44,000 has been paid as a security deposit.</p> <p>5. First 30 days from the date of possession is a rent free period.</p> <p>6. Monthly Rent to be increased each year at 10 % on the last paid rent.</p> <p>7. Jurisdiction for dispute at Vadodara.</p>
11	Office No. 503-A, Ozone, 5th Floor, Near Genda Circle, Vadodara.	Leave & Licence Agreement, 11th July, 2014	Mr. Nitin Bharadwaj HUF	<p>1. 6 years duration, 3 years being the lock-in period.</p> <p>2. In case the licensee wants to vacate before the lock-in period, then he has to give 2 months prior notice.</p> <p>3. Licence Fee Rs. 65,000 per month. Rs. 1,95,000 has been paid as a security deposit.</p> <p>4. First 21 days from the date of possession is a rent free period.</p> <p>5. Licence Fee to be increased each year at 15 % on the last paid rent after every 3 years.</p> <p>6. Jurisdiction for dispute to an Arbitrator at Vadodara.</p>
12	VRAJ, 1st Floor, 8, Nalanda Railway Men Co-op Housing Society, Waghodia Road, Vadodara	Leave & Licence Agreement, 29th May, 2014	Nita Shah & Trupti Desai	<p>1. 5 years duration, 3 years being the lock-in period.</p> <p>2. In case the licensee wants to vacate before the lock-in period, then he has to give 2 months prior notice.</p> <p>3. Licence Fee Rs. 50,000 per month. 6 months Licence fee is paid as security deposit.</p> <p>4. Licence Fee to be increased each year at 5 % on the last paid rent.</p> <p>5. Jurisdiction for dispute at Vadodara.</p>

13	Unit No. 51, R13A, 3rd Floor, Sarabhai Campus, Dr. V.S. Road, Near Genda Circle, Wadi Wadi, Vadodara.	Leave & Licence Agreement, 10th October, 2013	BLB Mall Management Company Pvt Ltd	<ol style="list-style-type: none"> 1. 9 years duration, 3 years being the lock-in period. 2. In case any party wants to terminate the agreement, then he has to give 3 months prior notice. 3. Licence Fee Rs. 35263 per month. Rs. 2,00,000 is paid as security deposit. 4. Jurisdiction for dispute to an Arbitrator at Vadodara. 5. In case the Licencee wants to terminate the Agreement during lock-in period, he shall have to pay the rent of the remaining period of the lock-in period.
14	VRAJ, 1st Floor, 8, Nalanda Railway Men Co-op Housing Society, Waghodia Road, Vadodara	Rent Agreement for Equipments & Furniture & Fixtures, 29th May, 2014	Niyati Desai	<ol style="list-style-type: none"> 1. 5 years duration, 3 years being the lock-in period. 2. Monthly Rent is Rs. 49000 per month. Rs. 50,000 is paid as security deposit. 3. Jurisdiction for dispute by Arbitration at Vadodara.

Kindly refer page no 16 for the details of the intellectual property owned by the Company. Further, we hereby confirm that the aforesaid properties have not been acquired from the related parties.


SECTION II - RISK FACTORS

The risks described below are relevant to the industries our Company is engaged in, our Company and our Equity Shares. If any one or more of the following risks as well as other risks and uncertainties discussed in this Draft Information Document were to occur, our business, financial condition and results of operation could suffer material adverse effects, and could cause the trading price of our Equity Shares and the value of investment in the Equity Shares to materially decline which could result in loss of all or part of investment.

These risks are not only ones that our Company faces. Our business operations could also be affected by additional factors that are not presently known to us or that we consider immaterial to our operations. Unless specified or quantified in the relevant risk factor below, we are not in the position to quantify financial or other implications of any risks mentioned herein.

Internal Risk Factors

1. Our trademark is not registered under the Trade Marks Act, 1999.

Currently, we do not have a registered trademark over our name and logo  under the Trade Marks Act, 1999, and consequently do not enjoy the statutory protections accorded to a trademark registered in India. Though we have made an application for registration, the registration of any trademark is a time-consuming process, and there can be no assurance that any such registration will be granted. In the absence of such registration, competitors or other companies may challenge the validity or scope of our intellectual property. Unless our trademarks are registered, we may only get passing off relief for our marks if used by others, which could materially and adversely affect our brand image, goodwill and business.

2. We may not declare dividends in the foreseeable future.

In the past, we have not made dividends payments to our equity shareholders in any form. We may retain all future earnings, if any, for use in the operations and expansion of the business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deems relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realisation of a gain on shareholders investments will depend on the appreciation of the price of the Equity Shares.

3. We face significant competition. Any failure to compete effectively may have a material adverse effect on our business and operations.

We compete in India against other national and international pizza chains, such as Domino's, Pizza Hut, Papa John's, Smokin Joe's and Pizza Corner. We may in the future experience increased competition from existing or new companies in the pizza delivery/restaurant segment. Due to increased competition, we could experience downward pressure on prices, lower demand for our products, reduced margins, an inability to take advantage of new business opportunities and a loss of market share, all of which would have an adverse impact on our business and results of operations.

We also compete on a broader scale with casual dining and other international, national, regional and local food service businesses. The overall food service market and the casual dining market in particular, are highly competitive with respect to food quality, price, service, convenience and concept. We also compete with other businesses for management, employees and suitable store locations. Difficulty in securing suitable management, employees and suitable store locations would have an adverse impact on our business, profitability and results of operations.

4. *Increasing cost of raw materials and other costs could adversely affect our profitability.*

An increase in any of our operating costs will negatively affect our profitability. Factors such as increased cost of raw materials and inflation may adversely affect our operating costs. Most of the factors affecting costs are beyond our control and, we may not be able to pass along these increased costs to our customers. Most ingredients used in our pizza and side dishes, including cooking oil, flour, cheese and vegetables, are commodities and therefore subject to price fluctuations as a result of seasonality, weather, demand in local and international markets and other factors. We have no control over fluctuations in the price and availability of ingredients or variations in products caused by these factors. Furthermore, any shortage of raw materials in the market generally could impact the prices imposed by our suppliers, making the cost of raw materials more expensive for us which could result in an increase in prices to the end customer which may reduce demand and therefore affecting our overall financial performance. Any increases in cost of raw materials and other costs including manufacturing cost could have a material adverse effect on our business, results of operations and financial condition.

5. *Wage increases in India may reduce our profit margins.*

We are highly dependent upon availability of skilled and semi-skilled labour. Wages and other compensation paid to our employees is one of our significant operating costs, and an increase in the wages or employee benefit costs will significantly increase our operating costs. Because of rapid economic growth in India and increased competition for skilled and semiskilled employees in India, wages for comparable employees in India are increasing at a fast rate. Further, many of our employees receive salaries that are linked to minimum wage laws in India and any increase in the minimum wage in any state in which we operate could significantly increase our operating costs. In addition, a shortage in the labour pool or other general inflationary pressures or changes will also increase our labour costs. Wage increases in the long-term may reduce our competitiveness and our profitability.

6. *Any penalty or action taken by any regulatory authorities in future for non-compliance with provisions of corporate law could impact the financial position of the Company to that extent.*

Our Company may have not complied with certain provisions of Companies Act in the past. No show cause notice in respect of the same has been received by the Company till date. Any penalty imposed for such non-compliance in the future by any regulatory authority could affect our financial conditions to that extent.

7. *We may not be able to implement our growth strategy successfully.*

We may not be able to achieve our planned rate of expansion. If we are unable to open new stores successfully, our future growth in revenue and profits may be adversely affected. In order to expand our business operations successfully, new stores must be opened on schedule and operated in a profitable manner. If we are unable to secure both suitable sites for the development of new stores and promote the brand, this is likely to impact on our ability to meet these expansion plans and to increase revenues and operating income. This could adversely affect our financial condition or prospects.

Our ability to expand successfully will depend on a number of factors, many of which are beyond our control. These factors include, but are not limited to:

- Customer loyalty;
- Consumer trends (including greater awareness of healthy eating and our ability to adapt our format and offering to take best advantage);
- Obtaining and training qualified personnel;
- Finding suitable store locations;
- Creating consumer awareness for our stores in new markets;
- Competition in our markets, in terms of the fast food sector, convenience food sector and the home delivery sector;
- Availability of financing at suitable terms and conditions;

- Sourcing and managing the cost of our expansion and identifying suitable supply and
- Delivery resources; and
- General economic conditions.

Consequently, there can be no assurance that we will be able to achieve our expansion goals, that new stores will be opened in a timely fashion, or at all, or that new stores opened will be profitable. Furthermore, expansion and future growth will increase demands on our management team, systems and resources, financial controls and information systems. These increased demands may adversely affect our ability to open new stores and to oversee our existing stores. If we fail to continue to improve our infrastructure or to manage other factors necessary for us to meet our expansion objectives, our growth rate and operating results could be adversely affected.

8. Any disruption in the operation of our commissary sites or back-end production facilities could affect the operations of our stores.

One of the key functions of our business is the manufacture and/or distribution of all food items and other consumables used in the stores by our own commissaries based in Gujarat & Mumbai. Our commissaries produce and co-ordinate the delivery of fresh food to almost all stores in India. Meeting such a specification requires a significant logistical effort for which we require the modern facilities and systems. A failure in our operational and delivery systems, shortages or interruption in the supply of food (caused by weather or other conditions) and a resultant failure to maintain the frequency of deliveries to the stores or the quality of produce delivered would be likely to impact the ability of stores to service the end customer, thus reducing overall volume of sales. Deliveries from our commissaries to our stores could also be impacted by reasons beyond our control, such as a strike by transporters, loaders or fuel stations. Furthermore, any unavailability or breakdown of equipment, such as refrigerators and dough kneading machines, utilised in our commissaries or back-end production facilities could lead to an interruption in the supply of food items to our stores which would have a material adverse effect on our sales. A reduction in the volume of our sales due to a failure in our manufacturing and delivery processes would be likely to have an adverse affect on our business, results of operations and financial condition.

9. Any negative publicity regarding the —Neo Politan’s brand could have an adverse impact on our business, results of operations and future prospects.

We may receive negative publicity in relation to our operations or the operations and activities of one or more of its franchisees or particular stores. Due to the branded nature of our business, any adverse publicity, whether disseminated in Gujarat or anywhere in India, associated with our name may negatively affect our reputation and impact on the overall success of operations, regardless of whether the allegations are valid, whether they are limited to just a single location or we are actually at fault.

In particular, adverse media coverage in relation to our failure to materially comply with health and safety standards or the poor treatment of employees could have an adverse affect on the reputation of the brand, potentially resulting in a reduction of our overall sales. This could lead to an adverse impact on our business, results of operations and future prospects.

10. We may be unable to select and finalise suitable locations for our new stores, which would have a material adverse effect on our growth prospects.

In order to grow our business operations, we must identify suitable and available store locations and successfully negotiate and finalise the terms of store leases at these locations. Further, delays encountered in obtaining the necessary permissions and in negotiating and finalising, to our satisfaction, the terms of store leases may slow the rate of new store openings. In addition, our new store openings may be adversely affected by other factors, some of which are beyond our control, including the following:

- The availability and cost of suitable store locations for development;
- Our ability to compete successfully for suitable store sites;
- The availability of adequate financing;

- Fit-out costs;
- Obtaining and training qualified personnel;
- Securing required governmental or local authority permits and approvals; and
- General economic conditions.

Any delay in establishing fully operative and efficient stores may therefore impact on the growth of our revenue and profits.

11. We are dependent upon the adequate and timely delivery of quality ingredients by our suppliers and distributors, the failure of which could have an adverse effect on our business, results of operations and financial condition.

Our operations are dependent on adequate and timely deliveries of quality ingredients, including fresh produce. We depend substantially on third-party distributors and suppliers for such deliveries and they may be unable to provide us with a sufficient quantity of quality ingredients for us to meet customer demand for our products. If the quality of our suppliers' ingredients declines, we may not be able to obtain replacement for quality ingredients on commercially agreeable terms in the open market. If our food quality declines due to the inferior quality of ingredients or due to interruptions in the flow of ingredients and similar factors, customer traffic may decline and negatively affect our results. In addition, we do not have exclusive supply arrangements with our suppliers and our suppliers may choose to work with our competitors, including if, among other things, they are offered better terms by our competitors. In the event of a major disruption to the timely supply of quality ingredients, alternative suppliers of food and/or distribution services (as the case may be) may only be available at higher prices.

Our business is also dependant on the successful operation and maintenance of various supply agreements with third party suppliers in respect of raw materials required to make the pizzas and other side dishes. There can be no guarantee that our suppliers will continue to deliver their products in a timely fashion and in accordance with the terms of the supply agreements or that current suppliers will be able to continue to meet and service the requirements of our business as the need for raw materials continues to expand with our growing business operations. Further, there can be no guarantee that we will not perform such acts so as to breach our obligations under any of our supply agreements, thereby potentially causing one or more suppliers to terminate their arrangements, or that suppliers themselves will not breach their obligations to us or seek to vary the terms of their respective supply agreements. There can also be no guarantee that the various supply agreements will be renewed on expiry and if so renewed, that the terms of such renewals will be favourable to us, which could have a material adverse effect on our operations and financial performance. In addition, there is a risk that one or more of these existing suppliers could discontinue operations, which could adversely impact our ability to source raw materials and meet the order requirements of our stores.

12. We could be adversely affected by additional instances of food-borne illness, as well as widespread negative publicity regarding food quality, illness, injury or other health concerns.

Negative publicity, real or perceived, about food quality, illness, injury or other health concerns (including health implications of obesity and transfatty acids) or similar issues stemming from one store or a number of stores could materially adversely affect us, regardless of whether they pertain to our own stores or to restaurants owned or operated by other companies.

In addition, we cannot guarantee that our operational controls and employee training will be effective in preventing food-borne illnesses, food tampering and other food safety issues that may affect our stores. Furthermore, as we employ third-party trucks to transport raw materials from our commissaries to our stores and we cannot ourselves monitor the materials while they are being transported, our raw materials could be subject to food-borne illnesses during transport. Food-borne illness or food tampering incidents could be caused by customers, employees or food suppliers and transporters and, therefore, could be outside of our control.

Any publicity relating to health concerns or the perceived or specific outbreaks of food-borne illnesses, food tampering or other food safety issues attributed to one or more of our stores could result in a significant decrease in



sales in all of our stores and could have a material adverse effect on our results of operations. In addition, similar publicity or occurrences with respect to other restaurants or restaurant chains could also decrease our sales and have a similar material adverse effect on us.

13. Our failure to protect proprietary information about our products, recipes, pricing or launch information could adversely affect our competitive position.

We keep the recipe of our products confidential. Any failure to protect such confidential information including the recipe of our products, proposed pricing and or any launch information due to leakage of information may harm our competitive position in the food services industry.

Additionally, any leakage of pricing information in relation to procurement of raw materials by our commissaries may also adversely affect our business and results of operations.

14. We may be unable to accurately forecast demand for our food products.

The supply of raw materials for our food products is based primarily on forecasts and requirements prepared by our store managers in consultation with our district managers. These forecasts are based on past sales as well as anticipated demand, which is based to a certain extent on the subjective assessment of the store managers. An inability to accurately forecast demand for our food products would lead to excess supply or a shortage in the supply of raw materials from our commissaries, which would have a material adverse impact on our brand, profit margins and results of operations.

15. New stores present increased risks due to our unfamiliarity with the area.

Some of our new stores are and will be located in areas where we have little or no meaningful experience. These areas may have different competitive conditions, consumer tastes and discretionary spending patterns than our existing locations, which may cause our new stores to be less successful than stores in our existing areas or to incur losses. Stores opened in such new areas may open at lower average weekly sales volumes than stores opened in existing areas, and may have higher store-level operating expense ratios than in existing areas. Sales at stores opened in those new areas may take longer to reach, or may never reach, average unit volumes, thereby adversely affecting our operating results. Opening new stores in areas in which we have little or no operating experience and in which potential customers may not be familiar with our stores may include costs related to the opening, operation and promotion of those stores that are substantially greater than those incurred by our stores in other areas. Even though we may incur substantial additional costs with respect to these new stores, they may attract fewer customers than our more established stores in existing markets.

16. Our operating results depend on the effectiveness of our marketing and advertising programs.

Our revenues are heavily influenced by brand marketing and advertising. Our marketing and advertising programs may not be successful and we may, therefore, fail to attract new customers and retain existing customers. If our marketing and advertising programs are unsuccessful, our results of operations could be materially adversely affected.

The support of our employees, particularly our store managers, is also critical for the success of our marketing programs, and any new strategic initiatives we seek to undertake. While we can mandate certain strategic initiatives, we need the active support of our employees if the implementation of these initiatives is to be successful. The failure of our employees to support our marketing programs and strategic initiatives could adversely affect our ability to implement our business strategy and could materially harm our business, results of operations and financial condition.

17. Our market share and business position may be adversely affected by economic, political and market factors, some of which are beyond our control.

Many factors affect the level of consumer spending in the overall food service market and the fast food market, including recession, inflation, deflation, political uncertainty, the availability of consumer credit, taxation, stock

market performance, unemployment and other matters that influence consumer confidence. Our performance may decline during recessionary periods or in other periods where one or more macro-economic factors, or potential macro-economic factors, negatively affect the level of consumer spending or the amount that consumers spend on eating out. Slow economic growth in India, the global credit crisis, declining consumer and business confidence and other challenges currently affecting the general economy, could lead to lower consumer spending on food services generally.

18. Our new food products may not be successful which could have an adverse impact on our business, results of operations and future prospects.

From time to time, we launch new food products, which are either developed by us. While we generally carry out customer trials for our new food products prior to their official launch, in the event that such new product launches are not widely accepted by our customers, or if our new food products are perceived as being of inferior quality or taste, sales of our existing products may also be negatively impacted. Any negative publicity or perception about our food products could materially harm our business, results of operations and financial condition.

19. The food service market is affected by consumer preferences and perceptions. Changes in these preferences and perceptions may lessen the demand for our products.

Food service businesses are affected by changes in consumer tastes, national, regional and local economic conditions and demographic trends. Market perception of the home delivery and convenience food industry may change which could impact on our continued business success and future profitability. In particular, an increasing number of government and media initiatives to create increased awareness of healthy eating could impact on the public's perception of the home delivered and convenience food industry, which could adversely affect our business, financial condition or prospects, through resulting decreased sales. For example, the Ministry of Health and Family Welfare, Government of India, may issue reports, publications or notices advising citizens against food products prepared by the quick service restaurant (—QSR) industry. Customers may turn to our competitors offering healthier convenience food options such as lower calorie ready meals. If we are unable to adapt our products to successfully meet changes in consumer tastes and trends, our business and financial condition may be materially adversely affected. As we are primarily dependent on a single product type, if consumer demand for pizza should decrease, our business will suffer more than it may otherwise do so if it had a more diversified menu.

20. The efficiency and quality of our competitors' advertising and promotional programs and the extent and cost of our advertising programs could have a material adverse effect on our results of operations and financial condition.

Should our competitors increase spending on advertising and promotion, should the cost of television, print or radio advertising increase, should our advertising funds materially decrease for any reason, or should our advertising and promotion be less effective than our competitors', there could be a material adverse effect on our results of operations and financial condition.

21. Our failure to renew or extend the terms of any of our stores' leases could have a material adverse impact on our business.

The premises on which our stores are situated within India are generally leased. Our operating performance depends in part on our ability to secure leases for our stores in appropriate locations at rents we believe to be cost effective. We typically take multi-year leases which are generally subject to upward rent revisions on a periodical basis. The early termination of any of our leases due to non-compliance with the lease terms or the failure to renew leases at suitable costs or at all, could adversely affect our profitability.

22. Our operating results may fluctuate significantly and could fall below the expectations of securities analysts and investors due to various factors.

Our operating results may fluctuate significantly because of various factors, including:

- Changes in comparable store sales and customer orders, including as a result of declining consumer confidence or the introduction of new menu items;
- The timing of new store openings and related revenues and expenses;
- Labor availability and wages of store management and crew;
- Profitability of our stores;
- Variations in general economic conditions, including the impact of declining interest rates on our interest income;
- Negative publicity about the ingredients we use or the occurrence of food-borne illnesses or other problems at our stores;
- Changes in consumer preferences and discretionary spending; and
- Fluctuations in supply prices.

As a result of these factors, results for any one quarter are not necessarily indicative of results to be expected for any other quarter or for any year. Average store sales or comparable store sales in any particular future period may decrease. In the future, operating results may fall below the expectations of securities analysts and investors, which could cause our stock prices to fall.

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

We have in the past entered into related party transactions and may continue to do so in the future. We have, in the course of our business, entered into transactions with related parties including entities forming part of our Promoter Group and our key managerial personnel. While we believe that all such transactions have been conducted on an arms' length basis, it is difficult to ascertain whether more favorable terms would have been achieved had such transactions been entered into with unrelated parties. Such related party transactions may give rise to potential conflicts of interest with respect to dealings between us and the related parties. Furthermore, it is likely that we will continue to enter into related party transactions in the future. There cannot be assurance that such transactions, individually or in the aggregate, may have an adverse effect on our financial condition and results of operations. For details of related party transactions entered by us, please refer to the section "Financial Information" beginning on page no [●].

24. We require a number of approvals, licenses, registrations and permits for our business, and the failure to obtain or renew them in a timely manner may adversely affect our operations.

We require a number of approvals, licenses, registrations and permits for our business. Additionally, we may need to apply for renewal of approvals which expire, from time to time, as and when required in the ordinary course. Some of our approvals in relation to our stores and commissaries located in various parts of India are yet to be obtained, due to which the relevant authorities may impose penalties for non-compliance. As of March 31, 2014, we had 08 stores. The details of which are as follows:

Approvals to be obtained in relation to our stores, for stores located at various parts of India, as of March 31, 2014:

03 registrations for 03 stores under the Food Safety and Standards Act, 2006 of the respective city/state, where applicable,

03 registrations for 03 stores under the Shops and Establishments Act of the respective city/state, where applicable.

Property Related Approvals:

01 pending approvals for registration of trademarks under the Trademarks Act, 1999 read with the Trademark Rules, 2002.

If we fail to obtain any applicable approvals, licenses, registrations and permits in a timely manner, we may not be able to expand our business on time, or at all, which could affect our business and results of operations. Furthermore, our government approvals and licenses are subject to numerous conditions, some of which are onerous and require us to incur substantial expenditure. Our failure to comply with existing or increased regulations, or the

introduction of changes to existing regulations, could adversely affect our business, financial and other conditions, profitability and results or operations. We cannot assure you that the approvals, licenses, registrations and permits issued to us would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. Any failure to renew the approvals that have expired, or to apply for and obtain the required approvals, licenses, registrations or permits, or any suspension or revocation of any of the approvals, licenses, registrations and permits that have been or may be issued to us, may adversely affect our operations.

25. Our costs of compliance with health, safety and environmental laws are expected to be significant, and the failure to comply with existing and new health, safety and environmental laws could adversely affect our results of operations.

Our business is subject to national, state and municipal laws and regulations, which govern the handling and storage of food products, as well as the discharge, emission, storage, handling and disposal of a variety of substances that may be used in or result from our operations. In addition, we have to comply with traffic and other related safety regulations in relation to our pizza delivery services. Health, safety and environmental regulation in India may become more stringent, and the scope and extent of new regulations, including their effect on our operations, cannot be predicted with any certainty. In case of any change in health, safety or environmental regulations, we may be required to incur significant amounts on, among other things, health, safety and environmental audits and monitoring, pollution control equipment and emissions management. We could also be subject to substantial civil and criminal liability and other regulatory consequences in the event that a health or environmental hazard was to be found at any of our sites, or if any of our operations results in contamination of the environment, including the spread of any infection or disease. We may be the subject of public interest litigation in India relating to allegations of such contamination, as well as in cases having potential criminal and civil liability filed by regulatory authorities. If such cases are determined against us, there could be an adverse effect on our business and operations.

While we maintain insurance coverage, in amounts which we believe are commercially appropriate, including insurance against damage, loss of profit and business interruption, and third party liability, we may not have sufficient insurance coverage to cover all possible economic losses, including when the loss suffered is not easily quantifiable and in the event of severe damage to our reputation. Even if we have made a claim under an existing insurance policy, we may not be able to successfully assert our claim for any liability or loss under such insurance policy. Additionally, there may be various other risks and losses for which we are not insured either because such risks are uninsurable or not insurable on commercially acceptable terms. The occurrence of an event for which we are not adequately or sufficiently insured could have an adverse effect on our business, results of operations, financial condition and cash flows. In addition, in the future, we may not be able to maintain insurance of the types or at levels which we deem necessary or adequate or at rates which we consider reasonable. The occurrence of an event for which we are not adequately or sufficiently insured or the successful assertion of one or more large claims against us that exceed available insurance coverage, or changes in our insurance policies (including premium increases or the imposition of large deductible or co-insurance requirements), could have an adverse effect on our business, reputation, results of operations, financial condition and cash flows.

26. We are dependent on a number of key personnel and the loss of such persons, or our inability to attract and retain key personnel in the future, could adversely affect us.

Our success depends on the continued services and performance of the members of our management team - our chief executive officer, other key employees and our Promoters. Competition for senior management personnel in the food services industry in which we engage is intense, and we may not be able to retain our existing senior management personnel, attract senior management personnel of similar capabilities or retain new senior management personnel in the future. The loss of the services of our senior management team or other key personnel could adversely affect our business and our results of operations and financial condition.

27. Our Company has availed unsecured loans, which are repayable on demand.

We have availed unsecured loans aggregating to Rs.99.71 Lacs as on March 31, 2014 and may be re-called at any time by these Parties. In the event that these loans are required to be re-paid on a short notice, our Company may have to arrange for additional funds which may impact our financials. For further details in relation to the unsecured loans, please refer the chapter “Financial Statements” beginning on page 19 of this Information Document.

External Risk Factors

1. Our Company’s growth depends on domestic and regional economic growth.

Our business is dependent on the level of domestic, regional and global economic growth, international trade and consumer spending. The rate of growth of India’s economy and of the demand for real estate and infrastructure services in India may fluctuate over the years. During periods of strong economic growth, demand for such services may grow at a rate equal to, or even greater than, that of the GDP. Conversely, during periods of slow GDP growth, such demand may exhibit slow or even negative growth. Global economic developments have adversely affected the Indian economy. There can be no assurance that future fluctuations in economic or business cycles, or other events that could influence GDP growth, will not have a material adverse effect on our business, cash flows and results of operations.

2. Global economic, political and social conditions may harm our ability to do business, increase our costs and negatively affect our operations.

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

3. Terrorist attacks, 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 trade 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 and the price of our Equity Shares. Other acts of violence or war outside India, including those involving the United States, the United Kingdom or other countries, may adversely affect worldwide financial markets and could adversely affect the world economic environment, which could adversely affect our business, results of operations, financial condition and cash flows, and more generally, any of these events could lower confidence in India. South Asia has, from time to time, experienced instances of civil unrest and hostilities among other neighbouring countries.

4. Natural calamities and changing weather conditions caused as a result of global warming could have a negative impact on the Indian economy and consequently impact our business and profitability.

Natural calamities such as draughts, floods, and earthquakes could have a negative impact on the Indian economy and may cause suspension, delays or damage to our current projects and operations, which may adversely impact our business and our operating results. India’s being a monsoon driven economy, climate change caused due to global warming bringing deficient / untimely monsoons could impact Government policy which in turn would adversely affect our business.

5. Any downgrading of India's debt rating by a domestic or international rating agency could negatively impact our business.

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

6. Active trading markets for our Equity Shares may not develop

We propose to list our Equity Shares on Institution Trading Platform (ITP) of NSE Emerge. There will be no active trading market of our Equity Shares or for securities convertible into Equity Shares. Trading on ITP is subject to certain restrictions viz minimum trading lot on institutional trading platform is Rs. 10 Lacs. Further the securities listed on ITP will be mandatorily exited on triggering of various events such as completion of ten years on listing of ITP or attaining paid up capital of Rs. 25 Crores or attaining revenue of Rs. 300 Crores or attaining market capitalization of Rs. 500 Crores.

7. The new Companies Act, 2013 is in the process of being implemented and any developments in the near future may be material with respect to the disclosures to be made in this Draft Information Document.

The Companies Act, 2013 has been notified in the Official Gazette on 30th August, 2013. Section 1 of the said Act was notified on August 30, 2013, while 98 more sections were notified as on September 12, 2013, section 135 and rules thereunder on February 27, 2014. The Ministry of Company Affairs has further notified 183 sections of the Act and Rules thereunder to be made effective from April 01, 2014. Though we have incorporated the relevant details pertaining to the new Companies Act, 2013 (to the extent notified) in this Draft Information Document, any further notifications by the MCA after our filing of this Draft Information Document may be material with respect to the disclosures to be made in the Draft Information Document as well as other rules and formalities for completing the Issue. The Companies Act, 2013 is in a phased manner replacing the Companies Act, 1956, with majority of the act already in force. The Companies Act, 2013 provides for, among other things, changes to the regulatory framework governing the issue of capital by companies, corporate governance, audit procedures, corporate social responsibility, the requirements for independent directors, director's liability, class action suits, and the inclusion of women directors on the boards of companies. The Companies Act, 2013 is complemented by a set of rules that sets out the procedure for compliance with the substantive provisions of the Companies Act, 2013.

SECTION III: 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 by each person known by us to be the beneficial owner (in case different from registered owner) of the issued and subscribed capital.

Sr. No	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 the date of this Draft Information Document.

Name of Director	No. of Shares held
Mr. Mukund Purohit	335,840
Mrs. Arti Purohit	64,080
Mr. Chandraprakash Dwivedi	Nil
Mr. Kiran More	Nil
Mr. Deepak Sharma	Nil

SHAREHOLDERS AGREEMENTS

Our Company has not entered into any shareholders agreement except a Share Subscription Agreement with Mr. Rakeshkumar Gajjar (as a member of M/s Sarthi Angels Venture Foundation) for 5,600 Equity Shares aggregating to Rs. 50,40,000 dated September 30, 2014 as on the date of this Draft Information Document.

Following is a summary of the key details pertaining to the Share Subscription Agreement:

(1) On and subject to the terms and conditions contained in this Agreement and in reliance upon the agreements, undertakings, covenants, indemnities and Warranties and representations of the Company (as contained in this Agreement), and upon fulfilment of the Conditions Precedent set forth in this Agreement to the satisfaction of the Investor, at Completion, the Investor agrees to subscribe to and the Company agrees to issue, allot and deliver to the Investor, Subscription Shares (i.e. 5,600 shares) on the Subscription Date, free of all liens and Encumbrance & Charges, for the Subscription Price (i.e. Rs. 900/- per equity share).

(2) Upon Completion, the Paid-Up Equity Share Capital of the Company shall be Rs. 4,056,000 divided into 405,600 (Four Lacs Five Thousand and Six Hundred only) Equity Shares of INR 10 (Indian Rupees Ten only, being the par value) per paid-up Equity Share.

(3) The Subscription Shares shall be fully paid-up and shall be free from all Encumbrances and shall at all times rank pari passu with all outstanding, issued and paid-up Equity Shares in relation to all stock activities including voting rights, rights issuance, bonus issues, dividends or any corporate actions.



(4) It is hereby agreed and understood between the Parties hereto that the Company shall utilise the Investment Amount only for the purposes for expenditure to be incurred on the capital expenditure or for the working capital requirements of the company. Any further utilization of the Investment Amount shall be subject to the approval of the Board with an affirmative vote of the Investor.

(5) The Investor shall not be required to pledge its shareholding in the Company as and by way of security for any loans or Indebtedness of the Company or provide any guarantee or any other support to any third party, including but without limitation to the lenders of the Company. It is hereby clarified that none of the Investor Shares or any proportionate shareholding of the Investor in Subsidiaries shall be pledged and/or encumbered without the prior written consent of the Investor.

(6) At Completion, the Parties shall ensure the following:

(a) The Investor shall pay the Subscription Consideration through normal banking channels or through a telegraphic transfer to the Company Bank Account;

(b) The Board shall, in accordance with the terms of this Agreement and the Articles, issue a allotment letter to the Investor with respect to for the Subscription Shares subscribed by the Investor;

(c) The Company and the Investor shall take all such actions as are necessary and required to effectively effect Completion in accordance with the letter and spirit of this Agreement;

(d) The Company shall hold a Board and a Shareholders meeting in order to give effect to the following:

(i) Recording the execution of this Agreement and ratifying the transactions contemplated in (including the terms and conditions of) this Agreement;

(ii) Recording the receipt of the Subscription Consideration into the Company Bank Account;

(iii) Issuing and allotting the Subscription Shares to the Investor;

(iv) Authorizing the issuance of duly stamped share certificates or through electronically through their RTA and the letter of allotment in relation to the Subscription Shares to the Investor;

(v) Authorizing the entering in the register of shareholders maintained under Section 88 of the Companies Act, the name of the Investor as the beneficial holder of the Subscription Shares;

(vi) Authorizing the making of appropriate entries in the the register of allotments maintained by the Company, in relation to the issue and allotment of the Subscription Shares to the Investor respectively;

(vii) Authorizing the making of appropriate entries in relation to the issue and allotment of the Subscription Shares in the register of allotments maintained by the Company; and

(viii) Approving and adopting the Business Plan in an Agreed form.

(e) The Company shall deliver to the Investor, the share certificates or shares electronically in the investor's DP account in relation to the Subscription Shares;

(f) The Company shall deliver to the Investor a certified true copy of the updated register of members, register of allotment and the register of transfers maintained by the Company evidencing the name of the Investor as the legal and beneficial owner of the Subscription Shares.



- (g) The Company shall deliver to the Investor a certified true copy of the updated register of directors maintained by the Company evidencing the name of the directors nominated by the Investor as the duly appointed non retiring Director on the Board;
- (h) The Company shall provide to the Investor, a certificate from its auditor certifying that the issue of the Subscription of Shares to the Investor is in accordance with applicable Law;
- (i) As at Completion, the Company shall execute an undertaking to the Investor stating that the representation and Warranties contained in this Agreement are true and accurate as of the Completion Date.
- (7) This Agreement shall become effective immediately upon execution and shall continue to remain valid and subsisting until fulfillment of all obligations of the Parties hereto, unless terminated in accordance with Clause 12.2, subject however to Clauses 12.3 and 12.4 of the agreement
- (8) This Agreement may be terminated prior to Completion:
- (a) Based on the mutual agreement of Parties; or
 - (b) By the Investor on occurrence of an event resulting in a Material Adverse Effect; or
 - (c) By the Investor in the event that the Conditions Precedent are not fulfilled, unless extended by the Investor.
- (9) In the event that this Agreement is terminated, no Party hereto shall be entitled to make any claim against any other Party, save and except in respect of any prior breach of this Agreement. Provided, that the provisions of Indemnification, Notices, Dispute Resolution and Governing Law shall survive the termination of this Agreement.
- (10) Any termination of this Agreement shall be without prejudice to any rights and obligations of the Parties accrued or incurred prior to the date of such termination, which shall survive the termination of this Agreement.

SECTION IV: OUR MANAGEMENT

BOARD OF DIRECTORS

Under our Articles of Association, our Company is required to have not less than three directors and not more than twelve directors. Our Company currently has Five Directors out of which three 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 Document:

Name, Father's Name, Address, Occupation, Nationality, Date of Appointment, Tenure & DIN	Designation	Other Directorships
<p>1. Mr. Mukund Purohit</p> <p><i>Fathers Name</i> : Bhikubhai Purohit</p> <p><i>Address</i>: 1 Lee Centre, DR APT 2009, Scarborough On, M1H3J2, Canada</p> <p><i>Age</i>: 43 Years</p> <p><i>Occupation</i>: Business</p> <p><i>Nationality</i>: CA</p> <p><i>DIN</i>: 02464280</p> <p><i>Date of Appointment</i>: September 16, 2014</p> <p><i>Tenure</i>: 5 years</p>	Managing Director	<ol style="list-style-type: none"> 1. N-Viro Fertilizer India Private Limited 2. Mukund Purohit Production Private Limited 3. Gujarat Synergy Private Limited
<p>2. Mrs Arti Purohit</p> <p><i>Fathers Name</i> : Manohar Patil</p> <p><i>Address</i> : A – 34, Kailash ParkBunglows, Old Padra Road, Akshar Chawk, Nr. United way Garba Ground, Vadodara - 390020</p> <p><i>Age</i>: 40 years</p> <p><i>Occupation</i>: Business</p> <p><i>Nationality</i>: Indian</p> <p><i>DIN</i>: 05186319</p>	Director	<ol style="list-style-type: none"> 1. N-Viro Fertilizer India Private Limited 2. Mukund Purohit Production Private Limited

<p>Date of Appointment: January 30, 2012</p> <p>Tenure: Rotational</p>		
<p>3. Mr. Chandraprakash Dwivedi</p> <p>Fathers Name: Manchharam Kripashankar Dwivedi</p> <p>Address : E-702, Spring Fields, Plot No 115/116, Lokhandawala Complex, Andheri (west) Mumbai 400 053</p> <p>Age: 54 years</p> <p>Occupation: Film Maker</p> <p>Nationality: Indian</p> <p>DIN: 03176977</p> <p>Date of Appointment: September 16, 2014</p> <p>Tenure: Non- Rotational</p>	<p>Non – Executive and Independent Director</p>	<p>Nil</p>
<p>4. Mr. Deepak Sharma</p> <p>Fathers Name: Piarey Lal Sharma</p> <p>Address: 402, 4th Floor, A-Wing, Sarla Gardens, Off Nehru Road, Vakola, Santacruz (East), Mumbai – 400055, Maharashtra, India</p> <p>Age: 43 years</p> <p>Occupation: Business</p> <p>Nationality: Indian</p> <p>DIN: 01976751</p> <p>Date of Appointment: September 16, 2014</p> <p>Tenure: Non- Rotational</p>	<p>Non – Executive and Independent Director</p>	<ol style="list-style-type: none"> 1. Sarthi Capital Advisors Private Limited 2. Sarthi Advisors Private Limited 3. Sarthiwm Promoters Private Limited 4. Sarthi Angels Venture Foundation 5. Acepro Advisors Private Limited
<p>5. Mr. Kiran More</p> <p>Fathers Name: Shankar Rao More</p> <p>Address: 8, Parita Park Opp. Nathubhai Circle, Race course Road, Vadodara-390007, Gujarat.</p>	<p>Non – Executive and Independent Director</p>	<ol style="list-style-type: none"> 1. Cutting Edge Events Private Limited 2. KRZ Sports Management Private Limited

<p>Age: 53 years</p> <p>Occupation: Cricketer</p> <p>Nationality: Indian</p> <p>DIN: 02225155</p> <p>Date of Appointment: September 16, 2014</p> <p>Tenure: Non- Rotational</p>		
---	--	--

DETAILS OF DIRECTORS:

1. Mr. Mukund Purohit: Managing Director

Mr. Mukund Purohit holds a Bachelor's degree in Commerce, with Marketing and Business Administration as major subject from Maharaja Sayajirao University of Baroda. He has also done Diploma in Human Resource Management from the Management institute of Baroda. Mr. Purohit moved to Canada in the year 2000. He served the Indo-Canada Chamber of Commerce in the year 2002 -2003 as an Executive Trade Committee member. Mr.Purohit was on the Board of Panorama India for three years. Mr. Purohit is actively involved in promoting international relations between Gujarat and India. He has attended various key meetings with Minister of External Affairs, Hon. Mr. S.M.Krishna, Minister of Education, Kapil Sibal and was invited in prestigious round table dinner with Hon. Prime Minister of India Mr. Manmohan Singh. In the month of November, 2012 he travelled with the Canadian Prime Minister, Hon.Stephen Harper as key delegates to Delhi, Chandigarh, Bangalore and attended 'World Economy Forum Conference'. Mr. Purohit served as consultant for 1st Potash deal between India and Canada. Mr.Purohit also worked on opening doors between Canada and India in the area of Health Care focusing on Diabetes

Mr. Purohit is award winner of prestigious Gauravanto Gujarati Award – 2010 as a prominent NRI. He was also awarded "Canada – India Friendship Medal 2012" from House of Commons and Canada – Indian Parliamentary Friendship Group. Government of Canada recognized Mr.Purohit's contribution made to Canada by awarding him with prestigious Queen Elizabeth II Diamond Jubilee Medal 2012.

2. Mrs. Arti Purohit

Mrs. Arti Purohit holds a degree of Master in Commerce. She is responsible for overseeing day to day operations of Neo Politan Pizza. She has more than 15 years of experience in field of finance in India & North America. She has worked with Fortune 500 companies and also worked as a senior Pension analyst with hospital pension plan in Canada.

3. Mr. Chandraprakash Dwivedi

Mr. Chandraprakash Dwivedi has M.B.B.S. Degree. He is an Indian film director and script writer, who is best known for directing the 1991 television epic Chanakya. His other major work is the 2003 film Pinjar. He has also directed the 1996 television series Mrityunjay - based on the life of Karna (A Mahabharata Character) & he won a Screen Videocon Best Director award for the same. He was previously on board of Popular Entertainment Pvt Ltd. and Crossword Entertainment Pvt Ltd.

4. Mr. Deepak Sharma

Mr. Deepak Sharma has over 2 decades of experience in various Financial Service domains.



He has worked for reputed organizations like IL&FS, TATAs and has been applauded and awarded for his professional services on various national platforms including CNBC.

Has headed various businesses and served as COO & Head Wealth Business for IL&FS Investsmart, CEO for SPA Cap Ltd. He also has rich experience and deep understanding of Capital Markets, Corporate Finance, Investment Banking, Private Equity raising, Business Modeling

5. Mr. Kiran More

Mr. Kiran Shankar More holds a degree of Bachelor in Commerce. He was the wicket-keeper for the Indian cricket team from 1984 to 1993. He was the Chairman of the Selection Committee of the BCCI till 2006. He runs a cricket academy "Kiran More-Alembic cricket academy" which was established in 1997 at his home town Vadodara. He was the Chairman of selectors for the Indian team from 2002–2006 From 2003 to 2006; he served as the chairman of the national selection panel, after that he joined the ICL as an executive director.

NATURE OF FAMILY RELATIONSHIP AMONG DIRECTORS

Mr. Mukund Purohit and Mrs. Arti Purohit are related to each other.

SERVICE AGREEMENT WITH MANAGING DIRECTOR AND THE REMUNERATION OF MANAGING DIRECTOR

Mr. Mukund Purohit has been appointed as Managing Director w.e.f. September 16, 2014 for a period of 5 (Five) years, the details of terms and conditions are as follows:

Particulars	Terms
Name	Mr. Mukund Purohit
Designation	Managing Director
Date of Appointment	September 16, 2014
Salary & Perquisites	Rs. 100,000 (Rupees One Lacs only) per month with effect from September 16, 2014
Other Terms and Conditions:	<ul style="list-style-type: none">• He shall not be entitled to any sitting fees for attending the meeting of Board of Directors or any Committee thereof.• The Company shall reimburse to Mr. Mukund Purohit expenses incurred by him for entertainment, travelling and other expenses in connection with the business of the Company.• Mr. Mukund Purohit shall be free to resign his office by giving three calendar months notice in writing to the company.

NON- EXECUTIVE DIRECTORS

Currently, non-executive Directors are not being paid sitting fees or any other kind of remuneration. However the sitting fees may be paid as may be determined by the Board of Directors from time to time.

CORPORATE GOVERNANCE

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

We have a Board constituted in compliance with the Companies Act and the Listing Agreement in accordance with best practices in corporate governance. The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our executive management provides the Board detailed reports on its performance periodically. Currently our Board has four Directors. The constitution of our Board is in compliance with the requirement of Clause 42 of the Listing Agreement.

The following committees have been formed in compliance with the corporate governance norms:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Shareholders Grievance Committee

Details of the various committees are as follows:

1. 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 Stock Exchange, vide resolution passed in the meeting of the Board of Directors held on September 29, 2014

The terms of reference of the Audit Committee complies with the requirements of Clause 42 of the Listing Agreement, proposed to be entered with the Stock Exchange in due course. The Committee presently comprises of three directors. Mr Chandraprakash Dwivedi is the Chairman of the Audit Committee and the company secretary shall act as the secretary to the Audit Committee.

Composition of Audit Committee:

Name of the Member	Designation	Nature of Directorship
Chandraprakash Dwivedi	Chairman	Non- Executive and Independent Director
Kiran More	Member	Non- Executive and Independent Director
Arti Purohit	Member	Executive Director

Role of Audit Committee:

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

- Recommendation for appointment, remuneration and terms of appointment of internal and statutory auditors of the Company;
- To investigate any activity within the terms of reference
- To seek information from employee
- To obtain outside legal or other professional advice
- Review and monitor the auditor's independence and performance , and effectiveness of audit process;
- Examination of the financial statement and the auditor's report
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter- corporate loans and investments;
- Valuation of undertakings or assets of the Company
- Evaluation of internal financial controls and risk management systems;
- Monitoring the end use of funds raised through public offers and related matters;

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

2. Nomination and Remuneration Committee

Our Company has constituted a Nomination and Remuneration committee ("Nomination and Remuneration Committee"), as per the provisions of Clause 42 of the Listing Agreement to be entered with Stock Exchange, vide resolution passed in the meeting of the Board of Directors held on September 29, 2014.

The present Remuneration Committee consists of the following Directors:

Name of the Member	Designation	Nature of Directorship
Deepak Sharma	Chairman	Non- Executive and Independent Director
Kiran More	Member	Non- Executive and Independent Director
Chandraprakash Dwivedi	Member	Non- Executive and Independent Director

The terms of reference of Nomination and Remuneration Committee

- 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.
- 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.

3. Shareholders Grievance Committee

Our Company has constituted an Shareholders Grievance Committee ("Shareholders/Investors Grievance Committee") as per the provisions of Clause 42 of the Listing Agreement to be entered with Stock Exchange, vide resolution passed in the meeting of the Board of Directors held on September 29, 2014. The composition of the committee is as under:

Name of the Member	Designation	Nature of Directorship
Kiran More	Chairman	Non- Executive and Independent Director
Chandraprakash Dwivedi	Member	Non- Executive and Independent Director
Mukund Purohit	Member	Managing Director

The terms of reference of the Investors' Grievance Committee shall be as follows:

- Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares ;
- Redressal of shareholder and investor 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;
- Monitoring transfers, transmissions, demat, rematerialisation, splitting, duplicate issue and consolidation of shares or other securities issued by our Company;
- Reference to statutory and regulatory authorities regarding investor grievances;
- Ensure proper and timely attendance and redressal of investor queries and grievances.
- Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

Mr. Prashant Maha, Company Secretary of the Company shall act as the Secretary to the Committee.

CONFIRMATIONS:

Except for Mr. Mukund Purohit and Mrs. Arti Purohit , there is no arrangement or understanding between any Director and any other person (s) naming pursuant to which he was or is to be selected as a director or nominee.


SECTION V: OUR PROMOTERS

The following are the Promoters of our Company:

1. Mr. Mukund Purohit
2. Mrs. Arti Purohit

DETAILS OF OUR PROMOTERS ARE AS UNDER:


1. Mr. Mukund Purohit

	Particulars	Details
	Age	42 years
	Permanent Account Number	BROPP7389B
	Passport Number	QB745304
	Address	1 Lee Centre, DR APT 2009, Scarborough On, M 1H3J2, Canada
	Other Ventures promoted by him	<ol style="list-style-type: none"> 1. N-Viro Fertilizer India Private Limited 2. Mukund Purohit Production Private Limited 3. Gujarat Synergy Private Limited

Mr. Mukund Purohit holds a Bachelor's degree in Commerce, with Marketing and Business Administration as major subject from Maharaja Sayajirao University of Baroda. He has also done Diploma in Human Resource Management from the Management institute of Baroda. Mr. Purohit moved to Canada in the year 2000. He served the Indo-Canada Chamber of Commerce in the year 2002 -2003 as an Executive Trade Committee member. Mr.Purohit was on the Board of Panorama India for three years. Mr. Purohit is actively involved in promoting international relations between Gujarat and India. He has attended various key meetings with Minister of External Affairs, Hon. Mr. S.M.Krishna, Minister of Education, Kapil Sibal and was invited in prestigious round table dinner with Hon. Prime Minister of India Mr. Manmohan Singh. In the month of November, 2012 he travelled with the Canadian Prime Minister, Hon.Stephen Harper as key delegates to Delhi, Chandigarh, Bangalore and attended 'World Economy Forum Conference'. Mr. Purohit served as consultant for 1st Potash deal between India and Canada. Mr.Purohit also worked on opening doors between Canada and India in the area of Health Care focusing on Diabetes

Mr. Purohit is award winner of prestigious Gauravanto Gujarati Award – 2010 as a prominent NRI. He was also awarded "Canada – India Friendship Medal 2012" from House of Commons and Canada – Indian Parliamentary Friendship Group. Government of Canada recognized Mr.Purohit's contribution made to Canada by awarding him with prestigious Queen Elizabeth II Diamond Jubilee Medal 2012.

2. Mrs. Arti Purohit

	Particulars	Details
	Age	40 years
	Permanent Account Number	BSPPP1905F
	Passport Number	QB801858
	Address	A -34, Kailash ParkBunlows, Old Padra Road, Akshar Chawk, Nr. Unitedway Garba Ground , Vadodara - 390020, Gujarat
Other Ventures promoted by her	1. Mukund Purohit Production Private Limited	

Mrs. Arti Purohit holds a degree of Master in Commerce. She is responsible for overseeing day to day operations of Neo Politan Pizza. She has more than 15 years of experience in field of finance in India & North America. She has worked with Fortune 500 companies and also worked as a senior Pension analyst with hospital pension plan in Canada.

OTHER VENTURES OF OUR PROMOTER

1. MR. MUKUND PUROHIT

a) N-Viro Fertilizer India Private Limited

Board of Directors:

The Directors of **N-Viro Fertilizer India Private Limited** as on the date of this Information Document are as follows:

- Mukund Purohit
- Robert Walter Crane
- John Robert Sampson
- Arti Purohit

Particulars	% of Equity Shares
Mukund Purohit	40
Robert Walter Crane	60
Total	100

The Company incorporated on February 27, 2013.

b) Gujarat Synergy Private Limited

Board of Directors

The Directors of **Gujarat Synergy Private Limited** as on the date of this Information Document are as follows:

- Mukund Purohit
- RakeshKumar Gajjar

Shareholding Pattern of the Company:



As on the date of filing this Draft Information Document, the shareholding pattern of **Gujarat Synergy Private Limited** is as follows:

Particulars	% of Equity Shares
Mukund Purohit	99.9
Rakesh Gajjar	0.1
Total	100

Financial Information of Gujarat Synergy Private Limited:

Highlights of the Company for the past two years are as follows:

Particulars	(In Rs) As at March 31, 2013
Equity Capital	100,000
Reserves (Excluding Revaluation Reserves)	(46,282.05)
Profit After Tax	(35,046.05)
Earnings Per Share (Basic)(Rs.)	(3.50)

c) Mukund Purohit Production Private Limited

Board of Directors

The Directors of **Mukund Purohit Production Private Limited** as on the date of this Information Memorandum are as follows:

- **Mukund Purohit**
- **Arti Purohit**

The Company incorporated on February 04, 2014.

Particulars	% of Equity Shares
Mukund Purohit	50
Arti Purohit	50
Total	100

SECTION VI - RELATED PARTY TRANSACTIONS

Related Parties:

- i. Key Managerial Person:
 - Mrs. Arti M. Purohit
 - Mr. Mukund Purohit

- ii. Associates:
 - Gujarat Synergy Private Limited

Transaction carried out with related parties referred in a. above, in ordinary course of business and balance outstanding as at March 31, 2014:

Name of Related Party	Nature of Transaction	Amount (Rs.)
Mrs. Arti M Purohit	Remuneration	480,000.00
Mrs. Arti M Purohit	Loans	86,500.00
Mr. Mukund Purohit	Loans	905,845.00
Gujarat Synergy Private Limited	Loans	8,102,158.15

Note: Related parties are as identified by the Management and relied upon by the auditors.

SECTION VII: LEGAL PROCEEDINGS

Except as stated herein, there are no outstanding or pending litigation, suits, civil prosecution, criminal proceeding or tax liabilities against our Company and its subsidiaries and there are no defaults, non-payment of statutory dues, over dues to banks and financial institutions, defaults against bank and financial institutions. No proceedings initiated for economic or other offences, and no disciplinary action has been taken by SEBI or any stock exchanges against our Company and its subsidiaries.

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. CASES FILED BY OUR SUBSIDIARY COMPANIES

Civil proceedings

NIL

Criminal Proceedings

NIL

IV. CASES FILED AGAINST OUR SUBSIDIARY COMPANIES

Civil proceedings

NIL

Criminal Proceedings

NIL

V. INDIRECT TAX PROCEEDINGS INVOLVING OUR COMPANY

NIL



SECTION VIII – 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 / guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Draft 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 rules made there under or regulations / guidelines issued, as the case may be. We further certify that all the disclosures and statements made in the Draft Information Document are true and correct.

SIGNED BY ALL THE DIRECTORS

Name	DIN/PAN	Designation	Signature
Mukund Purohit	02464280	Chairman and Managing Director	Sd/-
Arti Purohit	05186319	Director	Sd/-
Chandraprakash Dwivedi	03176977	Non- Executive and Independent Director	Sd/-
Deepak Sharma	01976751	Non- Executive and Independent Director	Sd/-
Kiran More	02225155	Non- Executive and Independent Director	Sd/-
Rekha Soni	BCUPS4217G	Chief Financial Officer	Sd/-

SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER

Sd/-

Date: October 01, 2014

Place:



SECTION VIII – 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 / guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Draft 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 rules made there under or regulations / guidelines issued, as the case may be. We further certify that all the disclosures and statements made in the Draft Information Document are true and correct.

SIGNED BY ALL THE DIRECTORS

Name	DIN/PAN	Designation	Signature
Mukund Purohit	02464280	Chairman and Managing Director	Sd/-
Arti Purohit	05186319	Director	Sd/-
Chandraprakash Dwivedi	03176977	Non- Executive and Independent Director	Sd/-
Deepak Sharma	01976751	Non- Executive and Independent Director	Sd/-
Kiran More	02225155	Non- Executive and Independent Director	Sd/-
Rekha Soni	BCUPS4217G	Chief Financial Officer	Sd/-

SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER

Sd/-

Date: October 01, 2014

Place: Mumbai