



Draft Prospectus  
Dated: March 1, 2017  
Please read section 32 of the Companies Act, 2013  
Fixed Price Issue

## SIKKO INDUSTRIES LIMITED

Our Company was originally incorporated as “Sikko Sprayers Private Limited” on February 8, 2000 under the provisions of Companies Act, 1956 vide certificate of Incorporation issued by Deputy Registrar of Companies, Gujarat, Dadra and Nagar Haveli at Ahmedabad. Consequent up on the conversion of our Company into public limited company, the name of our Company was changed to “Sikko Sprayers Limited” vide fresh certificate of incorporation dated March 16, 2010 issued by the Assistant Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Subsequently the name of our company was changed to “Sikko Industries Limited” and Fresh certificate of Incorporation pursuant to change of name was issued by Assistant Registrar of Companies, Gujarat and Dadra Nagar Haveli on March 17, 2010. The Corporate Identification Number of our Company is U51909GJ2000PLC037329. For details of change in name and registered office of our Company, please refer to section titled “History and Certain Corporate Matters” beginning on page no. 119 of this Draft Prospectus.

**Registered office:** 508, Iscon Elegance, Nr. Jain Temple, Nr. Prahladnagar Pick up Stand, Vejalpur, Ahmedabad – 380 051.

**Tel No.:-** +91-79-6616 8950; **Website:** www.sikkoindia.com

**Company Secretary and Compliance Officer:** Ms. Maitry Doshi; **E-Mail:** compliance@sikkoindia.com

**PROMOTERS OF THE COMPANY:** Mr. Ghanshyambhai Kumbhani & Mr. Jayantibhai Kumbhani

### THE ISSUE

**PUBLIC ISSUE OF 16,00,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH OF SIKKO INDUSTRIES LIMITED (“SIL” OR THE “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF ₹ 32 PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ 22 PER EQUITY SHARE (THE “ISSUE PRICE”) AGGREGATING TO ₹ 512.00 LACS (“THE ISSUE”), OF WHICH 80,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH FOR CASH AT A PRICE OF ₹ 32 PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ 22 PER EQUITY SHARE AGGREGATING TO ₹ 25.60 LACS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION i.e. NET ISSUE OF 15,20,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AT A PRICE OF ₹ 32 PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ 22 PER EQUITY SHARE AGGREGATING TO ₹ 486.40 LACS IS HEREIN AFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 28.57% AND 27.14%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.**

THIS ISSUE IS BEING IN TERMS OF CHAPTER XB OF THE SEBI (ICDR) REGULATIONS, 2009 AS AMENDED FROM TIME TO TIME.

For further details see “Terms of the Issue” beginning on page no. 235 of this Draft Prospectus.

All the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment providing details about the bank account which will be blocked by the Self Certified Syndicate Banks (“SCSBs”) as per the SEBI circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015. For further details, please refer to section titled “Issue Procedure” beginning on page no. 241 of this Draft Prospectus. In case of delay, if any in refund, our Company shall pay interest on the application money at the rate of 15 % per annum for the period of delay.

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10 EACH AND THE ISSUE PRICE IS 3.2 TIMES OF THE FACE VALUE.

### RISK IN RELATION TO THE FIRST ISSUE

This being the first Public Issue of our Company, there has been no formal market for the securities of our Company. The face value of the shares is ₹ 10 per Equity Shares and the Issue price is 3.2 times of the face value. The Issue Price (as determined by our Company in consultation with the Lead Manager) as stated in the chapter titled on “Basis for Issue Price” beginning on page no. 56 of this Draft Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the equity shares of our Company or regarding the price at which the Equity Shares will be traded after listing.

### GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Draft Prospectus. Specific attention of the investors is invited to the section titled “Risk Factors” beginning on page no. 8 of this Draft Prospectus.

### ISSUER’S ABSOLUTE RESPONSIBILITY

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

### LISTING

The Equity Shares offered through the Draft Prospectus are proposed to be listed on Emerge Platform of National Stock Exchange of India Limited (“NSE Emerge”). In terms of the Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, our Company has received an observation letter dated [●] from NSE for using its name in this offer document for listing our shares on the Emerge Platform of National Stock Exchange of India Limited. For the purpose of this Issue, the designated Stock Exchange will be the NSE Limited (“NSE”).

### LEAD MANAGER



#### SWASTIKA INVESTMART LIMITED

**SEBI REGN NO.:** INM000012102

305, Madhuban Building, Cochin Street, S.B.S. Road, Fort, Mumbai, Maharashtra – 400 001.

**Tel No.:** +91-22-22655565 **Fax No.:** +91-731- 6644300

**Email Id:** merchantbanking@swastika.co.in

**Investors Grievance Id:** investor grievance@swastika.co.in

**Website:** www.swastika.co.in

**Contact Person:** Ms. Nidhi Baheti

### REGISTRAR TO THE ISSUE



#### PURVA SHARE REGISTRY (INDIA) PRIVATE LIMITED

**SEBI REGN NO.:** INR000001112

Unit no. 9, Shiv Shakti Industrial Estate, JR Boricha Marg, Lower Parel (East), Mumbai – 400 011

**Tel No.:** +91-022-23018261/ 23016761

**Fax No.:** +91-022-23012517

**Email Id:** basicomp@vsnl.com

**Website:** www.purvashare.com

**Contact Person:** Ms. Purva shah

### ISSUE PROGRAMME

**ISSUE OPENS ON:** [●]

**ISSUE CLOSES ON:** [●]

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## SECTION I – GENERAL

### DEFINITIONS AND ABBREVIATIONS

Term	Description
“SIL”, “our Company”, “we”, “us”, “our”, “the Company”, “the Issuer Company” or “the Issuer”	Sikko Industries Limited, a public limited company registered under the Companies Act, 1956 and having as Registered Office at 508, Iscon Elegance, Nr. Jain Temple, Nr. Prahladnagar Pick up Stand, Vejalpur, Ahmedabad – 380 051.
Promoters	Mr. Ghanshyambhai Kumbhani and Mr. Jayantibhai Kumbhani
Promoter Group	Companies, individuals and entities as defined under Regulation 2(1)(zb) of the SEBI (ICDR) Regulations.

### COMPANY RELATED TERMS

Term	Description
Articles / Articles of Association/AOA	Articles of Association of our Company
Auditors	The Statutory auditors of our Company, being M/s. Ashok K Bhatt & Co., Chartered Accountants
Board of Directors / Board	The Board of Directors of our Company or a committee constituted thereof
Companies Act	Companies Act, 1956 and/ or the Companies Act, 2013, as amended from time to time.
CWD	Chairman and Whole-Time Director
Depositories Act	The Depositories Act, 1996, as amended from time to time
Director(s)	Director(s) of Sikko Industries Limited unless otherwise specified
Equity Shares	Equity Shares of our Company of Face Value of ₹ 10 each unless otherwise specified in the context thereof
ED	Executive Director
Indian GAAP	Generally Accepted Accounting Principles in India
Key Managerial Personnel / Key Managerial Employees	The officer vested with executive power and the officers at the level immediately below the Board of Directors as described in the section titled “Our Management” on page 122 of this Draft Prospectus.
MD	Managing Director
MOA/ Memorandum / Memorandum of Association	Memorandum of Association of our Company as amended from time to time
Non Residents	A person resident outside India, as defined under FEMA
NRI/ Non Resident Indians	A person resident outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Outside India Regulation, 2000.
Peer Review Auditor	The Peer Review auditors of our Company, being M/s. Doshi Maru & Associates, Chartered Accountants.
Registered Office	The Registered office of our Company, located at 508, Iscon Elegance, Nr. Jain Temple, Nr. Prahladnagar Pick up Stand, Vejalpur, Ahmedabad – 380 051.
ROC / Registrar of Companies	Registrar of Companies, Gujarat, Dadra and Nagar Haveli.
WTD	Whole-Time Director

### ISSUE RELATED TERMS

Terms	Description
Applicant	Any prospective investor who makes an application for Equity Shares in terms of this Draft Prospectus
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of our Company
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by applicants to make an application authorising a SCSB to block the application amount in the ASBA Account maintained with the SCSB.
ASBA Account	An account maintained with the SCSB and specified in the application form submitted by ASBA applicant for blocking the amount mentioned in the application form.
Allotment	Issue of the Equity Shares pursuant to the Issue to the successful applicants

Allottee	The successful applicant to whom the Equity Shares are being / have been issued
Basis of Allotment	The basis on which equity shares will be allotted to successful applicants under the Issue and which is described in the section "Issue Procedure - Basis of allotment" on page 255 of this Draft Prospectus
Bankers to our Company	Bank of India Limited
Bankers to the Issue	[•]
Depository	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996
Draft Prospectus	The Draft Prospectus March 1, 2017 issued in accordance with Section 32 of the Companies Act filed with the BSE under SEBI(ICDR) Regulations
Eligible NRI	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Draft Prospectus constitutes an invitation to subscribe to the Equity Shares Allotted herein
Engagement Letter	The engagement letter dated December 25, 2016 between our Company and the LM
Issue Opening Date	The date on which the Issue opens for subscription.
Issue Closing date	The date on which the Issue closes for subscription.
Issue Period	The periods between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants may submit their application
IPO	Initial Public Offering
Issue / Issue Size / Public Issue	The Public Issue of 16,00,000 Equity Shares of ₹ 10 each at ₹ 32 per Equity Share including share premium of ₹ 22 per Equity Share aggregating to ₹ 512.00 Lacs by Sikko Industries Limited
Issue Price	The price at which the Equity Shares are being issued by our Company under this Draft Prospectus being ₹ 32.
LM / Lead Manager	Lead Manager to the Issue, in this case being Swastika Investmart Limited.
Listing Agreement	Unless the context specifies otherwise, this means the SME Equity Listing Regulation to be signed between our company and the SME Platform of NSE.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 15,20,000 Equity Shares of ₹ 10 each at ₹ 32 per Equity Share including share premium of ₹ 22 per Equity Share aggregating to ₹ 486.40 Lacs by Sikko Industries Limited.
Prospectus	The Prospectus, to be filed with the ROC containing, inter alia, the Issue opening and closing dates and other information
Public Issue Account	An Account of the Company under Section 40 of the Companies Act, 2013 where the funds shall be transferred by the SCSBs from bank accounts of the ASBA Investors
Qualified Institutional Buyers / QIBs	Mutual Funds, Venture Capital Funds, or Foreign Venture Capital Investors registered with the SEBI; FIIs and their sub-accounts registered with the SEBI, other than a subaccount which is a foreign corporate or foreign individual; Public financial institutions as defined in Section 2(72) of the Companies Act; Scheduled Commercial Banks; Multilateral and Bilateral Development Financial Institutions; State Industrial Development Corporations; Insurance Companies registered with the Insurance Regulatory and Development Authority; Provident Funds with minimum corpus of Rs 2,500 Lacs; Pension Funds with minimum corpus of Rs 2,500 Lacs; National Investment Fund set up by resolution F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India; and Insurance Funds set up and managed by the army, navy, or air force of the Union of India. Insurance Funds set up and managed by the Department of Posts, India
Refund Account	Account opened / to be opened with a SEBI Registered Banker to the Issue from which the refunds of the whole or part of the Application Amount, if any, shall be made
Registrar / Registrar to the Issue	Registrar to the Issue being Purva Sharegistry (India) Private Limited.
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 as amended from time to time.
Retail Individual Investors	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than Rs 2,00,000
SCSB	A Self Certified Syndicate Bank registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 and offers the facility of ASBA, including blocking of bank

	account. A list of all SCSBs is available at <a href="http://www.sebi.gov.in/pmd/scsb.pdf">http://www.sebi.gov.in/pmd/scsb.pdf</a>
SME Platform of NSE/ NSE Emerge	The SME Platform of National Stock Exchange of India Limited for listing of equity shares offered under Chapter XB of the SEBI (ICDR) Regulations which was approved by SEBI as an SME Exchange on September 27, 2011.
Underwriters	Underwriters to the issue are Swastika Investmart Ltd and Beeline Broking Limited.
Underwriting Agreement	The Agreement entered into between the Underwriters and our Company dated February 25, 2017.
Working Days	All days on which banks in Mumbai are open for business except Saturday, Sunday and public holiday.

#### TECHNICAL AND INDUSTRY RELATED TERMS

Term	Description
BIS	Bureau of Indian Standards
(Ca)	Calcium
(Cu)	Copper
(Fe)	Iron
(K)	Potash
(Mb)	Molybdenum
(Mg)	Magnesium
(Mn)	Manganese
(N)	Nitrogen
(P)	Phosphorus
(S)	Sulphur
(Zn)	Zinc
Kg.	Kilo Gram
Ltr	Litres
MG	Milligram
MT	Metric Tone
Sq Fts	Square Feets
SQ MTRs	Square Meters

#### CONVENTIONAL AND GENERAL TERMS/ ABBREVIATIONS

Term	Description
A/c	Account
Act or Companies Act	Companies Act, 1956 and/or the Companies Act, 2013, as amended from time to time
AGM	Annual General Meeting
ASBA	Application Supported by Blocked Amount
AS	Accounting Standards issued by the Institute of Chartered Accountants of India.
AY	Assessment Year
BG	Bank Guarantee
CAGR	Compounded Annual Growth Rate
CAN	Confirmation Allocation Note
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
CRR	Cash Reserve ratio
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996 as amended from time to time
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time
DIN	Director's identification number
DP/ Depository Participant	A Depository Participant as defined under the Depository Participant Act, 1996
DP ID	Depository Participant's identification
EBIDTA	Earnings Before Interest, Depreciation, Tax and Amortization
ECS	Electronic Clearing System
EGM	Extra-ordinary General Meeting
EPS	Earnings Per Share i.e., profit after tax for a fiscal year divided by the weighted average outstanding number of equity shares at the end of that fiscal year

Financial Year/ Fiscal Year/ FY	The period of twelve months ended March 31 of that particular year
FDI	Foreign Direct Investment
FDR	Fixed Deposit Receipt
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations there-under and as amended from time to time
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended.
FII	Foreign Institutional Investor (as defined under SEBI FII (Foreign Institutional Investors) Regulations, 1995, as amended from time to time) registered with SEBI under applicable laws in India
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended.
FIs	Financial Institutions
FIPB	Foreign Investment Promotion Board
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
Gov/ Government/GOI	Government of India
HUF	Hindu Undivided Family
IFRS	International Financial Reporting Standard
ICSI	Institute of Company Secretaries of India
ICAI	Institute of Chartered Accountants of India
Indian GAAP	Generally Accepted Accounting Principles in India.
I.T. Act	Income Tax Act, 1961, as amended from time to time
INR/ Rs./ Rupees / ₹	Indian Rupees, the legal currency of the Republic of India
Ltd.	Limited
MCA	Ministry of Corporate Affairs
Merchant Banker	Merchant banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 as amended.
MOF	Minister of Finance, Government of India
MOU	Memorandum of Understanding
NA	Not Applicable
NAV	Net Asset Value
NEFT	National Electronic Fund Transfer
NIFTY	National Stock Exchange Sensitive Index
NOC	No Objection Certificate
NR/ Non Residents	Non Resident
NRE Account	Non Resident External Account
NRI	Non Resident Indian, is a person resident outside India, as defined under FEMA and the FEMA Regulations
NRO Account	Non Resident Ordinary Account
NSE	National Stock Exchange
NSDL	National Securities Depository Limited
NTA	Net Tangible Assets
p.a.	Per annum
P/E Ratio	Price/ Earnings Ratio
PAN	Permanent Account Number allotted under the Income Tax Act, 1961, as amended from time to time
PAT	Profit After Tax
PBT	Profit Before Tax
PIO	Person of Indian Origin
PLR	Prime Lending Rate
R & D	Research and Development
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934, as amended from time to time
RoNW	Return on Net Worth
RTGS	Real Time Gross Settlement

SAT	Security appellate Tribunal
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to Time
SCSBs	Self Certified Syndicate Banks
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time
SEBI Insider Trading Regulations	SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time, including instructions and clarifications issued by SEBI from time to time.
SEBI ICDR Regulations / ICDR Regulations / SEBI ICDR / ICDR	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time
SEBI Rules and Regulations	SEBI (ICDR) Regulations, 2009, SEBI (Underwriters) Regulations, 1993, as amended, the SEBI (Merchant Bankers) Regulations, 1992, as amended, and any and all other relevant rules, regulations, guidelines, which SEBI may issue from time to time, including instructions and clarifications issued by it from time to time.
Sec.	Section
Securities Act	The U.S. Securities Act of 1933, as amended.
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time
SME	Small And Medium Enterprises
Stamp Act	The Indian Stamp Act, 1899, as amended from time to time
State Government	The Government of a State of India
Stock Exchanges	Unless the context requires otherwise, refers to, the NSE Limited
STT	Securities Transaction Tax
TDS	Tax Deducted at Source
TIN	Tax payer Identification Number
UIN	Unique Identification Number
U.S. GAAP	Generally accepted accounting principles in the United States of America.
VCFs	<p>Venture capital funds as defined in, and registered with SEBI under, the erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as amended, which have been repealed by the SEBI AIF Regulations.</p> <p>In terms of the SEBI AIF Regulations, a VCF shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 till the existing fund or scheme managed by the fund is wound up, and such VCF shall not launch any new scheme or increase the targeted corpus of a scheme. Such VCF may seek re-registration under the SEBI AIF Regulations.</p>

## PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

### Financial Data

Unless stated otherwise, the financial data in the Draft Prospectus is derived from our audited financial statements for the period ended October 31, 2016 and financial year ended March 31, 2016, 2015, 2014, 2013, and 2012 prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2009 and the Indian GAAP which are included in the Draft Prospectus, and set out in the section titled 'Financial Information' beginning on page number 142 of the Draft Prospectus. Our Financial Year commences on April 1 and ends on March 31 of the following year, so all references to a particular Financial Year are to the twelve-month period ended March 31 of that year. In the Draft Prospectus, discrepancies in any table, graphs or charts between the total and the sums of the amounts listed are due to rounding-off.

There are significant differences between Indian GAAP, IFRS and U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included herein, and the investors should consult their own advisors regarding such differences and their impact on the financial data. Accordingly, the degree to which the restated financial statements included in the Draft Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in the Draft Prospectus should accordingly be limited.

Any percentage amounts, as set forth in the sections / chapters titled 'Risk Factors', 'Business Overview' and 'Management's Discussion and Analysis of Financial Condition and Results of Operations' beginning on page numbers 8, 71 and 176 respectively, of the Draft Prospectus and elsewhere in the Draft Prospectus, unless otherwise indicated, have been calculated on the basis of our restated financial statements prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2009 and the Indian GAAP.

### Industry and Market Data

Unless stated otherwise, industry data used throughout the Draft Prospectus has been obtained or derived from industry and government publications, publicly available information and sources. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although our Company believes that industry data used in the Draft Prospectus is reliable, it has not been independently verified.

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

### Currency and units of presentation

In the Draft Prospectus, unless the context otherwise requires, all references to;

- 'Rupees' or '₹' or 'Rs.' or 'INR' are to Indian rupees, the official currency of the Republic of India.
- 'US Dollars' or 'US\$' or 'USD' or '\$' are to United States Dollars, the official currency of the United States of America,

EURO or "€" are Euro currency,

All references to the word 'Lakh' or 'Lac', means 'One hundred thousand' and the word 'Million' means 'Ten lacs' and the word 'Crore' means 'Ten Million' and the word 'Billion' means 'One thousand Million'.

## FORWARD LOOKING STATEMENTS

All statements contained in the Draft Prospectus that are not statements of historical facts constitute 'forward-looking statements'. All statements regarding our expected financial condition and results of operations, business, objectives, strategies, plans, goals and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, our revenue and profitability, planned projects and other matters discussed in the Draft Prospectus regarding matters that are not historical facts. These forward looking statements and any other projections contained in the Draft Prospectus (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections.

All forward looking statements are subject to risks, uncertainties and assumptions about us 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 but are not limited to:

- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Competition from existing and new entities may adversely affect our revenues and profitability;
- Political instability or changes in the Government could adversely affect economic conditions in India and consequently our business may get affected to some extent.
- Our business and financial performance is particularly based on market demand and supply of our products;
- The performance of our business may be adversely affected by changes in, or regulatory policies of, the Indian national, state and local Governments;
- Any downgrading of India's debt rating by a domestic or international rating agency could have a negative impact on our business and investment returns;
- Changes in Government Policies and political situation in India may have an adverse impact on the business and operations of our Company;
- The occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition.

For further discussion of factors that could cause the actual results to differ from the expectations, see the sections "Risk Factors", "Business Overview" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 8, 71 and 176 of this Draft Prospectus, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

Forward-looking statements reflect the current views as of the date of this Draft Prospectus and are not a guarantee of future performance. These statements are based on the management's beliefs and assumptions, which in turn are based on currently available information. Although our Company believes the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. None of our Company, the Directors, the LM, or any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. Our Company and the Directors will ensure that investors in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange.

## SECTION II

### RISK FACTORS

An investment in equity involves a high degree of risk. Investors should carefully consider all the information in this Offer Document, including the risks and uncertainties described below, before making an investment in our equity shares. Any of the following risks as well as other risks and uncertainties discussed in this Offer Document could have a material adverse effect on our business, financial condition and results of operations and could cause the trading price of our Equity Shares to decline, which could result in the loss of all or part of your investment. In addition, the risks set out in this Offer Document may not be exhaustive and additional risks and uncertainties, not presently known to us, or which we currently deem immaterial, may arise or become material in the future. Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other risks mentioned herein.

**The Draft Prospectus also contains forward looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of many factors, including the considerations described below and elsewhere in the Draft Prospectus.**

#### Materiality

The Risk factors have been determined on the basis of their materiality. The following factors have been considered for determining the materiality.

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

#### Note:

*The risk factors are disclosed as envisaged by the management along with the proposals to address the risk if any. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial implication of any of the risks described in this section.*

*In this Offer Document, any discrepancies in any table between total and the sums of the amount listed are due to rounding off. Any percentage amounts, as set forth in "Risk Factors" and elsewhere in this Offer Document unless otherwise indicated, has been calculated on the basis of the amount disclosed in the our restated financial statements prepared in accordance with Indian GAAP.*

#### INTERNAL RISK FACTORS:

##### **1. Our Company, Promoter-Director and Group Company is involved in certain legal proceedings, which if determined against us, could adversely impact financial conditions.**

Our Company is involved in certain legal proceedings. These legal proceedings are pending at different levels of adjudication. Any adverse decision may adversely affect our financial condition. The details of these legal and other proceedings are given in the following table:

Particular	Nature of cases	No of outstanding cases/Demand	Amount involved (₹ in lacs)
Litigation by Company	Criminal (Negotiable Instrument Act, 1938)	18	88.42
Litigation Against Company	Income Tax (TDS)	13	1.84
	Taxation Liabilities – (Indirect Tax) Central Excise Act, 1944 & Central Excise Rules, 1944	1	242.74
Litigation against Promoter / Directors	Central Excise Act, 1944 and Central Excise Rules, 1944	1	25.00
Litigation by Group Companies	Criminal (Negotiable Instrument Act, 1938)	63	122.62

For further details related to litigations please refer to section "Outstanding Litigations and Material Developments" appearing on page no. 183 of this draft prospectus.

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

Our business operations require us to obtain and renew from time to time, certain approvals, licenses, registration and permits, some of which may expire and for which we may have to make an application for obtaining the approval or its renewal. The registered office of our company is not registered under Bombay Shop and Establishment Act, 1949. Furthermore, our government approvals and licenses are subject to numerous conditions, some of which are onerous and require us to make substantial compliance-related expenditure. If we fail to maintain such registrations and licenses or comply with applicable conditions, then such respective regulatory authority can impose fine on our company or suspension and/or cancellation of the approval/licenses which may affect our business adversely.

Many of the Licenses and approvals are in the name of "Sikko Sprayers Private Limited", the same are required to be changed in the name of "Sikko Industries Limited". Company is taking necessary steps in this regards. For more information about the licenses required in our business and the licenses and approvals applied for and yet to receive and approval yet to apply, please refer section "Government and other statutory approvals" appearing on page no. 203.

**3. The agricultural products business is highly seasonal in our country and such seasonality may adversely affect the demand for our Fertilizers and Pesticides and also our operating results.**

We are engaged in the manufacturing of Fertilizers and Pesticides Products. While fertilizers help in plant growth, pesticides work as a safeguard against pests. We have two major crop seasons in our country namely Rabi & Kharif. The demand for our product is affected by the crop season and therefore the demand for our fertilizer is highly seasonal in nature. Further, majority of the farmers depend on rain for cultivation. Generally rainfall occurs during Kharif season and hence, the timing and seasonality of rainfall also impacts the business of our Company. Thus, we are subject to seasonal factors, which make our operating results relatively unpredictable

We recognize revenues only upon the sale of our products. During period of lower sales, we continue to incur, substantial operating expenses, but our revenues remain usually lower. Due to inherent seasonality of our business, results of one reporting period may not be necessarily comparable with preceding or succeeding reporting periods.

Sometimes if there is slight change in timing of rainfall, the sales will get differed from one reporting period to the other reporting period. The sales that were supposed to take place during one financial year may get added to the sales of the next financial year and therefore results of even full financial year may not be necessarily comparable to the other financial year.

**4. The Company is dependent on few numbers of customers and suppliers for sales and purchase from top 10 customers and suppliers. Loss of any of these large customer and supplier will significantly affect our revenues and profitability.**

Our top ten customers contributes 52.13% and 45.91% of our total sales and our top ten suppliers delivered 76.41% and 76.19% of the total raw materials purchased for the period ended October 31, 2016 and for the year ended March 31, 2016 respectively. The loss of any of these large customers or suppliers will significantly affect our revenue and profitability.

**5. Some of our historical and secretarial records are not traceable. Non-availability of these records exposes us to the risk of penalties that may be imposed by the competent regulatory authority in future.**

Due to change in methods of record keeping on account of technological advancement and computerization, over the years, certain forms filed with ROC before 2006 could not be traced by our Company, particularly forms in relation to return of allotment of equity shares made by our Company prior to year 2006. We believe that our Company has filed these records with RoC on a timely basis. Our Company cannot assure you that these form filings will be available in the future or that it will not be subject to any penalty imposed by the competent regulatory authority in this respect. If RoC initiates proceedings for any actual or perceived irregularity in our compliance with reporting requirements in any future or historic periods, there may be an effect on our business, results of operation and financial condition. Also our Company may not be in a position to attend to and / or respond appropriately to any legal matter due to lack of lost, destroyed records and to that extent the same could adversely affect our business operations.

In addition to above, Our Company acquired Sikko Sprayers & Exports Co., proprietorship concern of Mr. Pravinbhai M. Kumbhani in the year 2000 and consequent to which entire assets-liabilities including outstanding creditors of the

said proprietorship concern were taken over by our company for which there was no formal agreement for acquisition of the said business was entered. If any dispute arises relating to acquisition and takeover of the business of the said proprietorship concern by the company, the same will impact the operations of the Company.

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

Our Company has entered into various transactions with our Promoters, Promoter Group, Directors and their Relatives and Group Company. While we believe that all such transactions are conducted on arms length basis, there can be no assurance that we could not have achieved more favorable terms had such transactions were not entered into with related parties. Furthermore, it is likely that we will enter into related party transactions in future. There can be no assurance that such transactions, individually or in aggregate, will not have an adverse effect on our financial condition and results of operation. For details on the transactions entered by us, please refer to chapter — “Related Party Transactions” beginning on page no. 140 of the Draft Prospectus.

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

Our industry being labour intensive is dependent on labour force for carrying out its manufacturing operations. Shortage of skilled/unskilled personnel or work stoppages caused by disagreements with employees could have an adverse effect on our business and results of operations. Though we have not experienced any major disruptions in our business operations due to disputes or other problems with our work force in the past; however there can be no assurance that we will not experience such disruptions in the future. Such disruptions may adversely affect our business and results of operations and may also divert the management’s attention and result in increased costs.

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

**8. We are subject to various laws and regulations relating to the handling and disposal of hazardous materials and wastes and bio-medical wastes. If we fail to comply with such laws and regulations, we can be subjected to prosecution, including imprisonment and fines or incur costs that could have a material adverse effect on the success of our business.**

The Environmental Protection Act, 1986, as amended, the Air (Prevention and Control of Pollution) Act, 1981, as amended, the Water (Prevention and Control of Pollution) Act, 1974, as amended and other regulations promulgated by the Ministry of Environment and Forest and various statutory and regulatory authorities and agencies in India regulate our handling of hazardous substances and bio-medical wastes.

We are required to obtain registrations from the relevant State Pollution Control Board to be able to handle and dispose hazardous and bio-medical wastes. We are also required to take a number of precautionary measures and follow prescribed practices in this regard. Our failure to comply with these laws could result in us being prosecuted, including our directors and officers responsible for compliance being subjected to imprisonment and fines. We may also be liable for damage caused to the environment. Any such action could adversely affect our business and financial condition.

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

Our business is working capital intensive. As on March 31, 2015 and March 31, 2016 there is working capital gap of of ₹ 364.85 Lacs and 527.66 Lacs. We intend to continue growing by reaching to other geographical areas. This may result in increase in the quantum of current assets particularly Inventories. Our inability to maintain sufficient cash flow, credit facility and other sources of fund, in a timely manner, or at all, to meet the requirement of working capital could adversely affect our financial condition and result of our operations. For further details regarding working capital requirement, please refer to the chapter titled — “Objects of the Issue” beginning on page 52 of this Draft Prospectus.

**10. We require a number of approvals, NOCs, licences, registrations and permits in the ordinary course of our business and any failure or delay in obtaining the same in a timely manner may adversely affect our operations.**

We require a number of approvals, licenses, registrations and permits in ordinary course of our business. Additionally, we need to apply for renewal of approvals which expire, from time to time, as and when required in the ordinary course. . In case of delay or failure to obtain the same, it could affect our business operations. Any failure to renew the approvals that have expired, or to apply for and obtain the required approvals, licences, registrations or permits, or any suspension or revocation of any of the approvals, licences, registrations and permits that have been or may be issued to us, could result in delaying the operations of our business, which may adversely affect our business, financial condition, results of operations and prospects. For more information, see chapter — “Government and Other Statutory Approvals” on page 203 of this Draft Prospectus

**11. Our business operations involve handling and storage of hazardous materials. Risks arising from the same may result in damages to life and property, as also exposure to litigations.**

Our Company is engaged in manufacturing of fertilizers and Pesticide which require handling hazardous materials including explosive, toxic and combustible materials. We are also required to obtain several licenses and approvals for the storage and handling of such materials, which in turn impose several obligations and restrictions on our Company. If improperly handled or subjected to less than optimal conditions, these materials could harm employees and other persons, cause damage to life and to property and harm the environment. This in turn could subject our Company to significant penalties including closure of our manufacturing units and / or litigation which may have an adverse effect on our business and financial operations. For a description of the regulations and laws applicable to our Company in this regard, please refer to the chapter titled — “Key Industry Regulations and Policies” beginning on page 110 of this Draft Prospectus. For details of licenses and approvals obtained by our Company for the storage and handling of certain materials, please refer to the chapter titled — “Government and Other Statutory Approvals” beginning on page no. 203 of this Draft Prospectus.

**12. Any delay in production at, or shutdown of, or any interruption for a significant period of time, in this facility may in turn adversely affect our business, financial condition and results of operations.**

Our success depends on our ability to successfully manufacture and deliver our products to meet our customer demand. Our manufacturing facility is susceptible to damage or interruption or operating risks, such as human error, power loss, breakdown or failure of equipment, power supply or processes, performance below expected levels of output or efficiency, obsolescence, loss of services of our external contractors, terrorist attacks, acts of war, break-ins, earthquakes, other natural disasters and industrial accidents and similar events. Further, our manufacturing facility is also subject to operating risk arising from compliance with the directives of relevant government authorities. Operating risks may result in personal injury and property damage and in the imposition of civil and criminal penalties. If our Company experiences delays in production or shutdowns at any or all of these facilities due to any reason, including disruptions caused by disputes with its workforce or any external factors, our Company’s operations will be significantly affected, which in turn would have a material adverse effect on its business, financial condition and results of operations.

**13. We require Consent from Gujarat Pollution Control Board (GPCB), Gandhinagar under the Water (Prevention And Control of Pollution) Act-1974 for the Discharge of Trade Effluent & Emission due to operation of Industrial plant for manufacturing process of various types of Fertilizers and Pesticides and we are subject to inspection under the GPCB.**

At present our company has received consents from Gujarat Pollution Control Board which one of which is valid up to April 1, 2019 and second is valid up to May 7, 2021 and is required to be renewed subject to compliance of the conditions stated in the consent letter issued by the GPCB. There is discharge of trade effluent and emission due to operations of Industrial plant by our Company. Inspection proceedings are undertaken by the GPCB for our manufacturing plant at regular intervals for inspection for the Discharge of Trade Effluent & Emission and consent shall be lapsed automatically at any time if the board observed not proper discharge of trade effluent from our industrial plant as per the norms of GPCB mentioned in the consent letter. If any such action taken by GPCB against our Company which will affect our operations and may adversely affects financials positions of the Company.

**14. Our Company and group have incurred losses in past and any operating losses in the future could affect the results of operations and financial conditions of our Company and our group companies.**

(₹ In lacs)

Particulars	March 31, 2016	March 31, 2015	March 31, 2014
Sikko Industries Limited (PAT/(Loss) As restated	(5.17)	(2.81)	128.70
Sikko Trade Link Private Limited (PAT/(Loss)	(27.38)	0.06	19.48

Sikko Products Private Limited (PAT/(Loss))	(3.88)	(6.10)	(4.75)
Simcon Laminators Private Limited (PAT/(Loss))	0.17	(10.14)	(26.44)

**15. We may not have sufficient insurance coverage to cover our economic losses as well as certain other risks including those pertaining to claims by third parties and litigation.**

Our business involves many risks and hazards which may affect our profitability, including breakdowns, failure or substandard performance of equipment, third party liability claims, labour disturbances and infrastructure failure. Although our company has taken sufficient insurance to cover the uncertainty arises out of any situation. We cannot assure you that the operation of our business will not be affected by any of the incidents and hazards listed above. In addition, our company has not taken adequate coverage for Machinery Breakdown and insurance for plant and machinery of our company. Further, the Company also does not have any Group Personal Accident for the employees of its registered office as well as for employees of our Fertilizer and Pesticide Units. If any uncertainty arises including losses arising on account of third party claims may impact our business. Also for those where insurance is taken, any amount of which exceed insurance limits, economic or consequential damages that are outside the scope of insurance coverage, and claims that are excluded from coverage may adversely affect our business. If our arrangements for insurance or indemnification are not adequate to cover claims, we may be required to make substantial payments and our results of operations and financial condition may be affected. If our arrangements for insurance or indemnification are not adequate to cover claims, including those exceeding policy aggregate limitations or exceeding the resources of the indemnifying party, we may be required to make substantial payments and our results of operations and financial condition may be affected.

**16. Our operations are subject to various health and safety laws and regulations. Our failure to comply with environmental laws and similar regulations in India, including improper handling of raw materials and finished goods, may result in significant damages and may have an adverse effect our business, financial condition and results of operations.**

We purchase and store Chlorine gas cylinders which are toxic/explosive and use such product in the manufacturing process. We are required to obtain and renew certain licenses under Explosives Act, 1884 and Health and Safety permits from Directorate Industrial Safety and Health Gujarat State which stipulates certain conditions and are required to comply with. Any failure in compliance of conditions stipulated while issuing licenses/permits/certificate may lead to cancellation of such registration and due to which it could adversely affect our business, financial conditions and results of operations. Further, we are subject to various environmental laws and regulations relating to environmental protection in local areas where our factory is situated. Stricter laws and regulations, or stricter interpretation of existing laws and regulations may impose new liabilities or require additional investment in environmental protection equipment, either of which could adversely affect our business, financial condition or results of operation. Our failure to comply any of the conditions stipulated while issuing licenses/permits/certificate may lead to cancellation of such registrations which could affect our business, financial conditions and results of operations.

**17. Volatility in the prices of raw materials, may adversely impact our total cost of goods sold and profitability of our company.**

Our Company mainly purchases raw materials from various suppliers for our manufacturing operations. We are therefore, entirely dependent on external suppliers for the raw materials which constitutes a majority of the total cost of raw materials for our manufacturing operations. The prices of raw materials largely depends on the market conditions and overall demand of it, any increase in prices of raw material is generally passed on to our customers. However, any adverse fluctuations in the price which we may not be able to pass on to our customers could have a material adverse effect on our total cost of production. Further, any material shortage or interruption in the supply or decrease in quality of these raw materials could also adversely impact our business operations.

**18. In the event there is any delay in the completion of the Issue, there would be a corresponding delay in the completion of the objects of this Issue which would in turn affect our revenues and results of operations**

The funds that we receive would be utilized for the objects of the Issue as has been stated in the section “Objects of the Issue” on page no. 52 of the Draft Prospectus. The proposed schedule of implementation of the objects of the Issue is based on our management’s estimates. If the schedule of implementation is delayed for any other reason whatsoever, including any delay in the completion of the Issue this may affect our revenues and results of operations.

We have not identified any alternate source of raising the funds required for our ‘Objects of the Issue’. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance. Our Company has not identified any alternate source of funding and hence any failure or delay on our part to mobilize the

required resources or any shortfall in the Issue proceeds can adversely affect our growth plan and profitability. The delay/shortfall in receiving these proceeds may require us to borrow the funds on unfavorable terms, both of which scenarios may affect the business operation and financial performance of the company.

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

As per SEBI (ICDR) Regulations, 2009, as amended, appointment of monitoring agency is required only for Issue size above ₹50,000 Lacs. Hence, we have not appointed any monitoring agency to monitor the utilization of Issue proceeds. However, as per the Section 177 of the Companies Act, 2013 the Audit Committee of our Company would be monitoring the utilization of the Issue Proceeds.

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

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

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

**21. Conflicts of interest may arise out of common business undertaken by our Company, Promoters and our Group Company.**

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

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

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

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

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

Due to the nature of our business, we expect to be or continue to be subject to extensive and increasingly stringent environmental, health and safety laws and regulations and various labour, workplace and related laws and regulations. We are also subject to environmental laws and regulations, including but not limited to: (a) Environment (Protection) Act, 1986; (b) Air (Prevention and Control of Pollution) Act, 1981; (c) Water (Prevention and Control of Pollution) Act, 1974; (d) Hazardous Waste Management & Handling Rules, 2008 and other regulations promulgated by the Ministry of Environment and Forests and the Pollution Control Boards of the state of Gujarat. which govern the

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

**24. Our financing agreements contain covenants that limit our flexibility in operating our business. If we are not in compliance with certain of these covenants and are unable to obtain waivers from our lender, our lenders may accelerate the repayment schedules, and enforce their respective security interests, leading to an effect on our business and financial condition.**

We are bound by restrictive and other covenants in our facility agreements with lender, including but not limited to, restrictions on the utilization of the loan for certain specified purposes, timely provision of information and documents, timely creation of security, obtaining prior consent from existing lenders, maintenance of financial ratios and obtaining prior written approval from the appropriate lender for various corporate actions. If we are not in compliance with certain of these covenants and are unable to obtain waivers from all of our lenders, our lenders may accelerate the repayment schedules. Subsequently, if we are unable to pay our debt, affected lenders could also proceed against any collateral granted to them to secure such indebtedness. Furthermore, these covenant defaults can result in cross-defaults in our other debt financing agreements, and there can be no assurance that potential defaults will not result in future cross-defaults. If our lenders accelerate the repayment of our borrowings, we cannot assure you that we will have sufficient assets to repay amounts outstanding under our loan agreements or continue our business.

As of October 30, 2016, the aggregate indebtedness outstanding under these debt financing agreements was ₹ 401.58 Lacs, which includes working capital loan from banks. For details, see “Statement of Financial Indebtedness” beginning on page no. 104 of this Draft Prospectus.

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

Our manufacturing facilities is subject to operating risks, such as unavailability of machinery, break-down, obsolescence or failure of machinery, disruption in power supply or processes, performance below expected levels of efficiency, labour disputes, natural disasters, industrial accidents and statutory and regulatory restrictions. Our machines have limited lives and require periodic cleaning as well as annual over hauling maintenance. In the event of a breakdown or failure of such machinery, replacement parts may not be available and such machinery may have to be sent for repairs or servicing. We have not entered into any technical support service agreements for the maintenance and smooth functioning of our equipment’s and machineries. This may lead to delay and disruption in our production process that could have an adverse impact on our sales, results of operations, business growth and prospects

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

The market for our products is competitive on account of both the organized and unorganized players. Players in this industry generally compete with each other on key attributes such as technical competence, quality of products, distribution network, pricing and timely delivery. Some of our competitors may have longer industry experience and greater financial, technical and other resources, which may enable them to react faster in changing market scenario and remain competitive. Moreover, the unorganized sector offers their products at highly competitive prices which may not be matched by us and consequently affect our volume of sales and growth prospects. Growing competition may result in a decline in our market share and may affect our margins which may adversely affect our business operations and our financial condition.

**27. A slowdown or shutdown in our manufacturing operations may have an adverse effect on our business, results of operations, financial condition and cash flows.**

Our business is dependent upon our ability to manage our manufacturing facilities, which are subject to various operating risks, including productivity of our workforce, compliance with regulatory requirements and those beyond our control, such as the breakdown and failure of equipment or industrial accidents and severe weather conditions and natural disasters. Any significant malfunction or breakdown of our machinery may entail significant repair and maintenance costs and cause delays in our operations. Our inability to effectively respond to any shutdown or slowdown and rectify any disruption, in a timely manner and at an acceptable cost, may lead to an inability to comply

with our customers' requirements and result in us breaching our contractual obligations. The occurrence of any such event may have an effect on our business, results of operations, financial condition and cash flows.

For further details regarding our manufacturing facilities, please refer section titled "Business Overview" beginning on Page no. 71 of this Draft Prospectus

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

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations financial condition, cash requirements, business prospects and any other financing arrangements.

Additionally, under some of our loan agreements, we may not be permitted to declare any dividends, if there is a default under such loan agreements or unless our Company has paid all the dues to the lender up to the date on which the dividend is declared or paid or has made satisfactory provisions thereof.

Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see — "Dividend Policy" on page 141 of this Draft Prospectus.

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

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

**30. Our success depends largely upon the services of our Directors, Promoters and other Key Managerial Personnel and our ability to attract and retain them. Demand for Key Managerial Personnel in the industry is intense and our inability to attract and retain Key Managerial Personnel may affect the operations of our Company.**

Our success is substantially dependent on the expertise and services of our Directors, Promoters and our Key Managerial Personnel. They provide expertise which enables us to make well informed decisions in relation to our business and our future prospects. Our future performance will depend upon the continued services of these persons. Demand for Key Managerial Personnel in the industry is intense. We cannot assure you that we will be able to retain any or all, or that our succession planning will help to replace, the key members of our management. The loss of the services of such key members of our management team and the failure of any succession plans to replace such key members could have an adverse effect on our business and the results of our operations.

**31. Information relating to our production capacities and the historical capacity utilization of our production facilities included in this Draft Prospectus is based on certain assumptions and has been subjected to rounding off, and future production and capacity utilization may vary.**

Information relating to our production capacities and the historical capacity utilization of our production facilities included in this Draft Prospectus is based on various assumptions and estimates of our management, including proposed operations, assumptions relating to availability and quality of raw materials, assumptions relating to operational efficiencies, as well as assumptions in relation to the average density of fertilizers manufactured by us. Actual production levels and utilization rates may differ significantly from the estimated production capacities or historical estimated capacity utilization information of our facilities. Undue reliance should therefore not be placed on our production capacity or historical estimated capacity utilization information for our existing facilities included in this Draft Prospectus. For further information, see the section titled "Business Overview" on page 71 of this Draft Prospectus

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

Our business depends on the continued performance of our information technology systems. Our technological systems are potentially vulnerable to physical or electronic break-ins, computer viruses and similar disruptions. Modernization and technology up gradation is essential to reduce costs and increase the output. Our manufacturing technology may become obsolete or may not be upgraded timely, hampering our operations and financial conditions and we may lose our competitive edge. Although we believe that we have installed upgraded technology suitable for our existing products and the chances of a technological innovation are not very high in our sector we shall continue to strive to keep our technology updated. In case of a new found technology in the fertilizer and pesticides manufacturing business, we may be required to implement new technology employed by us. Further, the cost in upgrading our technology is significant which could substantially affect our finances and operations. For further details, kindly refer section titled “Business Overview” beginning on page no. 71 of this Draft Prospectus.

**33. Our Company has taken unsecured loans from various relatives that may be recalled by the lenders at any time.**

Our Company has currently availed unsecured loans which may be called by their lenders at any time. As on October 31, 2016, the unsecured loan amounting ₹ 204 Lacs from various relatives. In the event that any lender seeks a repayment of any such loan, our company would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all. If we are unable to procure such financing, we may not have adequate working capital to undertake our present activities or future plans. As a result, any such demand may affect our business, cash flows, financial condition and results of operations.

Additionally, our company has contravened the provisions related to acceptance of Deposits under the Companies Act, 2013 by accepting the unsecured loan from the relatives of the Directors of company. If RoC initiates proceedings for any actual or perceived irregularity in our compliance with reporting requirements in any future or historic periods, there may be an effect on our business, results of operation and financial condition has not executed any formal loan agreement of above unsecured loan, any dispute arises in relation to terms of loans may affect the loans by our company. For further details on financing arrangements entered into by our Company, please refer chapter titled “Auditors Report and Financial Information of our Company” beginning on page no. 142 of Draft Prospectus.

**34. We have experienced negative cash flows in previous years / periods. Any operating losses or negative cashflows in the future could adversely affect our results of operations and financial condition.**

Our Company had negative cash flows from our operating activities, investing activities as well as financing activities in the previous years as per the Restated Financial Statements and the same are summarized as under.

(₹ In Lacs)

Particulars	For the period ended on	For the year ended on				
	October 31, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Net Cash Generated from Operating Activities	(17.19)	(12.11)	79.15	296.74	121.29	140.79
Net Cash Generated From Investing Activities	(13.88)	(12.30)	(24.92)	(310.50)	(24.78)	(178.17)
Net Cash Generated from Financing Activities	(1.53)	(1.13)	(108.02)	73.48	(148.77)	41.57

**35. We have in the past entered into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest with the equity shareholders.**

We have in the course of our business entered into, and will continue to enter into, several transactions with our related parties. For details, see the section titled “Related Party Transactions” on page no. 140. We cannot assure you that we will receive similar terms in our related party transactions in the future. We cannot assure you that we could not have achieved more favorable terms had such transactions been entered into with unrelated parties. The transactions we have entered into and any further transactions with our related parties have involved or could potentially involve conflicts of interest which may be detrimental to our Company.

Further, the Companies Act, 2013 has brought into effect significant changes to the Indian company law framework including specific compliance requirements such as obtaining prior approval from the audit committee, board of directors and shareholders for certain related party transactions. We cannot assure you that such transactions,

individually or in the aggregate, will not have an effect on business and financial results, including because of potential conflicts of interest or otherwise.

**36. Our business is subject to risks related to weather that could affect the results of our operations and our financial condition.**

Our business is mostly dependent upon the growth of agriculture and Agri-products which are subject to substantial risks faced by the weather condition in India. The agricultural industry is substantially subject to weather factors, which make its operational results relatively unpredictable. Weather condition such as delayed monsoon or less rainfall may affect us as a whole or on a regional basis. Due this fluctuation and unpredictability of the weather condition in India there can be no or less chances that we can meet the sale and demand forecast. Extreme weather conditions can potentially reduce the demand for our fertilizers in any year and have a effect on our business, results of operations and financial condition.

**37. Conflicts of interest may arise out of common business objects between our Company and Group Companies.**

Conflicts may arise in the ordinary course of decision-making by the Promoters or Board of Directors. Our Promoters have interests in other companies such as Sikko Trade Link Private Limited and Sikko Products Private Limited which are authorized to carry out, or engage in business similar to that of our Company. Conflicts of interests may arise between the Promoters for allocating or addressing business opportunities and strategies among our Company and our Group Companies in such circumstances where our respective interests diverge. In cases of conflict, there can be no assurance that our Promoters will not favour their own interests over those of our Company. Our Promoters have not signed any non-compete agreement with our Company as of date. Any such present and future conflicts could have an effect on our business, reputation, financial condition and results of operations. For further details, please refer section titled “Our Promoter and Promoter Group” and “Financial Information of Our Group Companies” beginning on Page 133 & 136 of this Draft Prospectus.

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

After completion of the Issue, our Promoters and Promoter Group will collectively own 71.43% of the Equity Shares. As a result, our Promoters together with the members of the Promoter Group will be able to exercise a significant degree of influence over us and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act and our Articles of Association. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of our Company.

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

**39. Any changes in regulations or applicable government incentives can materially and adversely impact our operations and growth prospects**

Our Company is enjoying benefit of subsidies indirectly in relation to the purchase of certain fertilisers and as such is subjected to various regulations in India. Due to change in government rules and policies, if such subsidy reduces or is not available to our supplier company at all, it could adversely impact the business and prospects of our Company.

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

Our Company has obtained insurance coverage in respect of certain risks. Our significant insurance policies consist of standard fire and special perils (material damage) and burglary standard policy. While we believe that we maintain insurance coverage in adequate amounts consistent with size of our business our insurance policies do not cover all risks, specifically risks like housebreaking, terrorism, etc. There can be no assurance that our insurance policies will be adequate to cover the losses in respect of which the insurance has been availed. If we suffer a significant uninsured loss or if insurance claim in respect of the subject-matter of insurance is not accepted or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and results of operations may be materially and adversely affected.

**EXTERNAL RISK FACTORS**

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

Global economic and political factors that are beyond our control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, change in regulatory framework, 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.

**2. Any changes in the regulatory framework could adversely affect our operations and growth prospects**

Our Company is subject to various regulations and policies. For details see section titled “Key Industry Regulations and Policies” beginning on page no. 110 of this Draft Prospectus. Our business and prospects could be materially adversely affected by changes in any of these regulations and policies, including the introduction of new laws, policies or regulations or changes in the interpretation or application of existing laws, policies and regulations. There can be no assurance that our Company will succeed in obtaining all requisite regulatory approvals in the future for our operations or that compliance issues will not be raised in respect of our operations, either of which could have a material adverse affect on our business, financial condition and results of operations.

**3. Civil disturbances, extremities of weather, regional conflicts and other political instability may have adverse affects on our operations and financial performance.**

Certain events that are beyond our control such as earthquake, fire, floods and similar natural calamities may cause interruption in the business undertaken by us. Our operations and financial results and the market price And liquidity of our equity shares may be affected by changes in Indian Government policy or taxation or social, ethnic, political, economic or other adverse developments in or affecting India.

**4. Our 100% Revenue is not derived from business in India and a decrease in economic growth in India or could cause our business to suffer.**

We do not derive 100% of our revenue from our operations in India and, consequently, our performance and the quality and growth of our business are dependent on the health of the economy of India. However, the Indian and exporting countries economy may be adversely affected by factors such as adverse changes in liberalization policies, social disturbances, terrorist attacks and other acts of violence or war, natural calamities or interest rates changes, which may also affect the microfinance industry. Any such factor may contribute to a decrease in economic growth in India which could adversely impact our business and financial performance.

**5. We are subject to risks arising from interest rate fluctuations, which could adversely impact our business, financial condition and operating results.**

Changes in interest rates could significantly affect our financial condition and results of operations. If the interest rates for our existing or future borrowings increase significantly, our cost of servicing such debt will increase. This may negatively impact our results of operations, planned capital expenditures and cash flows.

**6. The price of our Equity Shares may be volatile, or an active trading market for our Equity Shares may not develop.**

Prior to this Issue, there has been no public market for our Equity Shares. Our Company and the Lead Manager have appointed Beeline Broking Limited as Designated Market maker for the equity shares of our Company. However, the trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India’s fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets and Finance industry, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnership, joint ventures, or capital commitments.

**7. Taxes and other levies imposed by the Government of India or other State Governments, as well as other financial policies and regulations, may have a material adverse impact on our business, financial condition and results of operations.**

Taxes and other levies imposed by the Central or State Governments in India that impact our industry include customs duties, excise duties, sales tax, income tax and other taxes, duties or surcharges introduced on a permanent or

temporary basis from time to time. There can be no assurance that these tax rates/slab will continue in the future. Any changes in these tax rates/slabs could adversely affect our financial condition and results of operations.

**8. Competition may affect market share or profitability which could have an adverse effect on our business, financial condition and revenues.**

**Prominent Notes**

1. This is a Public Issue of 16,00,000 Equity Shares of ₹ 10 each at a price of ₹ 32 per Equity Share aggregating ₹ 512.00 Lacs.
2. For information on changes in our Company's name please refer to the chapter titled "History and Certain Corporate Matters" beginning on page no. 119 of the Draft Prospectus.
3. Our Net Worth as per Restated Financial Statement as at October 31, 2016 was ₹ 596.50 Lacs.
4. The Net Asset Value per Equity Share (Post Bonus) as at October 31, 2016 was ₹ 14.91.
5. Investors may contact the Lead Manager for any complaint pertaining to the Issue. All grievances relating to ASBA may be addressed to the Registrar to the Issue, with a copy to the relevant SCSBs, giving full details such as name, address of the Applicant, number of Equity Shares for which the applied, Application Amounts blocked, ASBA Account number and the Designated Branch of the SCSBs where the ASBA Form has been submitted by the ASBA Applicant.
6. The average cost of acquisition per Equity Share by our Promoters is set forth in the table below:

Name of the Promoters	No. of Equity Shares held	Average cost of acquisition (in ₹)
Mr. Ghanshyambhai Kumbhani	3,60,740	9.04
Mr. Jayantibhai Kumbhani	15,27,042	10.82

For further details relating to the allotment of Equity Shares to our Promoter, please refer to the chapter titled "Capital Structure" beginning on page no. 35 of the Draft Prospectus.

7. There has been no financing arrangement whereby the Promoter Group, our Directors and their relatives have financed the purchase, by any other person, of securities of our Company other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of the Draft Prospectus.
8. The details of transaction by our Company are disclosed under "Related Party Transactions" in "Annexure 32" Financial Information" of our Company beginning on page no. 170 of this Draft Prospectus.

## SECTION III – INTRODUCTION

### SUMMARY OF OUR INDUSTRY

Disclaimer: Pursuant to the requirements of the SEBI ICDR Regulations, the discussion on the business of Our Company in this Prospectus consists of disclosures pertaining to industry grouping and classification. The industry grouping and classification is based on our Company's own understanding and perception and such understanding and perception could be substantially different or at variance from the views and understanding of third parties. Our Company acknowledges that certain product/services described in the Prospectus could be trademarks, brand names and/ or generic names of products owned by third parties and the reference to such trademarks, brand names and/or generic names in the Prospectus is only for the purpose of describing the products. The industry data has been collated from various industry and/or research publications and from information available from the World Wide Web. The information in this section is derived from various government/Industry Association publications and other sources. Neither we, nor any other person connected with the issue has verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and accordingly, investment decisions should not be based on such information.

#### **Indian Economy Overview Introduction:**

India is the world's fastest-growing large economy, having outpaced China over the past year. Yet though economic growth has improved living standards, India, which has the largest number of poor in the world, is still struggling to lift its 1.2 billion population out of poverty. The IMF predicts a robust growth rate of 7.6% for India's economy in 2016 and 2017. "India has benefited from lower oil prices and remains the fastest-growing large economy in the world," the IMF said. However, concerns remain about jobs, which have not kept pace with economic growth. India now ranks 39th among the world's most competitive economies, up 16 places from last year – the biggest leap for any country in the World Economic Forum's Global Competitiveness Report 2016-2017.

*(Source: <https://www.weforum.org/agenda/2016/10/india-economy-in-numbers/>)*

Economic growth is projected to remain strong, hovering around 7.5%. Private consumption will be boosted by expected large increases in public wages and declining inflation. Investment will pick up gradually as excess capacity fades, deleveraging continues for corporations and banks, and infrastructure projects mature.

Inflation is above the long-term target and public debt is high, leaving little room for accommodative policies. However, some monetary impulse is to come as recent cuts in policy rates are passed on to consumers and investors. The renewed commitment for fiscal consolidation is welcome but the quality of public finances should be improved by increasing tax revenue and tilting the spending mix towards physical and social infrastructure. Creating more and better quality jobs is the key to inclusive growth and requires modernizing labour laws and making further progress in the ease of doing business.

Improving productivity is essential for India's GDP per capita to catch up with higher-income countries. In the agriculture sector, which still absorbs about half of total employment, this would require farm consolidation and mechanization as well as better storage and transport infrastructure. In the manufacturing sector, labour and product market regulations should be reformed to enable firms to expand to an efficient size. Providing better access to quality health and education systems is also key, both to raise productivity and to ensure its fruits are spread more equitably.

Recent Developments:- The Indian economy will continue to post robust growth in the coming years, says the latest India Development Update of the World Bank.

The Update also reviews the current challenges in India's financial sector and analyzes some of the impacts of the recommendations of the 14th Finance Commission on Indian states.

According to the Update, India's economy expanded at a faster pace in financial year (FY) 2016 even as a number of its growth engines stalled. Agriculture – having faced two consecutive drought years – rural household consumption, private investments, and exports have not performed to potential. The oil bonanza most directly benefited the government, which for the first time in five years exceeded its revenue collection targets and used the resources to contain the fiscal deficit, transfer more resources to states, and spend more on infrastructure. Capital spending by the central government was ramped up, its efforts amplified by state governments that had additional resources from larger fiscal devolution.

But it was urban households who were the main drivers of growth in FY 2016. The manufacturing and services sectors, which expanded 7.4 and 8.9 percent, respectively, also created urban jobs. Inflation abated, primarily because of lower

food prices. Lower inflation raised real incomes, and allowed RBI to cut interest rates, which favored the financially-connected urban households.

To remain on this growth path and sustain growth at 7.6 percent into FY17, the challenge for the Indian economy is to activate the stalled engines – agricultural growth and rural demand; trade; and private investment, while ensuring that demand from urban households and public investments. The Update, a twice yearly report on the Indian economy and its prospects, expects India's economic growth to be at 7.6 percent in 2016-2017, followed by a modest acceleration to 7.7 percent in 2017-2018 and 7.8 percent in 2018-2019. According to the Update, the most significant near-and medium-term risks stem from the banking sector and its ability to finance private investment which continues to face several impediments in the form of excess global capacity, regulatory and policy challenges, in addition to corporate debt overhang. In less than three decades, India's financial sector has evolved from an essentially state-controlled system toward one with greater participation of private banks and generally more competition. Banks currently have capital levels in excess of regulatory requirements, regulations have been strengthened, and overall credit growth in real terms has been resilient. On the other hand, concerns have arisen about growing non-performing assets (NPAs) and declining credit growth, particularly in public sector banks (PSBs). The Update suggests two key reform fronts for the financial sector. First, accelerate the ongoing structural transformation of the sector toward one that is more market-oriented and competitive, for example by providing a roadmap for relaxing government mandates on banks. Second, address the NPA challenge, both by its branches (through recapitalization of PSBs and providing tools for banks to manage stressed assets), and its roots (through stronger governance of both commercial banks as well as the corporate sectors that have generated the largest share of NPAs).

An analysis of the FY17 budget documents of 20 states suggests all states gained following the implementation of the 14th FC recommendations in FY16, but the extent of gains varied significantly. Tax devolution increased everywhere, even for states that saw a reduction in their inter-state share, such as Bihar and Rajasthan. Overall, transfer of grants to states increased by 0.7 percent of GDP in FY16 compared to the budget estimate of a net increase of 0.5 percent.

Health and education expenditures increased in almost every state in FY16. Combined health and education expenditures increased in 13 of the 14 states for which data was available. Education expenditures generally increased more than health, likely on account of implementation of the Right to Education Act and as states allocated additional amounts to cover lower contributions from the centrally sponsored schemes. On average, states increased health and education expenditures by 0.4 percent of GSDP. Uttar Pradesh spent over one-third of its additional resources on health and education. Rajasthan and Kerala stand out as spending the equivalent of over 70 percent of additional resources on health, education, and infrastructure.

*(Source: <http://www.worldbank.org/en/news/press-release/2016/06/20/manufacturing-and-services-urban-consumption-keep-economy-on-growth-path>)*

## **Market Size**

Over the recent past, multiple factors have worked together to facilitate growth in the agriculture sector in India. These include growth in household income and consumption, expansion in the food processing sector and increase in agricultural exports. Rising private participation in Indian agriculture, growing organic farming and use of information technology are some of the key trends in the agriculture industry.

As per the 3rd Advance Estimates, India's foodgrain production has increased marginally to 252.23 million tonnes (MT) in the 2015-16 crop year. Production of pulses is estimated at 17.06 million tonnes.

With an annual output of 146.31 MT, India is the largest producer of milk, accounting for 18.5 per cent of the total world production. It also has the largest bovine population. India, the second-largest producer of sugar, accounts for 14 per cent of the global output. It is the sixth-largest exporter of sugar, accounting for 2.76 per cent of the global exports. India is a leading country in coconut production and productivity in the world, with annual production of 2,044 crore coconuts and the productivity of 10,345 coconuts per hectare as on 2015-16. Spice exports from India are expected to reach US\$ 3 billion by 2016–17 due to creative marketing strategies, innovative packaging, strength in quality and strong distribution networks. The spices market in India is valued at Rs 40,000 crore (US\$ 5.87 billion) annually, of which the branded segment accounts for 15 per cent. In fact, the Spices Board of India has decided to set up a spice museum at Willingdon Island in Kochi to attract and educate tourists and seafarers about the history and growth of Indian spices industry.

Indian agrochemical industry is expected to grow at 7.5 per cent annually to reach US\$ 6.3 billion by 2020 with domestic demand growing at 6.5 per cent per annum and export demand at 9 per cent per annum\*.

## **FERTILIZER INDUSTRY**

**Fertilizer Demand:** Following a drop in 2015/16, world fertilizer demand is anticipated to recover in 2016/17. In response to the economic slowdown in many emerging and developing countries, persistent low international prices for most agricultural commodities, and dry conditions across South Asia, Southeast Asia, Latin America and Africa, world fertilizer demand is expected to contract by 1.0% in 2015/16, to 181 million tonnes (Mt) nutrients. Aggregate demand in 2015/16 is anticipated to rebound in the three regions where it contracted in 2014/15: Eastern Europe & Central Asia (EECA), West Asia and North America. Demand is seen as dropping elsewhere. The outlook for 2016/17 is more optimistic in view of slightly improving market conditions, the expected more favorable weather, and a better political and economic situation in some sizable markets. Global fertilizer demand in 2016/17 is seen as rebounding (+2.9%) to 186 Mt, with growth rates of relatively similar magnitude for all three nutrients.

Demand in developed countries is anticipated to rise marginally, with stronger prospects in Oceania. With N and P demand in China levelling off, about half the world market can be considered 'mature'. In volume terms, South Asia, East Asia and Latin America would account for 33%, 22% and 22%, respectively, of the global increase in total fertilizer demand anticipated in the next five years.

**Fertilizer Supply:** 2015 was characterized by near-stagnant fertilizer demand. Production capacity and supply availability have both been increasing. Entering 2016, the fertilizer industry continues to face overcapacity conditions and market pressures caused by bearish fertilizer demand and intensified supply competition. Rationalization and consolidation activities have begun in key producing countries. Several producers recently embarked on cost reduction and operational efficiency programmes. Large integrated producing groups are proceeding to a re-segmentation of activities in order to further engage in the high added-value specialty fertilizer segment. Between 2016 and 2020 the fertilizer industry will invest close to US\$130 billion in more than 150 new production units, increasing global capacity by over 150 million tonnes products.

### **Fertilizer Industry in India**

In meeting the domestic requirement of food grains and also generating exportable surpluses, the significant role played by chemical fertilizers is well organized.

As of now, the country has achieved 80% self-sufficiency in production capacity of Urea. As a result, India could manage its substantial requirement of nitrogenous fertilizers through the indigenous industry besides imports. Similarly, 50% indigenous capacity has developed in respect of phosphatic fertilizers to meet domestic requirements. However, the raw-materials and intermediates for the same are largely imported. For potash (K), since there are no viable sources/reserves in the country, its entire requirement is met through imports.

The actual production of all the Fertilizers during the year 2014-15 was 370.03 LMT. The estimated production of all the fertilizers during the year 2015-16 is 402.93 LMT showing an increase of more than 8.89% in comparison of the previous year. The installed capacity has reached a level of 207.53 LMT in respect of Complex Fertilizers during the year 2015-16. The rapid build-up of fertilizer production in the country has been achieved as a result of a favourable policy environment facilitating large investments in the public, co-operative and private sectors.

(Source: [http://fert.nic.in/sites/default/files/Annual\\_Report\\_2015-2016\\_English.pdf](http://fert.nic.in/sites/default/files/Annual_Report_2015-2016_English.pdf))

### **Fertilizer Subsidy Policy for Phosphatic & Potassic (P&K) and SSP Fertilizers:**

The basic purpose/objective of the Concession Scheme for P&K fertilizers has been to provide P&K fertilizers to the farmers at affordable prices so as to increase the food productivity in the country through balanced use of fertilizers. The concession scheme was also aimed at ensuring reasonable rate of return on the investments made by the entrepreneurs in the fertilizer sector. Initially, the ad-hoc Concession Scheme was applicable on DAP, MOP, NPK Complex fertilizers. This scheme was also extended to SSP from 1993-94.

- (a) P&K Fertilizers except SSP: 85% (90% with Bank Guarantee) of the subsidy claims of fertilizer companies is paid as 'on account' payment on receipt of fertilizers in the district on certification by the Company's Statutory Auditor. The balance 15-10% is released on State government's certification of quantity in m-FMS and fertilizer receipt confirmation by retail dealers through mobile Fertilizer Monitoring System (m-FMS).
- (b) SSP: 85% (90% with Bank Guarantee) of the claim of subsidy is paid as 'on account' payment on 1st point sale of fertilizers in the districts on certification by the Company's Statutory Auditor. The balance 10-15% claim is released subject to State Government's certification on quantity and quality in m-FMS as well as fertilizer receipt confirmation by retail dealers through m-FMS.

(Source: <http://fert.nic.in/page/fertilizer-policy>)

## SUMMARY OF OUR BUSINESS

Our Company was originally incorporated as “Sikko Sprayers Private Limited” on February 8, 2000 under the provisions of Companies Act, 1956 vide certificate of Incorporation issued by Deputy Registrar of Companies, Gujarat, Dadra and Nagar Haveli at Ahmedabad. Consequent up on the conversion of our Company into public limited company, the name of our Company was changed to “Sikko Sprayers Limited” vide fresh certificate of incorporation dated March 16, 2010 issued by the Assistant Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Subsequently the name of our company was changed to “Sikko Industries Limited” and Fresh certificate of Incorporation pursuant to change of name was issued by Assistant Registrar of Companies, Gujarat and Dadra Nagar Haveli on March 17, 2010. The Corporate Identification Number of our Company is U51909GJ2000PLC037329.

In the year 1998, Our Promoter was running proprietorship firm, namely Sikko Sprayers & Exports Co. which was engaged in the manufacturing of “Growth Promoters” and its used as supplements in agriculture by farmers. In the blanket of Growth Promoters various products are sold namely Vakil, Diamond, Vasool, Biomono which are in combination of granules and liquid form. In addition, firm was engaged in assembling of different parts of Spray Pump having Inside and cylinder without bearing. The spray pumps are used by farmers in agriculture to spray pesticides.

In the year 2000 our Company was incorporated as Sikko Sprayers Private Limited. Our Company acquired Sikko Sprayers & Exports Co., proprietorship concern of Mr. Pravinbhai M. Kumbhani in the year 2000 and consequent to which entire assets-liabilities including outstanding creditors of the said proprietorship concern were taken over by our company for which there was no formal agreement for acquisition of the said business was entered.

During the year 1997 to 2000 our Company was manufacturing following growth promoters;

VAKIL (Bio Stimulant in Ampoule), SIKZYME Plus (Growth Promoter), VASOOL (Zyme Granules-Sea Weed Based), HUMISIK-12% (Humic Acid-12% Liquid Growth Promoter, HUMISIK-95% (Humic Acid -95% + Fulvic-5%- Growth Promoter, SIKKO TONE (Micronutrient Liquid Fertilizer), MONO-TEJ ( Pest Repellent ), SULPHO-100 (Liquid Sulphur-Growth Promoter + Anti Fungus agent), VOOM SPRAY(Nitrobenzene-Growth Promoter).

In the year 2001-2002, various products are added to our basket namely Zinc Plus “Nutrient Fertilizer”, Sikko Zyme “Growth Plant Promoter”, Sikko Tone- Micro Nutrient Liquid.

In the year 2001-2005 our company started manufacturing of NEEMOX (Neem Oil- Pest Repellent), BIO M-45 (Organic Fungus Repellent).

In the year 2008 our Company started pesticide unit. Further, during the year 2006-2010, our Company started manufacturing of VAKIL-3D Gr. (Organic Fertilizer), VAT ( Bio Pest Repellent Powder), SIKSTIK(Sticking & Spreading Agent), SAFAYO (Mealy Bug & Sucking Pest Repellent), HI- ZIB (Growth Promoter Powder), VOLVINO (Fungus Repellent), SICOP (Liquid Copper-Growth Promoter, PHORATO ( Herbal Pest Repellent +Sea Weed ), KHANJAR(Larva Repellent), SHAKTI (Thrips Repellent).

During the year 2011 to 2016 following new products were added to our basket of pesticides, fertilizer and growth promoter which help in plant growth and work as a safeguard against pests.

1. VAKIL Capsule (Bio Stimulant Capsule),
2. VAKIL (Gr)(Concentrated Zyme Granules-Organic Fertilizer),
3. MUNDAMAR (Grub Preventer Granules),
4. MOGAMBO(Growth Promoter Powder),
5. BPH Plus (Brown Plant Hooper Repellent),
6. SIGNATIC ( Amino Based Growth Promoter),
7. BLACK SURIYA (Best Soil Conditioner),
8. FUNGI Plus (Fungus Repellent Powder),
9. FERTISIK – 90% WG (Sulphur-90% WGGrowth Promoter + Anti Fungus agent),
10. BHAGAMBHAG(Pig Repellent),
11. DOKAMAR (Fruit & Shoot Borer Repellent),
12. SUPRA (White Fly & Sucking Pest Repellent),
13. MITE WIN (Red Mite Repellent), NILGO (Nil Gai Repellent).

To avail the rich experience of our promoters in the field of agrochemicals and after establishing strong foot hold in the field of agro chemicals and pesticides, Our Company also started fertilizer unit on March 30, 2011. This has improved our top line. The Company also started seed division and added following product to its existing portfolio:

Seeds of Bhindi (Okra) F1 Hybrid, Bhindi (Okra Super -350) OP, Cluster Bean Super-350, Cow Pea Super -350, Bottle Gourd Super-350, Bitter Gourd Super-350, Tomato Super -350, Brinje Super -350 etc.

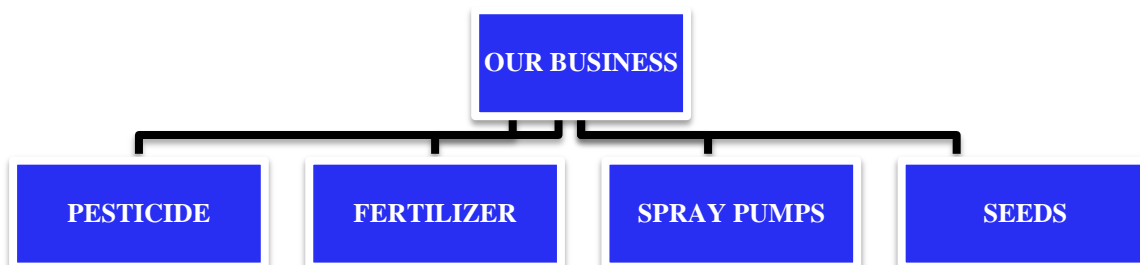
In addition to manufacturing of pesticides and fertilizer, our Company Our Company is in process of starting up of new project of Bio CNG and BIO Fertilizer for which we have made an application with UP State Bio Energy Development Board, Lucknow.

Our Company has made robust growth and improvement in top line in last five financial years. The break up of Pesticides, fertilizer, and other Income is explained below:

(₹ in Lakh)

Particulars	For the year ended 31 March, 2012	For the year ended 31 March, 2013	For the year ended 31 March, 2014	For the year ended 31 March, 2015	For the year ended 31 March, 2016	For the period ended 31 October, 2016
<b>Sale of Products</b>						
<b>Traded Goods</b>						
Fertilizers	78.40	-	-	347.21	131.42	837.62
Pesticides	-	-	-	-	370.15	-
<b>Manufactured Goods</b>						
Fertilizers	1,051.52	669.14	821.47	425.43	511.27	170.57
Pesticides	234.55	198.87	310.99	367.97	1,016.59	235.82
<b>Total</b>	<b>1,364.47</b>	<b>868.01</b>	<b>1,132.46</b>	<b>1,140.61</b>	<b>2,029.42</b>	<b>1,244.00</b>

We had exported our Products to South Africa, Lomo Togo, Srilanka and Iran. To sum up our Company is engaged in manufacturing of Pesticides including organic Pesticides, Fertilizers including organic fertilizer, Spray Pump and Organic Seeds.



**SUMMARY OF OUR FINANCIAL INFORMATION**

**Restated Balance Sheet**

**(₹ in Lakh)**

Particulars		As At 31st March 2012	As At 31st March 2013	As At 31st March 2014	As At 31st March 2015	As At 31st March 2016	As at 31st October 2016
<b>I.</b>	<b>EQUITY AND LIABILITIES</b>						
<b>1</b>	<b>Shareholders' funds</b>						
	(a) Share capital	200.00	200.00	200.00	200.00	200.00	200.00
	(b) Reserves and surplus	104.28	219.51	347.07	340.85	335.26	396.50
<b>2</b>	<b>Non-current liabilities</b>						
	(a) Long-term borrowings	174.12	104.74	72.91	28.42	15.28	10.02
	(b) Deferred tax liabilities (Net)	65.58	86.58	117.84	89.23	67.74	58.53
	(c) Long-term Provisions	-	-	-	-	-	-
	(d) Other Long-term Liabilities	-	-	-	-	-	-
<b>3</b>	<b>Current liabilities</b>						
	(a) Short-term borrowings	273.43	231.61	380.65	364.85	461.42	587.13
	(b) Trade payables	109.73	67.46	200.01	283.47	889.10	1,222.30
	(c) Other current liabilities	201.39	140.89	157.87	199.27	175.56	148.85
	(d) Short-term provisions	25.07	28.74	38.99	17.35	6.13	18.93
	<b>TOTAL</b>	<b>1,153.61</b>	<b>1,079.54</b>	<b>1,515.34</b>	<b>1,523.45</b>	<b>2,150.49</b>	<b>2,642.26</b>
<b>II.</b>	<b>ASSETS</b>						
<b>1</b>	<b>Non-current assets</b>						
	(a) Fixed assets						
	(i) Tangible assets	686.47	709.96	761.16	788.73	800.80	811.15
	(ii) Intangible Assets	0.72	0.72	1.35	1.75	3.51	3.51
	(iii) Intangible Assets under development	-	-	-	-	-	-
	(iv) Capital Work in Progress	61.57	-	-	-	-	-
	Less: Accumulated Depreciation	113.38	180.97	243.77	359.41	450.16	491.36
	Net Block	635.38	529.71	518.74	431.08	354.14	323.30
	(b) Non Current Investments	-	-	-	-	-	-
	(c) Long-term loans and advances	8.57	10.62	270.03	269.91	268.41	272.03
	(d) Other Non Current Assets	-	-	-	-	-	-
	(e) Deferred Tax Assets	-	-	-	-	-	-
<b>2</b>	<b>Current assets</b>						
	(a) Current Investments	-	-	-	-	-	-
	(b) Inventories	222.49	289.89	266.08	466.84	617.80	677.14
	(c) Trade receivables	182.22	153.15	281.00	237.14	811.36	1,294.83
	(d) Cash and cash equivalents	56.97	4.72	64.44	10.67	9.54	8.01
	(e) Short-term loans and advances	39.70	78.15	107.76	91.59	80.04	61.35
	(f) Other Current Assets	8.27	13.31	7.29	16.21	9.19	5.60
	<b>TOTAL</b>	<b>1,153.61</b>	<b>1,079.54</b>	<b>1,515.34</b>	<b>1,523.45</b>	<b>2,150.49</b>	<b>2,642.26</b>

**Restated Statement of Profit & Loss**
**(₹ in Lakh)**

Particulars		For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the year ended 31 March 2015	For the year ended 31 March 2016	For the period ended 31 October 2016
I.	Revenue from operations	1,355.50	860.66	1,115.35	1,121.09	2,014.05	1,230.48
II.	Other income	2.15	2.21	4.14	20.79	120.70	70.20
<b>III.</b>	<b>Total Revenue (I + II)</b>	1,357.64	862.87	1,119.49	1,141.87	2,134.76	1,300.68
IV.	Expenses:						
	Cost of Material Consumed	840.54	302.80	541.42	467.11	1,308.93	379.57
	Purchases of Stock-In-Trade	78.40	-	-	280.01	419.28	557.50
	Changes in inventories of Stock-in-Trade	(81.97)	46.69	7.78	(27.97)	(84.90)	(11.28)
	Employee benefits expense	36.17	98.65	99.24	98.64	106.28	65.04
	Finance costs	52.97	37.56	43.73	47.73	60.15	28.92
	Depreciation and amortization expense	63.71	67.60	62.79	113.89	90.76	41.20
	Other expenses	243.59	167.39	176.04	166.34	240.16	147.58
	Total expenses	1,233.41	720.68	931.01	1,145.76	2,140.66	1,208.53
<b>V.</b>	<b>Profit before tax (III-IV)</b>	124.24	142.19	188.48	(3.88)	(5.90)	92.15
					-		
VI	Tax expense:						
	(1) Current tax	24.86	28.45	38.73	27.54	20.75	40.12
	(2) Deferred tax	65.69	21.00	31.26	(28.61)	(21.49)	(9.22)
	(3) Less : MAT Credit Entitlement	17.97	24.69	10.21	-	-	-
<b>VII</b>	<b>Profit (Loss) for the period (V-VI)</b>	51.66	117.43	128.70	(2.81)	(5.17)	61.25

**Restated Statement of Cash Flows**
**(₹ in Lakh)**

Particulars	For the year ended 31 March 2012		For the year ended 31 March 2013		For the year ended 31 March 2014		For the year ended 31 March 2015		For the year ended 31 March 2016		For the period ended 31 October 2016	
<b>Cash flow from Operating Activities</b>												
Net Profit Before tax as per Statement of Profit & Loss		124.24		142.19		188.48		(3.88)		(5.90)		92.15
Adjustments for :												
Depreciation & Amortization Exp.	63.71		67.60		62.79		113.89		90.76		41.20	
Interest Income	(0.81)		(0.75)		(0.74)		(0.77)		(0.03)		(0.09)	
Finance Cost	52.97	115.87	37.56	104.41	43.73	105.78	47.73	160.86	60.15	150.88	28.92	70.03
<b>Operating Profit before working capital changes</b>		240.11		246.60		294.27		156.97		144.98		162.18
<b>Changes in Working Capital</b>												
Trade receivable	(47.62)		29.07		(127.85)		43.86		(574.22)		(483.47)	
Other Loans and advances receivable	(5.91)		23.12		(29.62)		16.18		11.55		18.69	
Inventories	(190.87)		(67.40)		23.81		(200.77)		(150.96)		(59.34)	
Other Current Assets	(1.60)		(5.04)		6.02		(8.92)		7.02		3.60	
Trade Payables	98.14		(42.27)		132.55		83.46		605.63		333.20	
Other Current Liabilities	47.99		(60.50)		16.98		41.40		(23.71)		(26.71)	
Short term Provisions	7.45		1.47		9.10		(25.47)		(11.64)		12.79	
		(92.43)		(121.55)		30.99		(50.26)		(136.33)		(201.25)
<b>Net Cash Flow from Operation</b>		147.68		125.05		325.26		106.71		8.65		(39.07)
Less : Income Tax paid		6.89		3.76		28.52		27.54		20.75		40.12
<b>Net Cash Flow from Operating Activities (A)</b>		140.79		121.29		296.74		79.18		(12.11)		(79.19)
<b>Cash flow from investing Activities</b>												
Purchase of Fixed Assets	(178.98)		(23.49)		(51.83)		(25.80)		(13.82)		(10.35)	
Sale of Fixed Assets	-		-		-		-		-		-	
Other Non Current Assets (Net)	-		-		-		-		-		-	
Movement in Loans & Advances	-		(2.04)		(259.41)		0.12		1.50		(3.62)	
Purchase/Sale of Investment	-		-		-		-		-		-	
Interest Income	0.81		0.75		0.74		0.77		0.03		0.09	
		(178.17)		(24.78)		(310.50)		(24.92)		(12.30)		(13.88)
<b>Net Cash Flow from Investing Activities (B)</b>		(178.17)		(24.78)		(310.50)		(24.92)		(12.30)		(13.88)
<b>Cash Flow From Financing</b>												

<b>Activities</b>												
Proceeds From long Term Borrowing (Net)	(20.94)		(69.38)		(31.83)		(44.49)		(13.14)		(5.25)	
Short Term Borrowing (Net)	115.48		(41.82)		149.04		(15.80)		96.56		125.72	
Interest Paid	(52.97)		(37.56)		(43.73)		(47.73)		(60.15)		(28.92)	
Dividend paid ( Including DDT)	-	41.57	-	(148.77)	-	73.48	-	(108.02)	-	23.27	-	91.54
<b>Net Cash Flow from Financing Activities (C)</b>		41.57		(148.77)		73.48		(108.02)		23.27		91.54
<b>Net (Decrease)/ Increase in Cash &amp; Cash Equivalents(A+B+C)</b>		<b>4.19</b>		<b>(52.25)</b>		<b>59.72</b>		<b>(53.77)</b>		<b>(1.13)</b>		<b>(1.53)</b>
Opening Cash & Cash Equivalents		52.78		56.97		4.72		64.44		10.67		9.54
<b>Cash and cash equivalents at the end of the period</b>		<b>56.97</b>		<b>4.72</b>		<b>64.44</b>		<b>10.67</b>		<b>9.54</b>		<b>8.01</b>
<b>Cash And Cash Equivalents Comprise :</b>												
Cash		1.13		4.20		14.06		9.43		9.09		7.34
<b>Bank Balance :</b>												
Current Account		55.85		0.51		50.37		1.24		0.45		0.67
Deposit Account		-		-		-		-		-		-
<b>Total</b>		<b>56.97</b>		<b>4.72</b>		<b>64.44</b>		<b>10.67</b>		<b>9.54</b>		<b>8.01</b>

## THE ISSUE

Present Issue in terms of the Draft Prospectus:

Particulars	Details
Equity Shares offered	16,00,000 Equity Shares of ₹ 10 each at an Issue Price of ₹ 32 each aggregating to ₹ 512.00 Lakh
Of which:	
Reserved for Market Makers	80,000 Equity Shares of ₹ 10 each at an Issue Price of ₹ 32 each aggregating to ₹ 25.60 Lakh
Net Issue to the Public*	15,20,000 Equity Shares of ₹ 10 each at an Issue Price of ₹ 32 each aggregating to ₹ 486.40 Lakh
Of which	
Retail Portion	7,60,000 Equity Shares of ₹ 10 each at an Issue Price of ₹ 32 each aggregating to ₹ 243.20 Lakh
Non Retail Portion	7,60,000 Equity Shares of ₹ 10 each at an Issue Price of ₹ 32 each aggregating to ₹ 243.20 Lakh
Equity Shares outstanding prior to the Issue	40,00,000 Equity Shares of ₹10 each
Equity Shares outstanding after the Issue	56,00,000 Equity Shares of ₹10 each
Use of Proceeds	For further details please refer chapter titled “Objects of the Issue” beginning on page no 52 of the Draft Prospectus for information on use of Issue Proceeds.

\*As per the Regulation 43(4) of the SEBI (ICDR) Regulations, as amended, as present issue is a fixed price issue the allocation is the net offer to the public category shall be made as follows:

- a) Minimum fifty percent to retail individual investor; and
- b) Remaining to:
  - i. Individual applicants other than retail individual investors; and
  - ii. Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;
- c) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

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

### Notes

This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. For further details please refer to section titled ‘Issue Structure’ beginning on page no. 239 of this Draft Prospectus.

The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on January 12, 2017, and by the shareholders of our Company vide a special resolution passed pursuant to section 62(1)(C) of the Companies Act at the EGM held on January 23, 2017.

## GENERAL INFORMATION

Our Company was originally incorporated as “Sikko Sprayers Private Limited” on February 8, 2000 under the provisions of Companies Act, 1956 vide certificate of Incorporation issued by Deputy Registrar of Companies, Gujarat, Dadra and Nagar Haveli at Ahmedabad. Consequent up on the conversion of our Company into public limited company, the name of our Company was changed to “Sikko Sprayers Limited” vide fresh certificate of incorporation dated March 16, 2010 issued by the Assistant Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Subsequently the name of our company was changed to “Sikko Industries Limited” and Fresh certificate of Incorporation pursuant to change of name was issued by Assistant Registrar of Companies, Gujarat and Dadra Nagar Haveli on March 17, 2010. The Corporate Identification Number of our Company is U51909GJ2000PLC037329.

For further details in relation to the corporate history and changes in registered office of our Company, see the section titled “History and Certain Corporate Matters” on page no. 119.

### Brief Information on Company and Issue

Particulars	Details
<b>Registered Office</b>	508, Iscon Elegance, Nr. Jain Temple, Nr. Prahladnagar Pick up Stand, Vejalpur, Ahmedabad – 380 051 <b>Tel No.:</b> +91-79-6616 8950 <b>Email:</b> compliance@sikkoindia.com <b>Web:</b> www.sikkoindia.com <b>Contact Person:</b> Ms. Maitry Doshi
<b>Date of Incorporation</b>	February 08, 2000
<b>Company Identification No.</b>	U51909GJ2000PLC037329
<b>Company Category</b>	Company limited by Shares
<b>Registrar of Company</b>	Gujarat, Dadra and Nagar Haveli
<b>Address of the RoC</b>	ROC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad – 380 013 <b>Tel No.:</b> +91 79 – 2743 7597 <b>Fax No.:</b> +91 79 – 2743 8371 <b>E Mail:</b> roc.ahmedabad@mca.gov.in
<b>Company Secretary and Compliance Officer</b>	<b>Ms. Maitry Doshi</b> C/o Sikko Industries Limited 508, Iscon Elegance, Nr. Jain Temple, Nr. Prahladnagar Pick up Stand, Vejalpur, Ahmedabad – 380 051 <b>Tel No.:</b> +91-79-6616 8950 <b>Email:</b> compliance@sikkoindia.com <b>Web:</b> www.sikkoindia.com
<b>Designated Stock Exchange</b>	National Stock Exchange of India Limited (NSE-EMERGE Platform)
<b>Issue Programme</b>	Issue Opens On: [●] Issue Closes On: [●]

**Note:** Investors can contact the Company Secretary and Compliance officer in case of any pre issue or post issue related problems such as non-receipt of letter of allotment or credit of securities in depository’s beneficiary account or dispatch of refund order etc.

### Board of Directors of our Company

Presently our Board of Directors comprises of following Directors.

Sr. No.	Name	Designation	DIN
1.	Mr. Ghanshyambhai Kumbhani	Chairman and Whole-Time Director	00587855
2.	Mr. Jayantibhai Kumbhani	Managing Director	00587807
3.	Mr. Mohanbhai Kumbhani	Non- Executive Director	06872817
4.	Mr. Jagdish Ajudia	Independent Director	01745951
5.	Mrs. Mamtaben Thumbar	Independent Director	07732851

For further details pertaining to the education qualification and experience of our Directors, please refer the chapter titled “Our Management” beginning on page no. 122 of this Draft Prospectus.

### Details of Key Market Intermediaries pertaining to this issue and Our Company

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
<b>Swastika Investmart Limited</b> 305, Madhuban Building, Cochin Street, S.B.S. Road, Fort, Mumbai – 400 001. <b>Tel No.:</b> +91–22–2265 5565 <b>Fax No.:</b> +91–73–664 4300 <b>Investors Grievance E-mail Id:</b> investorgrievance@swastika.co.in <b>Email Id:</b> merchantbanking@swastika.co.in <b>Website:</b> www.swastika.co.in <b>SEBI Regn No.:</b> INM000012102 <b>Contact Person:</b> Ms. Nidhi Baheti <b>CIN:</b> L65910MH1992PLC067052	<b>Purva Sharegistry (India) Private Limited</b> Unit no. 9, Shiv Shakti Industrial Estate, JR Boricha Marg, Lower Parel (East), Mumbai – 400 011. <b>Tel No.:</b> +91-022-23018261/ 23016761 <b>Fax No.:</b> +91-022-23012517  <b>Email Id:</b> busicomp@vsnl.com <b>Website:</b> www.purvashare.com <b>SEBI Regn No.:</b> INR000001112 <b>Contact Person:</b> Ms. Purva shah <b>CIN:</b> U67120MH1993PTC074079
BANKERS TO THE COMPANY	LEGAL ADVISOR TO THE COMPANY
<b>Bank of India Limited</b> Bank of India, S G Highway Br., Sapath IV, Ahmedabad – 380 015. <b>Email Id:</b> sghighway.ahmedabad@bankofindia.co.in <b>Tel No.:</b> +91-79-2693 7313, 2693 7307 <b>Website:</b> www.bankofindia.co.in <b>Contact Person:</b> Kamlesh Vadera, Credit Manager	<b>Kaushik S. Acharya</b> 402-403, Ashram Avenue, B/h. Kochrab Ashram, Paldi, Ahmedabad – 380 006. <b>Email Id:</b> acharyakaushik@yahoo.com <b>Tel No.:</b> +91-79-2658 5457 <b>Mob No.:</b> +91-98250 60457 <b>Bar Council Sanad No.:</b> G/472/1987 <b>Contact Person:</b> Mr. Kaushik Acharya
AUDITOR OF THE COMPANY	PEER REVIEW AUDITOR
<b>M/s. Ashok K Bhatt &amp; Co., Chartered Accountants</b> <b>FRN:</b> 100657W B-603, Signature 2, Sarkhej Sanand Circle, Sarkhej, Ahmedabad – 382 210 <b>M. No.:</b> +91–98795 00202 <b>Email:</b> ca_akb@yahoo.co.in <b>Contact Person:</b> Mr. Ashok K Bhatt <b>Membership No.:</b> 036439	<b>Doshi Maru &amp; Associates, Chartered Accountants</b> <b>FRN:</b> 0112187W 217-218, Manek Centre, P.N. Marg, Jamnagar – 361 008 <b>Tel No.:</b> +91–288–266 1941/42 <b>Email:</b> doshi.maru@gmail.com <b>Contact Person:</b> Mr. Sarvesh A. Gohil <b>Membership No.:</b> 135782
BANKERS TO THE ISSUE AND REFUND BANKER	
[•]	

### Self Certified Syndicate Banks

The list of SCSBs, as updated till date, is available on website of Securities and Exchange Board of India at below link. Investors are requested to refer the SEBI website for updated list of SCSBs and their designated branches.

[http://www.sebi.gov.in/cms/sebi\\_data/attachdocs/1365051213899.html](http://www.sebi.gov.in/cms/sebi_data/attachdocs/1365051213899.html)

### Statement of Inter-se Allocation of Responsibilities

Since Swastika Investmart Limited is the lead Manager to the issue, all the responsibility of the issue will be managed by them.

### Credit Rating

As this is an issue of Equity Shares there is no credit rating for this Issue.

### IPO Grading

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

## Trustees

As this is an issue of Equity Shares, the appointment of Trustees is not required.

## Brokers to the issue

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

## Appraisal and Monitoring Agency

In terms of sub regulation (1) Regulation 16 of SEBI ICDR Regulations, our Company is not required to appoint a monitoring agency in relation to the issue. However, Audit Committee of our Company will be monitoring the utilization of the Issue Proceeds.

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

## Underwriting Agreement

This Issue is 100% Underwritten. The Underwriting agreement has been entered on February 25, 2017. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

Details of the Underwriter	No. of shares underwritten	Amount Underwritten (₹ in Lakh)	% of the total Issue Size Underwritten
<b>Swastika Investmart Ltd</b> 305, Madhuban Building, Cochin Street, S.B.S. Road, Fort, Mumbai – 400 001, Maharashtra <b>SEBI Regn No.:</b> INM000012102	15,20,000	486.40	95.00
<b>Beeline Broking Limited</b> B-307, Ganesh Plaza, Beside Navrangpura Post Office, Navrangpura, Ahmedabad – 380 009, Gujarat <b>SEBI Regn No.:</b> SMMM0658203082015	80,000	25.60	5.00
<b>Total</b>	<b>16,00,000</b>	<b>512.00</b>	<b>100.00</b>

In the opinion of our Board of Directors (based on a certificate given by the Underwriter), the resources of the above mentioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The abovementioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchanges.

## Details of the Market Making Arrangement for this issue

Our Company and the Lead Manager have entered into a tripartite agreement dated February 25, 2017 with the following Market Maker, duly registered with National Stock Exchange of India Limited to fulfill the obligations of Market Making:

### **Beeline Broking Limited**

B-307, Ganesh Plaza, Beside Navrangpura Post Office,  
Navrangpura, Ahmedabad – 380 009, Gujarat.

**Tel No.:** +91-079-6663 7588

**Investor Grievance E-mail:** vanesh@beelinebroking.com

**Website:** www.beelinebroking.com

**SEBI Regn No.:** SMMM0658203082015

**Contact Person:** Mr. Vanesh Panchal

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

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

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

In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 106V of the SEBI (ICDR) Regulations, 2009. Further our Company and the Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particulars point of time. The Market Making Agreement is available for inspection at our registered office from 11.00 a.m. to 5.00 p.m. on working days.

- 10) Risk containment measures and monitoring for Market Makers: NSE SME Segment (NSE-EMERGE) will have all margins which are applicable on the Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
- 11) Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to ₹ 250 crores, the applicable price bands for the first day shall be:
  - i. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
  - ii. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price.

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

Sr. No.	Market Price Slab (in ₹)	Proposed spread (in % to sale price)
1.	Up to 50	9
2.	50 to 75	8
3.	75 to 100	6
4.	Above 100	5

- 12) Punitive Action in case of default by Market Makers: NSE SME Exchange (NSE-EMERGE) will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

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

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

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

## CAPITAL STRUCTURE

Our Equity Share Capital before the issue and after giving effect to the issue, as on the date of filing of this Draft Prospectus, is set forth below:

(₹ in Lakh)

Sr. No.	Particulars	Aggregate value at face value	Aggregate value at issue price
A.	<b>Authorized Share Capital</b> 60,00,000 Equity Shares of face value of ₹10 each	600.00	-
B.	<b>Issued, subscribed and paid-up Equity Share Capital before the Issue</b> 40,00,000 Equity Shares of face value of ₹ 10 each	400.00	-
C.	<b>Present issue in terms of this Draft Prospectus</b> Issue of 16,00,000 Equity Shares of ₹ 10 each at a price of ₹ 32 per Equity Share.	160.00	512.00
	<b>Which comprises</b>		
	80,000 Equity Shares of ₹ 10/- each at a price of ₹ 32 per Equity Share reserved as Market Maker Portion	8.00	25.60
	Net Issue to Public of 15,20,000 Equity Shares of ₹ 10/- each at a price of ₹ 32 per Equity Share to the Public	152.00	486.40
	<b>Of which</b>		
	7,60,000 Equity Shares of ₹10/- each at a price of ₹ 32 per Equity Share will be available for allocation for Investors investing amount up to ₹ 2.00 Lakh	76.00	243.20
	7,60,000 Equity Shares of ₹10/- each at a price of ₹ 32 per Equity Share will be available for allocation for Investors investing amount above ₹ 2.00 Lakh	76.00	243.20
D.	<b>Paid up Equity capital after the Issue</b> 56,00,000 Equity Shares of ₹ 10 each	560.00	-
E.	Securities Premium Account	Before the Issue	-
		After the Issue	352.00

**Note:**

The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on January 12, 2017, and by the shareholders of our Company vide a special resolution passed pursuant to section 62(1)(C) of the Companies Act at the EGM held on January 23, 2017.

**Class of Shares**

The company has only one class of shares i.e. Equity shares of ₹10 each only.

**CHANGES IN THE AUTHORIZED SHARE CAPITAL OF OUR COMPANY:**

Sr. No.	Particulars of Increase	Cumulative no. of equity shares	Cumulative Authorised Share Capital (₹ in Lakh)	Date of Meeting	Whether AGM/EGM
1.	On incorporation	20,000	2.00	N.A.	N.A.
2.	Increase from ₹ 2 Lakh to ₹ 10 Lakh	1,00,000	10.00	April 11, 2005	EGM
3.	Increase from ₹ 10 Lakh to ₹ 30 Lakh	3,00,000	30.00	June 2, 2008	EGM
4.	Increase from ₹ 30 Lakh to ₹ 50 Lakh	5,00,000	50.00	January 11, 2010	EGM
5.	Increase from ₹ 50 Lakh to ₹ 100 Lakh	10,00,000	100.00	January 30, 2010	EGM
6.	Increase from ₹ 100 Lakh to ₹ 150 Lakh	15,00,000	150.00	November 15, 2010	EGM
7.	Increase from ₹ 150 Lakh to ₹ 300 Lakh	30,00,000	300.00	February 24, 2011	EGM
8.	Increase from ₹ 300 Lakh to ₹ 600 Lakh	60,00,000	600.00	December 24, 2016	EGM

**NOTES TO THE CAPITAL STRUCTURE:**

**1. Share capital history**

Our existing Equity Share Capital has been subscribed and allotted as under:

Date of allotment	Number of equity shares Allotted	Face value (In ₹)	Issue price (In ₹)	Nature of consideration (Cash, other than Cash, Bonus)	Nature of allotment/ Transaction	Cumulative Number of Equity Shares	Cumulative Paid up Equity share Capital (In ₹)	Cumulative Share Premium (In ₹)
February 10, 2000	3	10	10	Cash	Subscription to Memorandum	3	30	-
April 01, 2000 <sup>^</sup>	7,523	10	10	Cash <sup>(1)</sup>	Further allotment	7,526	75,260	-
March 31, 2001 <sup>^</sup>	6,200	10	10	Cash <sup>(2)</sup>	Further allotment	13,726	1,37,260	-
June 7, 2001 <sup>^</sup>	50	10	10	Cash <sup>(3)</sup>	Further allotment	13,776	1,37,760	-
February 19, 2002 <sup>^</sup>	20	10	10	Cash <sup>(4)</sup>	Further allotment	13,796	1,37,960	-
May 05, 2005 <sup>^</sup>	37,500	10	10	Cash <sup>(5)</sup>	Further allotment	51,296	5,12,960	-
June 2, 2008	1,48,800	10	10	Cash <sup>(6)</sup>	Further allotment	2,00,096	20,00,960	-
January 20, 2010	50,000	10	10	Cash <sup>(7)</sup>	Further allotment	2,50,096	25,00,960	-
August 16, 2010	2,10,000	10	10	Cash <sup>(8)</sup>	Further allotment	4,60,096	46,00,960	-
October 4, 2010	1,800	10	10	Cash <sup>(9)</sup>	Further allotment	4,61,896	46,18,960	-
October 25, 2010	4,34,000	10	10	Cash <sup>(10)</sup>	Further allotment	8,95,896	89,58,960	-
November 20, 2010	1,50,000	10	10	Cash <sup>(11)</sup>	Further allotment	10,45,896	1,04,58,960	-
January 3, 2011	69,904	10	10	Cash <sup>(12)</sup>	Further allotment	11,15,800	1,11,58,000	-
February 22, 2011	3,60,000	10	10	Cash <sup>(13)</sup>	Further allotment	14,75,800	1,47,58,000	-
March 05, 2011	5,24,200	10	10	Cash <sup>(14)</sup>	Further allotment	20,00,000	2,00,00,000	-
February 10, 2017	20,00,000	10	-	Bonus <sup>(15)</sup>	Allotment of Bonus Shares	40,00,000	4,00,00,000	-

<sup>^</sup> Form No. 2 (Return of Allotment) is not available with the Company and in ROC Records and hence the details are extracted from Register of Members maintained by the Company.

<sup>(1)</sup> Our company has taken over all the business-assets and liabilities including outstanding creditors of Sikko Sprayers and Export Co., proprietorship firm of Mr. Pravinbhai Kumbhani and for which our company has made an allotment of 7523 Equity Shares to the outstanding creditors of the said Proprietorship Firm. The details of allotment are as follows:

Sr. No.	Name of Allottee	No. of Shares Allotted	Face Value per share (in Rs.)	Price per share (in Rs.)
1.	Mr Pravinbhai Kumbhani	2,199	10	10
2.	Mr. Ghanshyambhai Kumbhani	1,349	10	10
3.	Mrs. Alpaben Kumbhani	1,499	10	10
4.	Mr. A. D. Vaghasiya	20	10	10
5.	Mr. Bhikhabhai Patoliya	25	10	10

6.	Mr. Jasmatbhai Kumbhani	10	10	10
7.	Mr. Jayantibhai Kumbhani	500	10	10
8.	Mr. Jayantibhai Parekhiya	100	10	10
9.	Mr. Jitubhai Gajipara	10	10	10
10.	Mr. Kanjibhai Pipaliya	200	10	10
11.	Mr. Laxmanbhai Gajipara	100	10	10
12.	Mr. M. K. Nandawana	100	10	10
13.	Mr. Mohanbhai Kumbhani	1,000	10	10
14.	Mr. Narshibhai Panchani	20	10	10
15.	Mr. Popatbhai Kumbhani	100	10	10
16.	Mr. Rajnikant Kumbhani	100	10	10
17.	Mr. Rajubhai Khant	20	10	10
18.	Mr. Rameshbhai Rakholiya	50	10	10
19.	Mr. Saileshbhai Khant	20	10	10
20.	Mr. S. K. Nandawana	20	10	10
21.	Mr. Vajubhai Kumbhani	20	10	10
22.	Mr. V. B. Kyada	50	10	10
23.	Mr. Jitubhai Mehta	10	10	10
24.	Mr. Sureshbhai Togadiya	1	10	10
<b>Total</b>		<b>7,523</b>	<b>10</b>	<b>10</b>

<sup>(2)</sup> The details of allotment are as follows:

Sr. No.	Name of Allottee	No. of Shares Allotted	Face Value (in Rs.)	Price per share (in Rs.)
1.	Mrs. Alpaben Kumbhani	2,500	10	10
2.	Mr. Ghanshyambhai Kumbhani	2,500	10	10
3.	Mr. Bhikhabhai Gajipara	50	10	10
4.	Mr. Hareshbhai Gajipara	50	10	10
5.	Mr. Jivarajbhai Rakholiya	50	10	10
6.	Mr. Kamleshbhai Panchani	100	10	10
7.	Mr. Nathabhai Gajipara	50	10	10
8.	Ms. Arunaben Pipaliya	50	10	10
9.	Ms. Chanrikaben Rakholiya	100	10	10
10.	Mr. Mohanbhai Kumbhani	500	10	10
11.	Ms. Labhuben Patoliya	50	10	10
12.	Ms. Rasmitaben Panchani	50	10	10
13.	Ms. Savitaben L. Gajipara	50	10	10
14.	Ms. Shobhaben Gajipara	100	10	10
<b>Total</b>		<b>6,200</b>	<b>10</b>	<b>10</b>

<sup>(3)</sup> 50 Equity shares of Face value of ₹ 10 have been allotted to Mr. Ashwin V. Panchani at an Issue Price of ₹ 10 each.

<sup>(4)</sup> 10 Equity shares of Face value of ₹ 10 have been allotted to Mr. Vinodbhai Panchani and Ms. Ramaben Panchani at an Issue Price of ₹ 10/- each.

<sup>(5)</sup> The details of allotment are as follows:

Sr. No.	Name of Allottee	No. of Shares Allotted	Face Value per share (in Rs.)	Price per share (in Rs.)
1.	Mr. Mohanbhai Kumbhani	10,000	10	10
2.	Mr. Jayantibhai Kumbhani	10,000	10	10
3.	Mr. Ghanshyambhai Kumbhani	10,000	10	10
4.	Mrs. Alpaben Kumbhani	5,000	10	10
5.	Mrs. Bhavnaben Kumbhani	2,500	10	10
<b>Total</b>		<b>37,500</b>	<b>10</b>	<b>10</b>

<sup>(6)</sup> The details of allotment are as follows:

Sr. No.	Name of Allottee	No. of Shares Allotted	Face Value per share (in Rs.)	Price per share (in Rs.)
1	Mr. Jayantibhai Mohanbhai Kumbhani	48,800	10	10
2	Mrs. Bhavnaben Pravinbhai Kumbhani	1,00,000	10	10
<b>Total</b>		<b>1,48,800</b>	<b>10</b>	<b>10</b>

(7) The details of allotment are as follows:

Sr. No.	Name of Allottee	No. of Shares Allotted	Face Value per share (in Rs.)	Price per share (in Rs.)
1	Mr. Pravinbhai Mohanbhai Kumbhani	10,000	10	10
2	Mr. Mohanbhai Nanjibhai Kumbhani	20,000	10	10
3	Mrs. Bhavnaben Pravinbhai Kumbhani	20,000	10	10
<b>Total</b>		<b>50,000</b>	<b>10</b>	<b>10</b>

(8) The details of allotment are as follows:

Sr. No.	Name of Allottee	No. of Shares Allotted	Face Value per share (in Rs.)	Price per share (in Rs.)
1	Mrs. Nandaben Ghanshyambhai Kumbhani	70,000	10	10
2	Mrs. Alpaben Jayantibhai Kumbhani	70,000	10	10
3	Mrs. Bhavnaben Pravinbhai Kumbhani	70,000	10	10
<b>Total</b>		<b>2,10,000</b>	<b>10</b>	<b>10</b>

(9) The details of allotment are as follows:

Sr. No.	Name of Allottee	No. of Shares Allotted	Face Value per share (in Rs.)	Price per share (in Rs.)
1	Mr. Arvindbhai Chhaganbhai Kumbhani	100	10	10
2	Mr. Rajanikant Chhaganbhai Kumbhani	100	10	10
3	Ms. Nikitaben Rajnikant Kumbhani	100	10	10
4	Mr. Batuklal V Vasoya	100	10	10
5	Ms. Kiranben Batuklal Vasoya	100	10	10
6	Mr. Nagjibhai N Dobariya	100	10	10
7	Mr. Laxmanbhai M Gondaliya	100	10	10
8	Mr. Chimanbhai D Kumbhani	100	10	10
9	Ms. Ramaben Chimanbhai Kumbhani	100	10	10
10	Mr. Hiteshkumar Chimanbhai Kumbhani	100	10	10
11	Mr. Chhaganbhai M Vekariya	100	10	10
12	Mr. Vallabhbhai M Vekariya	100	10	10
13	Mr. Kanjibhai M Vekariya	100	10	10
14	Mr. Ashwinkumar Valjibhai Vora	100	10	10
15	Mr. Atulkumar Valjibhai Vora	100	10	10
16	Mrs. Jignashaben Atulkumar Vora	100	10	10
17	Mr. Kalubhai V Vadiya	100	10	10
18	Mr. Parshotambhai Manjibhai Vekariya	100	10	10
<b>Total</b>		<b>1,800</b>	<b>10</b>	<b>10</b>

(10) The details of allotment are as follows:

Sr. No.	Name of Allottee	No. of Shares Allotted	Face Value per share (in Rs.)	Price per share (in Rs.)
1	Mr. Arvindbhai Chhaganbhai Kumbhani	50,000	10	10
2	Mr. Ashwinkumar Valjibhai Vora	60,000	10	10
3	Mr. Atulkumar Valjibhai Vora	50,000	10	10
4	Mr. Chhaganbhai Vekariya	16,000	10	10

5	Mr. Chimanbhai D Kumbhani	25,000	10	10
6	Ms. Jignashaben Atulkumar Vora	60,000	10	10
7	Mr. Kanjibhai M Vekariya	16,000	10	10
8	Mr. Nagjibhai N Dobariya	50,000	10	10
9	Ms. Nikitaben Rajnikant Kumbhani	9,200	10	10
10	Mr. Parshotambhai Manjibhai Vekariya	16,000	10	10
11	Mr. Rajnikant Chhaganbhai Kumbhani	40,800	10	10
12	Mrs. Ramaben Chimanbhai Kumbhani	25,000	10	10
13	Mr. Vallabhbbhai M Vekariya	16,000	10	10
<b>Total</b>		<b>4,34,000</b>	<b>10</b>	<b>10</b>

<sup>(11)</sup> The details of allotment are as follows:

Sr. No.	Name of Allottee	No. of Shares Allotted	Face Value per share (in Rs.)	Price per share (in Rs.)
1	Mr. Batuklal V Vasoya	25,000	10	10
2	Mr. Kalubhai Vadhiya	50,000	10	10
3	Ms. Kiranben B Vasoya	25,000	10	10
4	Mr. Laxmanbhai M Gondaliya	50,000	10	10
<b>Total</b>		<b>1,50,000</b>	<b>10</b>	<b>10</b>

<sup>(12)</sup> The details of allotment are as follows:

Sr. No.	Name of Allottee	No. of Shares Allotted	Face Value per share (in Rs.)	Price per share (in Rs.)
1	Mrs. Rudiben Mohanbhai Kumbhani	69,904	10	10
<b>Total</b>		<b>69,904</b>	<b>10</b>	<b>10</b>

<sup>(13)</sup> The details of allotment are as follows:

Sr. No.	Name of Allottee	No. of Shares Allotted	Face Value per share (in Rs.)	Price per share (in Rs.)
1	Mr. Hiteshbhai Kumbhani	60,000	10	10
2	Mrs. Nandaben Ghanshyambhai Kumbhani	1,00,000	10	10
3	Mrs. Alpaben Jayantibhai Kumbhani	1,00,000	10	10
4	Mr. Mohanbhai Nanjibhai Kumbhani	1,00,000	10	10
<b>Total</b>		<b>3,60,000</b>	<b>10</b>	<b>10</b>

<sup>(14)</sup> The details of allotment are as follows:

Sr. No.	Name of Allottee	No. of Shares Allotted	Face Value per share (in Rs.)	Price per share (in Rs.)
1	Mr. Jayantibhai Mohanbhai Kumbhani	3,00,000	10	10
2	Mr. Pravinbhai Mohanbhai Kumbhani	1,00,000	10	10
3	Mr. Ghanshyambhai Mohanbhai Kumbhani	1,00,000	10	10
4	Mr. Mohanbhai Nanjibhai Kumbhani	24,200	10	10
<b>Total</b>		<b>5,24,200</b>	<b>10</b>	<b>10</b>

<sup>(15)</sup> Our Company has issued Equity Share for consideration other than cash (Bonus Shares) on February 10, 2017. Details of Capitalization of the reserves are given herein below:

Date of allotment of Bonus Shares	Ratio of Bonus issue	Number of Equity shares issued as Bonus Shares	Face value of the share (in ₹)	Amount Capitalized (In ₹)	Amount Capitalized from
February 10, 2017	1:1	20,00,000	10	2,00,00,000	Surplus in Profit and Loss Account

The details of allottee are given hereunder;

Sr. No.	Name of Allottee	No. of Shares Allotted	Face Value per share (in Rs.)	Price per share (in Rs.)
1	Mr. Pravinbhai Mohanbhai Kumbhani	1,62,500	10	-
2	Mr. Ghanshyambhai Mohanbhai Kumbhani	1,80,370	10	-
3	Mrs. Alpaben Jayantibhai Kumbhani	2,79,660	10	-
4	Mr. Jayantibhai Mohanbhai Kumbhani	7,63,521	10	-
5	Mr. Mohanbhai Nanjibhai Kumbhani	1,65,370	10	-
6	Mrs. Bhavnaben Pravinbhai Kumbhani	1,92,575	10	-
7	Mrs. Nandaben Ghanshyambhai Kumbhani	1,70,000	10	-
8	Mrs. Rudiben Mohanbhai Kumbhani	86,004	10	-
<b>Total</b>		<b>20,00,000</b>	<b>10</b>	<b>-</b>

Further, our Company has not allotted any Equity Shares pursuant to any scheme approved under section 391 to 394 of the Companies Act, 1956 and/or under Section 230 to 234 of the Companies Act, 2013.

## 2. Share Capital Build-up of our Promoters & Lock-in:

Our Promoters had been allotted Equity Shares from time to time. The following is the Equity share capital build-up of our Promoters.

Date of Allotment / Transfer	Nature of Issue Allotment / Transfer	Consideration	Number of shares	Cumulative No. of Equity Shares	Face Value	Issue/ Transfer Price	% of Pre Issue Capital	% of post issue Capital	Lock in Period
<b>Mr. Jayantibhai Kumbhani</b>									
April 1, 2000	Allotment	5,000	500	500	10	10	0.01	0.01	1 Year
May 5, 2005	Allotment	1,00,000	10,000	10,500	10	10	0.25	0.18	1 Year
June 2, 2008	Allotment	4,88,000	48,800	59,300	10	10	1.22	0.87	1 Year
March 24, 2010	Transfer	3,210	321	59,621	10	10	0.01	0.01	1 Year
March 5, 2011	Allotment	30,00,000	3,00,000	3,59,621	10	10	7.50	5.36	1 Years
November 10, 2016	Transfer	1030400	32,200	3,91,821	10	32	0.81	0.57	1 Years
November 10, 2016	Transfer	1,18,94,400	3,71,700	7,63,521	10	32	9.29	6.64	3 Years
February 10, 2017	Bonus	-	7,63,521	15,27,042	10	-	19.09	13.63	3 Years
<b>Total</b>							<b>38.18</b>	<b>27.27</b>	
<b>Mr. Ghanshyambhai Kumbhani</b>									
February 10, 2000	Subscription to Memorandum	10	1	1	10	10	0.00	0.00	1 Year
April 1, 2000	Allotment	13,490	1,349	1,350	10	10	0.03	0.02	1 Year
March 31, 2001	Allotment	25,000	2,500	3,850	10	10	0.06	0.04	1 Year
May 5, 2005	Allotment	1,00,000	10,000	13,850	10	10	0.25	0.18	1 Year
March 24, 2010	Transfer	3,000	300	14,150	10	10	0.01	0.01	1 Year
March 05, 2011	Allotment	10,00,000	1,00,000	1,14,150	10	10	2.50	1.79	1 Year
November 10, 2016	Transfer	21,19,040	66,220	1,80,370	10	32	1.66	1.18	1 Year

Date of Allotment / Transfer	Nature of Issue Allotment / Transfer	Consideration	Number of shares	Cumulative No. of Equity Shares	Face Value	Issue/ Transfer Price	% of Pre Issue Capital	% of post issue Capital	Lock in Period
February 10, 2017	Bonus	-	1,80,370	3,60,740	10	-	4.51	3.22	1 Year
<b>Total</b>							<b>9.02</b>	<b>6.44</b>	

As per clause (a) sub-regulation (1) Regulation 32 of the SEBI ICDR Regulations and in terms of the aforesaid table, an aggregate of 20.27% of the Post-Issue Equity Share Capital of our Company i.e. 11,35,221 equity shares shall be locked in by our Promoter for three years. The lock-in shall commence from the date of commencement of commercial production or allotment in the proposed public issue and the last date of lock-in shall be reckoned as three years from the date of allotment in the public issue. (“**Minimum Promoters’ contribution**”).

The Promoters’ contribution has been brought in to the extent of not less than the specified minimum amount and has been contributed by the persons defined as Promoter under the SEBI ICDR Regulations. Our Company has obtained written consents from our Promoter for the lock-in of 11,35,221 Equity Shares for 3 year.

We confirm that the minimum Promoters’ contribution of 20.27% which is subject to lock-in for three years does not consist of:

- Equity Shares acquired during the preceding three years for consideration other than cash and revaluation of assets or capitalization of intangible assets;
- Equity Shares acquired during the preceding three years resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the issuer or from bonus issue against equity shares which are ineligible for minimum Promoters’ contribution;
- Equity Shares acquired by Promoter during the preceding one year at a price lower than the price at which equity shares are being offered to public in the Issue; or equity shares pledged with any creditor.
- Further, our Company has not been formed by the conversion of a partnership firm into a company and no Equity Shares have been allotted pursuant to any scheme approved under Section 391-394 of the Companies Act, 1956 and/or under Section 230 to 234 of the Companies Act, 2013.

### 3. Equity Shares locked-in for one year

In addition to 20.27% of the post-Issue shareholding of our Company locked-in for three years as the minimum Promoters’ contribution, the balance Pre-Issue Paid-up Equity Share Capital i.e. 28,64,779 Equity Shares, would be locked-in for a period of one year from the date of Allotment in the proposed Initial Public Offer.

### 4. Other requirements in respect of ‘lock-in’

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

In terms of Regulation 40 of the SEBI ICDR Regulations, the Equity Shares held by our Promoters which are locked in as per the provisions of Regulation 36 of the SEBI ICDR Regulations, may be transferred to and amongst Promoters / members of the Promoter Group or to a new promoter or persons in control of our Company, subject to continuation of lock-in in the hands of transferees for the remaining period and compliance of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as applicable.

In terms of Regulation 39 of the SEBI ICDR Regulations, the locked-in Equity Shares held by our Promoter can be pledged only with any scheduled commercial banks or public financial institutions as collateral security for loans granted by such banks or financial institutions, subject to the followings:

- If the specified securities are locked-in in terms of sub-regulation (a) of Regulation 36 of the SEBI ICDR Regulations, the loan has been granted by such bank or institution for the purpose of financing one or more of the objects of the issue and the pledge of specified securities is one of the terms of sanction of the loan;

- If the specified securities are locked-in in terms of sub-regulation (b) of Regulation 36 of the SEBI ICDR Regulations and the pledge of specified securities is one of the terms of sanction of the loan.
- 5. Our Company has not revalued its assets since inception and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
- 6. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI Share Based Employee Benefits Regulations, 2014.
- 7. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the LM and Designated Stock Exchange. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines.

#### **8. Our shareholding pattern**

The shareholding pattern of our Company before the issue as per Regulation 31 of the SEBI (LODR) Regulations, 2015 is given here below:

(i) Summary of Shareholding Pattern

Category (I)	Category of shareholder (II)	Nos of shareholders (III)	No of fully paid-up equity shares held (IV)	No of Partly paid-up equity shares held (V)	No of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C 2)	Number of Voting Rights held in each class of securities (IX)			No of shares Underlying Outstanding convertible securities (Including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
								No of Voting Rights					Total as a % of (A+B+C)	No. (a)	As a % of total shares held (b)	No. (a)		As a % of total shares held (b)
								Class eg: X	Class eg: Y	Total								
(A)	Promoter & Promoter Group	8	4000000	0	0	4000000	100.00	4000000	0	4000000	100.00	0	100.00	0	0	0	0.00	0
(B)	Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	N.A	N.A	0
(C)	Non Promoter-Non Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	N.A	N.A	0
(C1)	Shares underlying DRs	0	0	0	0	0	0	0	0	0	0	0	0	0	0	N.A	N.A	0
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	N.A	N.A	0
		8	4000000	0	0	4000000	100.00	4000000	0	4000000	100.00	0	100.00	0	0	0	0.00	0

**i. Shareholding Pattern of the Promoter and Promoter Group**

	Category & Name of the shareholders (I)	PAN (II) *	Nos of shareholder (III)	No of fully paid-up equity shares held (IV)	Partly paid-up equity shares held (V)	No of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957) As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No of shares Underlying Outstanding convertible securities (Including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) as a % of (A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
									No of Voting Rights					Total as a % of Total Voting Rights	No. (a)	As a % of total shares held (b)	No. (a)		As a % of total shares held (b)
									Class X	Class Y	Total								
<b>(1)</b>	<b>Indian</b>																		
<b>(a)</b>	<b>Individuals/ H.U.F</b>		<b>8</b>	<b>4000000</b>	<b>0</b>	<b>0</b>	<b>4000000</b>	<b>100.00</b>	<b>4000000</b>	<b>0</b>	<b>4000000</b>	<b>100.00</b>	<b>0</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>
<b>1</b>	Mr. Ghanshyambhai Kumbhani		-	360740	0	0	360740	09.02	360740	0	360740	09.02	0	09.02	0	0	0	0.00	0
<b>2</b>	Mr. Jayantibhai Kumbhani		-	1527042	0	0	1527042	38.18	1527042	0	1527042	38.18	0	38.18	0	0	0	0.00	0
<b>3</b>	Mrs. Alpaben Kumbhani		-	559320	0	0	559320	13.98	559320	0	559320	13.98	0	13.98	0	0	0	0.00	0
<b>4</b>	Mrs. Nandaben Kumbhani		-	340000	0	0	340000	08.50	340000	0	340000	08.50	0	08.50	0	0	0	0.00	0
<b>5</b>	Mr. Pravinbhai Kumbhani		-	325000	0	0	325000	08.13	325000	0	325000	08.13	0	08.13	0	0	0	0.00	0
<b>6</b>	Mrs. Bhavnaben Kumbhani		-	385150	0	0	385150	09.63	385150	0	385150	09.63	0	09.63	0	0	0	0.00	0
<b>7</b>	Mr. Mohanbhai Kumbhani		-	330740	0	0	330740	08.27	330740	0	330740	08.27	0	08.27	0	0	0	0.00	0
<b>8</b>	Mrs. Rudiben Kumbhani		-	172008	0	0	172008	04.30	172008	0	172008	04.30	0	04.30	0	0	0	0.00	0
<b>(b)</b>	Central/State Government(s)		0	0	0	0	0	0.00	0	0	0	0	0	0.00	-	-	0	-	0

(c)	Financial Institutions/Banks	0	0	0	0	0	0.00	0	0	0	0	0	0.00	-	-	0	-	0
(d)	Any Other (Specify)																	
	Bodies Corporate	0	0	0	0	0	0	0	0	0	0	0	0	-	-	0	-	0
	<b>Sub- Total (A)(1)</b>	<b>8</b>	<b>4000000</b>	<b>0</b>	<b>0</b>	<b>4000000</b>	<b>100.00</b>	<b>4000000</b>	<b>0</b>	<b>4000000</b>	<b>100.00</b>	<b>0</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>
(2)	Foreign																	
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	0	0	0	0	0	0.00	0	0	0	0	0	0	-	-	0	-	0
(b)	Government	0	0	0	0	0	0.00	0	0	0	0	0	0	-	-	0	-	0
(c)	Institutions	0	0	0	0	0	0.00	0	0	0	0	0	0	-	-	0	-	0
(d)	Foreign Portfolio Investor	0	0	0	0	0	0.00	0	0			0		-	-	0	-	0
(e)	Any Other (Specify)	0	0	0	0	0	0.00		0			0		-	-	0	-	0
	<b>Sub- Total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>-</b>	<b>-</b>	<b>0</b>	<b>-</b>	<b>0</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)</b>	<b>8</b>	<b>4000000</b>	<b>0</b>	<b>0</b>	<b>4000000</b>	<b>100.00</b>	<b>4000000</b>	<b>0</b>	<b>4000000</b>	<b>100.00</b>	<b>0</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>-</b>	<b>0</b>

\* PAN will not be disclosed as per direction by SEBI.

ii. Shareholding Pattern of our Public Shareholder

	Category & Name of the shareholders (I)	PAN (II)	Nos of shareholder (III)	No of fully paid-up equity shares held (IV)	Partly paid-up equity shares held (V)	No of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No of shares Underlying Outstanding convertible securities (Including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) as a % of (A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)	As a % of total shares held (Not applicable)(b)	Number of equity shares held in dematerialized form (XIV)	
									No of Voting Rights					Total as a % of Total Voting Rights	No. (a)				As a % of total shares held (b)
									Class X	Class Y	Total								
(I)	<b>Institutions</b>																		
(a)	Mutual Fund/UTI	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	NA	-	
(b)	Venture Capital Funds	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	NA	-	
(c)	Alternate Investment Funds	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	NA	-	
(d)	Foreign Venture Capital Investors	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	NA	-	
(e)	Foreign Portfolio Investors	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	NA	-	
(f)	Financial Institutions Banks	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	NA	-	
(g)	Insurance Companies	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	NA	-	
(h)	Provident Funds/Pension Funds	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	NA	-	
(i)	Any Other (specify)	-	0	-	-	-	-	-	-	-	-	-	-	-	-	-	NA	-	
	<b>Sub- Total (B)(1)</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	NA	<b>0</b>	

(2)	Central Government/State Government(s)/President of India	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	NA	-
	<b>Sub- Total (B)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	NA	<b>0</b>
(3)	Non- Institutions	0	0	0	0	0	0.00	0	0	0	0	0	0	0	0	0	NA	-
(a)	Individuals - i. Individual shareholders holding nominal share capital up to ₹2 lakhs.	0	0	0	0	00	0.00	0	0	0	0	0	0	0	0	0	NA	-
	ii. Individual shareholders holding nominal share capital in excess of ₹2 lakhs.	0	0	0	0	0	0	0	0	0	0	0	0	0.00	0	0	NA	0
(b)	NBFCs registered with RBI	0	0	0	0	0	0.00	0	0	0	0	0	0	0.00	0	0	NA	0
(C)	Employee Trust	0	0	0	0	0	0.00	0	0	0	0	0	0	0.00	0	0	NA	0
(d)	Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0	0	0.00	0	0	0	0	0	0	0.00	0	0	NA	0
(e)	Any Other (Specify)	0	0	0	0	0	0.00	0	0	0	0	0	0	0.00	0	0	NA	0
	<b>Sub- Total (B)(3)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>00</b>	<b>0</b>	NA	<b>0</b>
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	NA	<b>0</b>

**Statement showing shareholding pattern of the Non Promoter-Non Public Shareholder**

	Category & Name of the shareholders (I)	PAN (II)*	Nos of shareholder (III)	No of fully paid-up equity shares held (IV)	Partly paid-up equity shares held (V)	No of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No of shares Underlying Outstanding convertible securities (Including Warrants) (X)	Total Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
									No of Voting Rights					Total as a % of Total Voting Rights	No.	As a % of total shares held	No. (Not applicable)		As a % of total shares held (Not applicable)
									Class : X	Class : Y	Total								
(1)	<b>Custodian/DR Holder</b>																NA	0	
(a)	Name of DR Holder (If available)	-	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	
	<b>Sub total (C) (1)</b>	-	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	
(2)	<b>Employee Benefit Trust (Under SEBI (Share based Employee Benefit ) Regulations, 2014)</b>	-	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	
	<b>Sub total (C) (2)</b>	-	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA		
	<b>Total Non-Promoter - Non Public Shareholding (C)=(C)(1)+(C)(2)</b>	-	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	

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

9. The shareholding pattern of our Promoter and Promoter Group before and after the Issue:

Sr. No.	Name of share holder	Pre issue		Post issue	
		No. of equity shares	As a % of Issued Capital	No. of equity shares	As a % of Issued Capital
<b>A. Promoters</b>					
1.	Mr. Ghanshyam Kumbhani	3,60,740	09.02	3,60,740	06.44
2.	Mr. Jayantibhai Kumbhani	15,27,042	38.18	15,27,042	27.27
<b>Total - A</b>		<b>18,87,782</b>	<b>47.20</b>	<b>18,87,782</b>	<b>33.71</b>
<b>B. Promoter Group</b>					
3.	Mrs. Alpaben Kumbhani	5,59,320	13.98	5,59,320	09.99
4.	Mr. Pravinbhai Kumbhani	3,25,000	08.12	3,25,000	05.80
5.	Mrs. Nandaben Kumbhani	3,40,000	08.50	3,40,000	06.07
6.	Mrs. Bhavnaben Kumbhani	3,85,150	09.63	3,85,150	06.88
7.	Mr. Mohanbhai Kumbhani	3,30,740	08.27	3,30,740	05.91
8.	Mrs. Rudiben Kumbhani	1,72,008	04.30	1,72,008	03.07
<b>Total - B</b>		<b>21,12,218</b>	<b>52.80</b>	<b>21,12,218</b>	<b>37.72</b>
<b>Total (A+B)</b>		<b>40,00,000</b>	<b>100.00</b>	<b>40,00,000</b>	<b>71.43</b>
<b>C. IPO</b>					
<b>Total-C</b>		-	-	<b>16,00,000</b>	<b>28.57</b>
<b>Grand Total (A+B+C)</b>		<b>40,00,000</b>	<b>100.00</b>	<b>56,00,000</b>	<b>100.00</b>

10. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of the Draft Prospectus until the Equity Shares have been listed. Further, our Company may propose to alter our capital structure within a period of six months from the date of opening of this Issue, by way of split / consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or otherwise.

11. During the past six months, except the transaction mentioned below, there are no transactions in our Equity Shares, which have been purchased/(Sold) by our Promoters, their relatives and associates, persons in promoter group (as defined under sub-clause (zb) sub-regulation (1) Regulation 2 of the SEBI (ICDR) Regulations, 2009) or the Directors of the Company;

Sr. No.	Date of Transfer/ Gift/ Transmission	Name of Transferor	Name of Transferee	No. of Shares	Amount per share (in ₹)
1.	November 10, 2016	Mr. Chimanbhai D. Kumbhani	Mr. Jayantibhai M. Kumbhani	25,100	32.00
2.	November 10, 2016	Mr. Kalubhai V. Vadhiya	Mr. Jayantibhai M. Kumbhani	50,100	32.00
3.	November 10, 2016	Mrs. Ramaben C. Kumbhani	Mr. Jayantibhai M. Kumbhani	25,100	32.00
4.	November 10, 2016	Mrs. Kiranben B. Vasoya	Mr. Jayantibhai M. Kumbhani	25,100	32.00
5.	November 10, 2016	Mr. Batuklal V. Vasoya	Mr. Jayantibhai M. Kumbhani	25,100	32.00
6.	November 10, 2016	Mr. Hiteshkumar C. Kumbhani	Mr. Jayantibhai M. Kumbhani	60,100	32.00
7.	November 10, 2016	Mr. Rajanikant C. Kumbhani	Mr. Jayantibhai M. Kumbhani	40,900	32.00
8.	November 10, 2016	Mrs. Jignashaben A. Vora	Mr. Jayantibhai M. Kumbhani	60,100	32.00
9.	November 10, 2016	Mr. Ashwinkumar V. Vora	Mr. Jayantibhai M. Kumbhani	60,100	32.00
10.	November 10, 2016	Mr. Chhaganbhai M. Vekariya	Mr. Jayantibhai M. Kumbhani	16,100	32.00
11.	November 10, 2016	Mr. Parshotambhai M. Vekariya	Mr. Jayantibhai M. Kumbhani	16,100	32.00
12.	November 10, 2016	Mr. Kanjibhai M. Vekariya	Mr. Ghanshyambhai M. Kumbhani	16,100	32.00

13.	November 10, 2016	Mr. Arvindbhai C. Kumbhani	Mr. Ghanshyambhai M. Kumbhani	50,100	32.00
14.	November 10, 2016	Mr. Arvindbhai D. Vaghasiya	Mr. Ghanshyambhai M. Kumbhani	20	32.00
15.	November 10, 2016	Mr. Atulkumar V. Vora	Mr. Pravinbhai M. Kumbhani	50,100	32.00
16.	November 10, 2016	Mr. Laxmanbhai M. Gondaliya	Mrs. Alpaben J. Kumbhani	50,100	32.00
17.	November 10, 2016	Mr. Nagjibhai N. Dobariya	Mrs. Alpaben J. Kumbhani	50,100	32.00
18.	November 10, 2016	Mrs. Nikitaben R. Kumbhani	Mr. Mohanbhai N. Kumbhani	9,300	32.00
19.	November 10, 2016	Mr. Vallabhbhai M. Vekariya	Mrs. Rudiben M. Kumbhani	16,100	32.00

12. The members of the Promoter Group, our Directors or the relatives of our Directors have not financed the purchase by any other person of securities of our Company, other than in the normal course of the business of the financing entity, during the six months preceding the date of filing of the Draft Prospectus.
13. Our Company, our Promoter, our Directors and the Lead Manager to this Issue have not entered into any buy-back, standby or similar arrangements with any person for purchase of our Equity Shares issued by our Company through the Draft Prospectus.
14. There are no safety net arrangements for this public issue.
15. As on the date of filing of the Draft Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.
16. All the Equity Shares of our Company are fully paid up as on the date of the Draft Prospectus. Further, since the entire money in respect of the Issue is being called on application, all the successful applicants will be issued fully paid-up equity shares.
17. As per RBI regulations, OCBs are not allowed to participate in this Issue.

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

**a) Particulars of the top ten shareholders as on the date of the Draft Prospectus:**

Sr. No.	Name of shareholder	No of shares held	% of paid up capital
1.	Mr. Jayantibhai Kumbhani	15,27,042	38.18
2.	Mrs. Alpaben Kumbhani	5,59,320	13.98
3.	Mrs. Bhavnaben Kumbhani	3,85,150	09.63
4.	Mr. Ghanshyambhai Kumbhani	3,60,740	09.02
5.	Mrs. Nandaben Kumbhani	3,40,000	08.50
6.	Mr. Mohanbhai Kumbhani	3,30,740	08.26
7.	Mr. Pravinbhai Kumbhani	3,25,000	08.13
8.	Mrs. Rudiben Kumbhani	1,72,008	04.30
<b>Total</b>		<b>40,00,000</b>	<b>100.00</b>

**b) Particulars of top ten shareholders ten days prior to the date of the Draft Prospectus:**

Sr. No.	Name of shareholder	No of shares held	% of paid up capital
1.	Mr. Jayantibhai Kumbhani	15,27,042	38.18
2.	Mrs. Alpaben Kumbhani	5,59,320	13.98
3.	Mrs. Bhavnaben Kumbhani	3,85,150	09.63
4.	Mr. Ghanshyambhai Kumbhani	3,60,740	09.02
5.	Mrs. Nandaben Kumbhani	3,40,000	08.50
6.	Mr. Mohanbhai Kumbhani	3,30,740	08.26
7.	Mr. Pravinbhai Kumbhani	3,25,000	08.13
8.	Mrs. Rudiben Kumbhani	1,72,008	04.30
<b>Total</b>		<b>40,00,000</b>	<b>100.00</b>

c) **Particulars of the top ten shareholders two years prior to the date of the Draft Prospectus:**

Sr. No.	Name of shareholder	No of shares held	% of the then existing paid up capital
1.	Mr. Jayantibhai Kumbhani	3,59,621	17.98
2.	Mrs. Bhavnaben Kumbhani	1,92,575	9.63
3.	Mrs. Alpaben Kumbhani	1,79,460	8.97
4.	Mrs. Nandaben Kumbhani	1,70,000	8.5
5.	Mr. Mohanbhai Kumbhani	1,56,070	7.80
6.	Mr. Ghanshyambhai Kumbhani	1,14,150	5.70
7.	Mr. Pravinbhai Kumbhani	1,12,400	5.62
8.	Mrs. Rudiben Kumbhani	69,904	3.5
9.	Mr. Ashvinkumar Vora	60,100	3.01
10.	Mr. Hiteshkumar Kumbhani	60,100	3.01
11.	Mrs. Jignashaben Atulkumar Vora	60,100	3.01
<b>Total</b>		<b>15,34,480</b>	<b>76.73</b>

19. Our Company has not raised any bridge loan against the proceeds of this Issue. However, depending on business requirements, we might consider raising bridge financing facilities, pending receipt of the Net Proceeds.
20. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
21. An Applicant cannot make an application for more than the number of Equity Shares being issued through this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
22. No payment, direct or indirect in the nature of discount, commission, allowance or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this Issue.
23. We have 8 (Eight) shareholders as on the date of filing of the Draft Prospectus.
24. Our Promoter and the members of our Promoter Group will not participate in this Issue.
25. Our Company has not made any public issue or right issue since its incorporation.
26. Neither the Lead Manager, nor their associates hold any Equity Shares of our Company as on the date of the Draft Prospectus.
27. Our Company shall ensure that transactions in the Equity Shares by the Promoter and the Promoter Group between the date of filing the Prospectus and the Issue Closing Date shall be reported to the Stock Exchanges within twenty-four hours of such transaction.
28. None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except Mr. Jayantibhai Kumbhani, Managing director holds 15,27,042 Equity Shares, Mr. Ghanshyambhai Kumbhani, Chairman and Whole-Time Director holds 3,60,740 equity shares and Mr. Mohanbhai Kumbhani, Director holds 3,30,740 equity shares in our Company. For further details of holding see the chapter titled "Our Management" beginning on page no. 122 of this Draft Prospectus.

## SECTION IV - PARTICULARS OF THE ISSUE

### OBJECTS OF THE ISSUE

The objects of the Issue are:

1. Working Capital Requirement;
2. General Corporate Purpose;
3. Meeting Public Issue Expenses.

The other Objects of the Issue also include creating a public trading market for the Equity Shares of our Company by listing them on NSE. We believe that the listing of our Equity Shares will enhance our visibility and brand name and enable us to avail future growth opportunities.

The main object clause of Memorandum of Association of our Company enables us to undertake the existing activities and the activities for which the funds are being raised by us through the present Issue.

### FUND REQUIREMENTS

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

#### Requirement of Funds

(₹ In lacs)

Sr. No.	Particulars	Amount	% of the Total Issue Size
1.	Working Capital Requirement	352.00	68.75
2.	General Corporate Purpose	125.00	24.41
3.	Public Issue Expenses	35.00	6.84
	<b>Total</b>	<b>512.00</b>	<b>100.00</b>

#### Means of Finance

(₹ In Lacs)

Sr. No.	Particulars	Amount
1.	Proceeds from Initial Public Offer	512.00
	<b>Total</b>	<b>512.00</b>

We propose to meet the requirement of funds for the stated objects of the Issue from the IPO Proceeds. Hence, no amount is required to be raised through means other than the Issue Proceeds. Accordingly, the requirements under Regulation 4 (2) (g) of the SEBI ICDR Regulations and Clause VII C of Part A of Schedule VIII of the SEBI ICDR Regulations (which requires firm arrangements of finance through verifiable means for 75% of the stated means of finance, excluding the Issue Proceeds and existing identifiable internal accruals) are not applicable.

Our fund requirements and deployment thereof are based on the estimates of our management. These are based on current circumstances of our business and are subject to change in light of changes in external circumstances or costs, or in our financial condition and business or strategy. Our management, in response to the dynamic nature of the industry, will have the discretion to revise its business plan from time to time and consequently our funding requirement and deployment of funds may also change. This may also include rescheduling the proposed utilization of Proceeds and increasing or decreasing expenditure for a particular object vis-à-vis the utilization of Proceeds. In case of a shortfall in the Net Proceeds, our management may explore a range of options which include utilisation of our internal accruals, debt or equity financing. Our management expects that such alternate arrangements would be available to fund any such shortfall.

No part of the issue proceeds will be paid as consideration to Promoters, Promoter Group, Group Entities, directors, Key Managerial Personnel and associates.

### DETAILS OF THE OBJECTS OF THE ISSUE

#### 1) TO MEET INCREMENTAL WORKING CAPITAL REQUIREMENTS :

We are engaged in manufacturing of pesticides and fertilizers which are used in agriculture industry. As on March 31, 2016 the Company's net working capital consisted of ₹ 527.66 Lakhs as against the ₹ 364.85 lakhs as on March 31, 2015. The total working capital requirement for F.Y. 2016-17 is estimated to be 788.00 Lakhs and ₹ 1140 Lacs

respectively. As on the date of this Draft Prospectus we meet our working capital requirements in the ordinary course of its business from Banks, capital, internal accruals, and working capital loans from the Banks.

**Basis of estimation of working capital requirement and estimated working capital requirement:**

(₹ In Lacs)

Particulars	Audited	Audited	Estimated	Estimated
	2014-2015	2015-16	Mar-17	Mar-18
Inventories	466.85	617.80	854.95	1055.96
Raw Material	367.72	431.27	588.03	747.95
Packing Material	39.18	41.68	45.00	45.00
Finished Goods	59.95	144.85	221.92	263.01
Trade Receivables	237.14	811.36	1183.56	1446.58
Short Term Loans and Advances	43.31	43.14	0.00	0.00
Cash and Bank Balance	10.67	9.54	10.31	11.00
Other Current Assets	4.53	63.37	0.00	0.00
<b>Total Currents Assets (A)</b>	<b>762.50</b>	<b>1545.21</b>	<b>2048.82</b>	<b>2513.53</b>
Less: Trade Payables	283.47	889.10	1130.82	1121.92
Other Current Liabilities	92.18	103.45	100.00	201.00
Short Term Provisions	22.00	25.00	30.00	50.62
<b>Total Current Liabilities (B)</b>	<b>397.65</b>	<b>1017.55</b>	<b>1260.82</b>	<b>1373.54</b>
<b>Net Working Capital Requirement (A-B)</b>	<b>364.85</b>	<b>527.66</b>	<b>788.00</b>	<b>1140.00</b>
Bank Finance	331.85	312.42	700.00	700.00
Unsecured Loan/Other borrowings/Internal Accruals	33.00	215.24	88.00	88.00
<b>Balance by Equity through IPO Proceeds</b>	-	-	-	<b>352.00</b>
<b>Incremental Working Capital</b>	-	<b>162.81</b>	<b>260.33</b>	<b>352.00</b>

Incremental Working Capital is calculated by subtracting from the current year net working capital requirement from the previous year net working capital.

**Assumptions for working capital requirements**

Particulars	No. of days outstanding or holding level as on March 31,		F.Y. 2016-17 No. of Days (Estimated)	F.Y. 2017-18 No. of Days (Estimated)	Justification for Holding
	F.Y. 2014-2015	F.Y.2015-2016			
<b>Raw Material</b>	222	118	130	140	Estimate for 2016-17 and 2017-18 is on the basis of past two years stocking period as the nature of business is cyclical in nature.
<b>Finished Goods</b>	19	26	30	30	Estimate for 2016-17 and 2017-18 is on the basis of past two years stocking period as the nature of business is cyclical in nature.
<b>Trade Receivables</b>	77	147	160	165	Estimate for 2016-17 and 2017-18 is on the basis of past two years outstanding Debtors.
<b>Trade Payables</b>	171	243	250	210	Estimate for 2016-17 and 2017-18 is on the basis of past two years outstanding Creditors. The no. of days of trade payable in the year 2017-18 is reduced against 2016-17 to avail the benefits from suppliers.

**2) GENERAL CORPORATE PURPOSE :**

The application of the Issue proceeds for general corporate purposes would include but not be restricted to financing our working capital requirements, capital expenditure, deposits for hiring or otherwise acquiring business premises,

meeting exigencies etc. which we in the ordinary course of business may incur. Our Management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to use ₹ 125.00 lacs for general corporate purposes.

### 3) PUBLIC ISSUE EXPENSES :

The expenses of this Issue include, among others, underwriting and management fees, selling commission, printing and distribution expenses, legal fees, advertising expenses and listing fees. The estimated Issue expenses are as follows:

(₹ in lacs)		
Sr. No.	Particulars	Amount
1.	Payment to Merchant Banker including fees and reimbursements of Market Making Fees, selling commissions, brokerages, payment to other intermediaries such as Legal Advisors, Registrars, Bankers etc and other out of pocket expenses.	25.00
2.	Printing & Stationery and Postage Expenses	1.50
3.	Marketing and Advertisement Expenses	2.50
4.	Regulatory fees and other expenses	4.50
5.	Other Miscellaneous expenses	1.50
	<b>Total</b>	<b>35.00</b>

#### Schedule of Implementation

All funds raised through this issue, are proposed to be utilized in the F.Y. 2017-18 itself.

#### Deployments of funds already deployed till date:

As certified by the Auditors of our Company, viz., M/s. Ashok K. Bhatt & Co., Chartered Accountants vide its certificate dated February 22, 2017, the funds deployed up to February 21, 2017 towards the object of the Issue is NIL.

#### Details of Fund Deployment

(₹ in Lacs)				
Sr. No.	Particulars	Object of the Issue	Amount spent up to February 21, 2017	Amount to be Spend
				F.Y. 2017-18 (February 21, 2017 onwards)
1.	Working Capital	352.00	NIL	352.00
2.	General Corporate Expenses	125.00	NIL	125.00
3.	Issue Expenses	35.00	NIL	35.00
	<b>Total</b>	<b>512.00</b>	<b>NIL</b>	<b>512.00</b>

#### Appraisal Report

None of the objects for which the Issue Proceeds will be utilised have been financially appraised by any financial institutions / banks.

#### Bridge Financing Facilities

We have currently not raised any bridge loans against the Net Proceeds. However, depending on business requirements, we might consider raising bridge financing facilities, pending receipt of the Issue Proceeds.

#### Interim Use of Funds

Pending utilisation for the purpose described above, we intend to deposit the funds with Scheduled Commercial banks included in the second schedule of Reserve Bank of India Act, 1934. Our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any listed company or for any investment in the equity markets.

#### Variation on Objects

In accordance with Section 13(8) and 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the objects of the issue without our Company being authorised to do so by the shareholders by way of Special Resolution through postal ballot. Our promoter or controlling shareholders will be required to provide an exit

opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as prescribed by SEBI, in this regard.

### **Shortfall of Funds**

In case of a shortfall in the Net Proceeds, our management may explore a range of options which include utilisation of our internal accruals, debt or equity financing. Our management expects that such alternate arrangements would be available to fund any such shortfall.

### **Monitoring of Issue proceeds**

As the size of the Issue will not exceed ₹ 50,000 Lacs, the appointment of Monitoring Agency would not be required as per Regulation 16 of the SEBI ICDR Regulations. Our Board and the management will monitor the utilization of the Net Proceeds through its audit committee.

Pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half-yearly basis disclose to the Audit Committee the Application of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Draft Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full.

## BASIS FOR ISSUE PRICE

The Issue Price is determined by our Company in consultation with the Lead Manager. The financial data presented in this section are based on our Company's Restated Financial Statements. Investors should also refer to the sections titled "Risk Factors" and "Financial Information" on page no. 8 and 142, respectively, of the Draft Prospectus to get a more informed view before making the investment decision.

### Qualitative Factors

1. Vast experience over 16 years with sound market knowledge
2. Relationship with Clients
3. Prime Location of our Unit
4. Quality Assurance

For details of qualitative factors, please refer to the paragraph "Our Competitive Strengths" in the chapter titled "Business Overview" beginning on page 71 of the Draft Prospectus.

### Quantitative Factors

Information presented in this chapter is derived from our Restated Financial Statements.

#### 1. Basic & Diluted Earnings Per Share (EPS)#:

$$\text{Basic earnings per share (₹)} = \frac{\text{Net profit after tax (as restated) attributable to shareholders}}{\text{Weighted average number of equity shares outstanding during the year}}$$

Financial Year/Period	Basic and Diluted EPS (in ₹) ( Pre Bonus)	Basic and Diluted EPS (in ₹) ( Post Bonus)#	Weighted Average
Financial Year 2013-14	6.44	3.22	1
Financial Year 2014-15	(0.14)	(0.07)	2
Financial Year 2015-16	(0.26)	(0.13)	3
<b>Weighted Average</b>	<b>0.90</b>	<b>0.45</b>	
<b>October 31 , 2016*</b>	<b>3.06</b>	<b>1.53</b>	

# Face Value of Equity Share is ₹ 10.

\* Annualized

#### Note:

Our Company has made allotment of Bonus Equity Shares, in the ratio of 1:1 Equity shares, to our Shareholders on February 10, 2017 by capitalizing sum of ₹ 200.00 Lakh standing to the credit of Surplus in Profit and Loss Account.

#### 2. Price to Earnings (P/E) ratio in relation to Issue Price of ₹ 32:

Particulars	EPS (in ₹)	P/E at the Issue Price (₹ 32)
<b>Pre Bonus</b>		
a. Based on EPS of F.Y. 2015-16	(0.26)	(123.08)
b. Based on Weighted Average EPS	0.90	35.69
<b>Post Bonus</b>		
a. Based on EPS of F.Y. 2015-16	(0.13)	(246.15)
b. Based on Weighted Average EPS	0.45	71.38

#### 3. Return on Net Worth:

$$\text{Return on net worth (\%)} = \frac{\text{Net Profit after tax as restated}}{\text{Net worth at the end of the year}} * 100$$

Period	Return on Net Worth (%)	Weights
Financial Year ended March 31, 2014	23.53	1
Financial Year ended March 31, 2015	(0.52)	2
Financial Year ended March 31, 2016	(0.97)	3
<b>Weighted Average</b>	<b>3.26</b>	
<b>Period ended October 31 ,2016*</b>	<b>10.27</b>	

\* Not annualized

#### 4. Minimum Return on Increased Net Worth required to maintain pre-issue Earnings Per Share:

Particulars	Pre Bonus Issue	Post Bonus Issue
Earnings per Share as at October 31, 2016	3.06	1.53
Minimum Return on Increased Net Worth	15.46	7.73

#### 5. Net Asset Value per Equity Share:

$$\text{Net asset value per share (₹)} = \frac{\text{Net Worth at the end of the Year/period}}{\text{Total number of equity shares outstanding at the end of the year/period}}$$

Particular	Amount (in ₹) (Pre Bonus)	Amount (in ₹) (Post Bonus)
As of March 31, 2016	26.76	13.38
As of October 31, 2016	29.82	14.91
NAV per Equity Share after the Issue	19.79	19.79
Issue Price per Equity Share	32.00	32.00

#### 6. Comparison of Accounting Ratios with Peer Group Companies:

Name of the company	Standalone/ Consolidated	Face Value (₹)	EPS (₹) Basic	P/E Ratio	RoNW (%)	NAV per Equity Share (₹)	Sales (₹ in Lakhs)
Sikko Industries Limited*							
As at March 31, 2016	Standalone	10	(0.13)	-	-	13.38	2,014.05
As at October 31, 2016	Standalone	10	1.53	20.92	10.27	14.91	1,230.48
<b>Peer Group<sup>@</sup></b>							
Krishna Phoschem Limited <sup>^</sup>	Standalone	10	1.50	26.53	7.06	21.25	8,907.44
Rama Phosphates Limited <sup>~</sup>	Standalone	10	4.56	16.92	6.61	68.96	38,904.96

\* The EPS, P/E Ratio and NAV are taken after considering the Bonus Issue of Equity Shares made by the Company on February 10, 2017.

<sup>@</sup> Current Market Price (CMP) is taken as the closing price of respective scripts as on February 28, 2017.

<sup>^</sup> The Figures as at March 31, 2016 and are taken from the Prospectus filed with National Stock Exchange of India Limited.

<sup>~</sup> The Figures as at March 31, 2016 and are taken from the Annual Report 2015-16 filled with BSE Limited.

7. The face value of Equity Shares of our Company is ₹ 10 per Equity Share and the Issue price is 3.2 times the face value of equity share.
8. The Issue Price of ₹ 32 is determined by our Company in consultation with the Lead Manager is justified based on the above accounting ratios. For further details, please refer to the section titled "Risk Factors" and chapters titled "Business Overview" and "Auditors Report and Financial Information of our Company" beginning on page numbers 8, 71 and 142, respectively of the Draft Prospectus.

## STATEMENT OF POSSIBLE TAX BENEFITS

**To,**  
The Board of Directors,  
**Sikko Industries Limited**  
508 Iscon Elegance, Nr. Jain Temple,  
Nr. Prahladnagar Pick Up Stand,  
Vejalpur, Ahmedabad – 380 051

Dear Sir,

### **Initial Public Offer of Equity Shares**

#### **Tax Benefits**

We refer to the proposed Initial Public Offer of Sikko Industries Limited and give below the current position of tax benefits available to the Company and to its shareholders as per the provisions of the Income –Tax Act, 1961, for inclusion in Offer document for the proposed initial public issue.

The Benefits discussed in the statement are not exclusive. The current position of tax benefits available to the Company and to its Shareholders is provided for general information only. In view of the individual nature of tax benefits, each investor is advised to consult its own tax consultant with respect to the specific tax implications arising out of its participation in the issue.

Unless otherwise specified, sections referred to below are section of the Income Tax Act, 1961 (the “Act”). All the provisions set out below are subject to conditions specified in the respective section for the applicable period.

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

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

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

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

This certificate is provided solely for the purpose of assisting the addressee Company in discharging its responsibility under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

## **SPECIAL SPECIFIC TAX BENEFITS OF THE COMPANY**

There are no special specific tax benefits available to the Company.

### **I. GENERAL TAX BENEFITS TO THE COMPANY (Under Income Tax Act)**

1. In accordance with section 10(34), dividend income (referred to in section 115-O) will be exempt from tax.
2. In accordance with section 32(1), the Company can claim depreciation on specified tangible assets (being Building, Plant and Machinery, Furniture, Computer and vehicles) and intangible assets (being Knowhow, Copyrights, Patents, Trademarks, Licenses, Franchise or any other business or commercial rights of similar nature acquired on and after 1st April, 1998) owed by it and used for the purpose of its business.
3. In case of loss under the head “Profit and Gains from Business or Profession”, it can be set-off with incomes of all heads except salary head and the excess loss after set-off can be carried forward for set-off with the business income of the next eight Assessment Years. The Following expenditure can be carried forwarded for unlimited life of the business of the Company
  - a) Unabsorbed depreciation
  - b) Unabsorbed capital expenditure on scientific research
  - c) Unabsorbed expenditure on Family planning expanses.

4. If the Company invest in the equity shares of another Company or in the unit of an equity oriented fund, as per the provisions of Section 10(38), any income arising from the transfer of long term capital assets being an equity share in the Company is not includible in the total income if the transaction is chargeable to securities transaction tax.

However, when the Company is liable to tax on book profits under section 115JB of the Act, the said income is required to be included in book profits and taken into account in computing the book profit tax payable under section 115JB.

5. Income received in respect of the units of mutual fund specified under clause 10(23D) or income received in respect of units from administrators of the specified undertaking or income received in respect of units from the specified Company is exempted from tax in the hands of the Company, under section 10(35) of I.T. Act.
6. In accordance with section 112, the tax on capital gains or transfer of listed shares, where the transaction is not chargeable to securities transaction tax, held as long term capital assets will be the lower of:
  - 20 percent (plus applicable surcharge and “Education Cess”) of the capital gains as computed after indexation of the cost; or
  - 10 percent (plus applicable surcharge and “Education Cess”) of the capital gains as computed without indexation of the cost.
7. In accordance with Section 111A capital gains arising from the transfer of short term asset being an equity shares of the Company and such transaction is chargeable to securities transaction tax, the tax payable on the total income shall be aggregate of
  - (i). the amount of income tax calculated on such terms capital gains at the rate of 15 percent (plus applicable surcharge and “Education Cess”) and
  - (ii). the amount of income tax payable on balance amount of the total income as if such balance amount were the total income.

8. In accordance with section 35D, the Company is eligible for deduction in respect of specified preliminary expenditure incurred by the Company in connection with the present issue such as underwriting commission, brokerage, and other expenses or extension of its undertaking or in connection with setting up a new unit for an amount equal to 1/5th of such expenses for each of the five successive previous years beginning with the previous year in which the extension of the undertaking is completed or the new unit commences production or operation, subject to conditions and limits specified in that section.
9. In accordance with section 35DDA, the company is eligible for deduction in respect of payments made to its employees in connection with their voluntary retirement for an amount equal to 1/5th of the amount so paid for that previous year, and the balance in four equal installments for each of the succeeding previous years subject to conditions specified in that section.

10. In accordance with section 35, the Company is eligible for Deduction in respect of any expenditure (not being in the nature of capital expenditure) on scientific research related to the business subject to conditions specified in that section.
  - As per section 35(2AA) a deduction of 200% shall be allowed as a deduction of the sum paid by the Company, to a National Laboratory or a University or an Indian Institute of Technology or a specified person as specified in this section with a specific direction that the sum shall be used for scientific research undertaken under a programme approved in this behalf by the specified authority subject to condition specified in that section.
11. The amount of tax paid under section 115JB by the Company for any assessment year beginning on or after April 1, 2006 will be available as credit for ten years succeeding the assessment year in which MAT credit becomes allowable in accordance with the provision of section 115JAA of the ACT.
12. As per the provision of section 80G of the Act, the deduction will be available in the respect of donations to various charitable institutions and funds covered under that section, subject to fulfillment of the conditions specified therein.
13. Under section 36(1) (xv) of the Act, the Securities Transaction Tax paid by the Company in respect of the transactions , the income whereof is chargeable as Business Income will be allowable as deduction against such income.

#### **SPECIAL TAX BENEFITS TO THE SHARE HOLDERS OF THE COMPANY**

Nil

#### **GENERAL TAX BENEFITS TO THE SHAREHOLDERS OF THE COMPANY**

##### **I. Under the Income Tax Act**

##### **A. Resident**

1. In accordance with section 10(34), dividend income declared, distributed or paid by the company (referred to in section 115-O) on or April 1, 2003 will be exempt from tax in the hands of the shareholders. Any income by way of dividend in excess of ₹ 10 lakh shall be chargeable to tax in the case of an individual, Hindu undivided family (HUF) or a firm at the rate of ten percent. The taxation of dividend income in excess of ten lakh rupees shall be on gross basis.
2. In accordance with section 10(38), any income arising from the transfer of a long term capital asset being an equity share in a company is not includible in the total income if the transaction is chargeable to securities transaction tax.
3. In accordance with section 112, the tax on capital gains on transfer of listed shares, where the transaction is not chargeable to securities transaction tax, held as long term capital assets will be the lower of:
  - a) 20 percent (plus applicable surcharge and "Education Cess") of the capital gains as computed after indexation of the cost; or
  - b) 10 percent (plus applicable surcharge and "Education Cess") of the capital gains as computed without indexation.
4. In accordance with section 111A capital gains arising from the transfer of a short term asset being an equity share in a company and such transaction is chargeable to securities transaction tax, the tax payable on the total income shall be the aggregate of (i) the amount of income tax calculated on such short term capital gain at the rate of 15 percent (plus application surcharge and "Education Cess") and (ii) the amount of income tax payable on the balance amount of the total income as if such balance amount were the total income.
5. In accordance with section 54EC, long term capital gains arising on transfer of the shares of the company on which securities transaction tax is not payable , shall be exempt from tax if the gains are invested within six months from the date of transfer in the purchase of a long term specified asset. The long term specified asset notified for the purpose of investment means notified bonds of Rural Electrification Corporation Ltd. (REC) and National Highway Authority of India (NHAI). Notification issued by Government of India specifies that no such bonds will be issued to a person exceeding ₹50 Lacs. If only a part of the capital gain is so invested, the exemption would be limited to the amount of the capital gain so invested.

In accordance with section 54F, long-term capital gains arising on the transfer of the shares of the company held by an individual or Hindu Undivided Family on which securities transaction tax is not payable, shall be exempt from capital gains tax if the net consideration is utilized, with in a period of one year before, or two years after the date of transfer, in the purchase of a new residential house, or for construction of a residential house within three years.

6. Under section 36(1)(xv) of the act. The securities Transaction Tax paid by the assessee in respect of the transactions, the income where of is chargeable as business Income, will be allowable as deduction against such income.

#### **B. Non –Residents**

- a. In accordance with section 10(34), dividend income declared, distributed or paid by the company (referred to in 115 – o) will be exempt from tax.
- b. In accordance with section 10 (38), any income arising from the transfer of a long term capital asset being an equity share in a company is not includible in the total income, if the transaction is chargeable to securities transaction tax.
- c. In accordance with section 48, capital gains arising out of transfer of a capital asset being in the company, and such transaction is not chargeable to securities transaction tax, shall be computed by converting the cost of acquisition, expenditure in connection with such transfer and the full value of the consideration received or accruing as a result of the transfer into the same foreign currency as was initially utilized in the purchase of the shares and the capital gains computed in such foreign currency shall be reconverted into Indian currency, such that the aforesaid manner of computation of capital gains shall be applicable in respect of capital gains accruing/arising from every reinvestment their after and sale of shares or debentures of an Indian Company including the company.
- d. In accordance with section 112, the tax on capital gains on transfer of listed shares, where the transaction is not chargeable to securities transaction tax, held as long term capital assets will be at the rate of 20% (plus applicable surcharge and “Education cess”).
- e. In accordance with section 111A capital gains arising from the transfer of a short term asset being an equity share in a company and such transaction is chargeable to securities transaction tax, the tax payable on the total income shall be aggregate of (i) the amount of income – tax calculated on such short term capital gains at the rate of 15 percent (plus applicable surcharge and “Education cess”) and (ii) the amount of income – tax payable on the balance amount of the total income as if such balance amount were the total income.
- f. In accordance with section 54EC, long term capital gains arising on transfer of the shares of the company on which securities transaction tax is not payable, shall be exempt from tax if the gains are invested within six months from the date of transfer in the purchase of a long- term specified asset. The long- term specified asset notified for the purpose of investment is notified bonds of Rural Electrification Corporation Ltd (REC) and Nation Highways Authority of India (NHAI). Notification issued by Government of India specifies that no such bonds will be issued to a person exceeding ₹ 50 lacs.

If only a part of the capital gain is so invested, the exemption would be limited to the amount of the capital gain so invested.

- g. In accordance with section 54F, long- term capital gains arising on the transfer of the shares of the company held by an individual or Hindu Undivided Family on which securities transaction tax is not payable, shall be exempt from capital gains tax if the net consideration is utilized, with in a period of one year before, or two year after the date of transfer, in the purchase of a new residential house, or for construction of a residential house within three years.
- h. Under section 36 (1) (xv) of the act, the amount of securities transaction tax paid by an assess in respect of taxable securities transactions offered to tax as “profits and gains of business or profession “shall be allowable as a deduction against such business income.
- i. Under the provisions of section 195 of the Income Tax act, any income (not being an income chargeable under the head ‘Salaries’), payable to non – residents, is subject to withholding tax as per the prescribed rate in force, subject to the tax treaty. Accordingly income tax may have to be deducted at source in the case of a non resident at the rate under the domestic tax laws or under the tax treaty, whichever is beneficial to the assess unless a lower withholding tax certificate is obtained from the tax authorities.

- j. The tax rates and consequent taxation mentioned above will be further subject to any benefits available under the Tax Treaty, if any, between India and the country in which the non – resident has fiscal domicile. As per the provisions of section 90(2) of the act, the provisions of the act would prevail over the provisions of the Tax Treaty to the extent they are more beneficial to the non-resident.

### **C. Non – Resident Indians**

Further, a Non- Resident Indian has the option to be governed by the provisions of chapter xii-A of the Income – tax Act, According to which:

- a. In accordance with section 115E, Where income includes income from investment or income from long-term capital gains or transfer of assets other than specified asset of the company, Investment Income shall be taxable at the rate of 20% (plus applicable surcharge and “Education Cess”) and income by way of long term capital gains in respect of assets other than a specified asset, shall be chargeable at 10% plus applicable surcharge and “Education Cess”)
- b. In accordance with section 115F, subject to the conditions and to the extent specified therein, long – term capital gains arising from transfer of shares of the company acquired out of convertible foreign exchange, and on which securities transaction tax is not payable, shall be exempt from capital gains tax if the net consideration is invested within six months of the date of transfer in any specified asset or any saving certificates referred to in clause 4B of section 10 of income tax act, 1961, subject to the conditions specified in that section.
- c. In accordance with section 115G, it is not necessary for a Non – Resident Indian to file a return of income under section 139(1), if his total income consists only of investment income earned on shares of the company acquired out of convertible foreign exchange or/and income by way of long-term capital gains earned on transfer of shares of the company acquired out of convertible foreign exchange, and the tax has been deducted at source from such income under the provisions of chapter xvii – B of the Income Tax Act.
- d. In accordance with section 115-I, where a Non Resident Indian opts not to be governed by the provisions of chapter XII-A for any assessment year, his total income for that assessment year (including income arising from investment in the company) will be computed and tax will be charged according to other provisions of the Income Tax act.
- e. As per section 115H of the Act, where a non-resident Indian becomes assessable as a resident in India, he may furnish a declaration in writing to the Assessing Officer, along with his return of income for that year under section 139 of the Act to the effect that the provisions of Chapter XII-A shall continue to apply to him in relation to such investment income derived from the specified assets for that year and subsequent assessment years until such assets are converted into money.

### **D. Foreign Institutional Investors (FIIs)**

1. In accordance with section 10(34) , dividend income declared ,distributed or paid by the Company (referred to in section 115-O) on or after April 1, 2003 will be exempt from tax in the hands of Foreign Institutional Investor (FIIs).
2. As per section 10(38) of the Act ,long term capital gains arising from the transfer of a long term capital asset being an equity share in a Company or a unit of an equity oriented fund , where such transaction is chargeable to securities transaction tax will be exempt.
3. As per provisions of section 115AD of the Act ,income (other than income by way of dividends referred to Section 115 –O) received in respect of securities ( other units referred to section 115 AB) is taxable at the rate of 20% (plus applicable surcharge and education cess).
4. As per provisions of section 115AD of the Act read with section 111 A of the Act, short term capital gains arising from the sale of Equity shares of the company transacted through a recognized stock exchange in India ,where such transaction is chargeable to securities transaction tax, will be taxable at the rate of 15% (plus applicable surcharge and education cess).
5. As per section 115 AD of the Act, FIIs will be taxed on the capital gains that are not exempt under the provisions of section 10(38) of the Act at the following rates:
  - a) Long term Capital Gains 10 %
  - b) Short term capital gains (other than referred to in section 111A) 30%\*(plus applicable surcharge and education cess)

6. In case of long term capital gains (in cases not covered under section 10(38) of the Act), the tax is levied on the capital gains computed without considering the cost indexation and without considering foreign exchange fluctuation.
7. The tax rates and consequent taxation mentioned above will be further subject to any benefits available under the Tax Treaty, if any between India and the country in which the FII has fiscal domicile. As per the provisions of section 90(2) of the Act, the provisions of the Act would prevail over the provisions of the Tax Treaty to the extent they are more beneficial to the FII.
8. Under section 54 EC of the Act and subject to the conditions and to the extent specified therein ,long term capital gains (other than those exempt under section 10(38) of the Act ) arising on the transfer of shares of the company would be exempt from tax if such capital gains in invested within six months after the date of such transfer in the bonds (long term specified assets) issued by:
  - I. National Highway Authority of India constituted under section 3 of the National Highway Authority of India Act,1988;
  - II. Rural Electrification Corporation Limited, the company formed and registered under the Companies Act, 1956.

If only part of the capital gains is on reinvested, the exemption available shall be in the same proportion as the cost of long term specified assets bears to the whole of the capital gains. The cost of the long term specified assets, which has been considered under this section for calculating capital gains, shall not be allowed as a deduction from the income tax under section 80C of the Act.

#### **E. Mutual Funds**

In accordance with section 10(23D), any income of

- i. A mutual fund registered under the Securities and Exchange Board of India Act 1992 or regulations made there under;
- ii. Such other Mutual fund set up by a public sector bank or a public financial institutions or authorized by the Reserve Bank of India subject to such conditions as the Central government may, by notification in the Official Gazette, specify in this behalf will be exempt for income tax.

#### **Notes:**

1. All the above benefits are as per the current tax law as amended by the Finance Act, 2016 and will be available only to the sole/ first named holder in case the shares are held by joint holders.
2. In respect of non residents, taxability of capital gains mentioned above shall be further subject to any benefits available under the Double Taxation Avoidance Agreements, if any, between India and the country in which the non-resident has fiscal domicile.
3. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor, with respect to specific tax consequences of his/her participation in the issue.
4. The above statement of possible direct and indirect taxes benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of Equity Shares.

We hereby give our consent to include our above referred opinion regarding the tax benefits available to the Company and to its shareholders in the offer document.

**For, Ashok Bhatt & Co.  
Chartered Accountants**

**Ashok Bhatt  
Proprietor  
M. No. 036439  
FRN: 100657W**

**Date:** February 22, 2017  
**Place:** Ahmedabad

## SECTION V – ABOUT US

### INDUSTRY OVERVIEW

*Disclaimer: Pursuant to the requirements of the SEBI ICDR Regulations, the discussion on the business of Our Company in this Prospectus consists of disclosures pertaining to industry grouping and classification. The industry grouping and classification is based on our Company's own understanding and perception and such understanding and perception could be substantially different or at variance from the views and understanding of third parties. Our Company acknowledges that certain product/services described in the Prospectus could be trademarks, brand names and/ or generic names of products owned by third parties and the reference to such trademarks, brand names and/or generic names in the Prospectus is only for the purpose of describing the products. The industry data has been collated from various industry and/or research publications and from information available from the World Wide Web. The information in this section is derived from various government/Industry Association publications and other sources. Neither we, nor any other person connected with the issue has verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and accordingly, investment decisions should not be based on such information.*

#### **Indian Economy Overview Introduction:**

India is the world's fastest-growing large economy, having outpaced China over the past year. Yet though economic growth has improved living standards, India, which has the largest number of poor in the world, is still struggling to lift its 1.2 billion population out of poverty. The IMF predicts a robust growth rate of 7.6% for India's economy in 2016 and 2017. "India has benefited from lower oil prices and remains the fastest-growing large economy in the world," the IMF said. However, concerns remain about jobs, which have not kept pace with economic growth. India now ranks 39th among the world's most competitive economies, up 16 places from last year – the biggest leap for any country in the World Economic Forum's Global Competitiveness Report 2016-2017.

*(Source: <https://www.weforum.org/agenda/2016/10/india-economy-in-numbers/>)*

Economic growth is projected to remain strong, hovering around 7.5%. Private consumption will be boosted by expected large increases in public wages and declining inflation. Investment will pick up gradually as excess capacity fades, deleveraging continues for corporations and banks, and infrastructure projects mature.

Inflation is above the long-term target and public debt is high, leaving little room for accommodative policies. However, some monetary impulse is to come as recent cuts in policy rates are passed on to consumers and investors. The renewed commitment for fiscal consolidation is welcome but the quality of public finances should be improved by increasing tax revenue and tilting the spending mix towards physical and social infrastructure. Creating more and better quality jobs is the key to inclusive growth and requires modernizing labour laws and making further progress in the ease of doing business.

Improving productivity is essential for India's GDP per capita to catch up with higher-income countries. In the agriculture sector, which still absorbs about half of total employment, this would require farm consolidation and mechanization as well as better storage and transport infrastructure. In the manufacturing sector, labour and product market regulations should be reformed to enable firms to expand to an efficient size. Providing better access to quality health and education systems is also key, both to raise productivity and to ensure its fruits are spread more equitably.

#### **Recent Developments**

The Indian economy will continue to post robust growth in the coming years, says the latest India Development Update of the World Bank.

The Update also reviews the current challenges in India's financial sector and analyzes some of the impacts of the recommendations of the 14th Finance Commission on Indian states.

According to the Update, India's economy expanded at a faster pace in financial year (FY) 2016 even as a number of its growth engines stalled. Agriculture – having faced two consecutive drought years – rural household consumption, private investments, and exports have not performed to potential. The oil bonanza most directly benefited the government, which for the first time in five years exceeded its revenue collection targets and used the resources to contain the fiscal deficit, transfer more resources to states, and spend more on infrastructure. Capital spending by the central government was ramped up, its efforts amplified by state governments that had additional resources from larger fiscal devolution.

But it was urban households who were the main drivers of growth in FY 2016. The manufacturing and services sectors, which expanded 7.4 and 8.9 percent, respectively, also created urban jobs. Inflation abated, primarily because of lower food prices. Lower inflation raised real incomes, and allowed RBI to cut interest rates, which favored the financially-connected urban households.

To remain on this growth path and sustain growth at 7.6 percent into FY17, the challenge for the Indian economy is to activate the stalled engines – agricultural growth and rural demand; trade; and private investment, while ensuring that demand from urban households and public investments. The Update, a twice yearly report on the Indian economy and its prospects, expects India’s economic growth to be at 7.6 percent in 2016-2017, followed by a modest acceleration to 7.7 percent in 2017-2018 and 7.8 percent in 2018-2019. According to the Update, the most significant near-and medium-term risks stem from the banking sector and its ability to finance private investment which continues to face several impediments in the form of excess global capacity, regulatory and policy challenges, in addition to corporate debt overhang. In less than three decades, India’s financial sector has evolved from an essentially state-controlled system toward one with greater participation of private banks and generally more competition. Banks currently have capital levels in excess of regulatory requirements, regulations have been strengthened, and overall credit growth in real terms has been resilient. On the other hand, concerns have arisen about growing non-performing assets (NPAs) and declining credit growth, particularly in public sector banks (PSBs). The Update suggests two key reform fronts for the financial sector. First, accelerate the ongoing structural transformation of the sector toward one that is more market-oriented and competitive, for example by providing a roadmap for relaxing government mandates on banks. Second, address the NPA challenge, both by its branches (through recapitalization of PSBs and providing tools for banks to manage stressed assets), and its roots (through stronger governance of both commercial banks as well as the corporate sectors that have generated the largest share of NPAs).

An analysis of the FY17 budget documents of 20 states suggests all states gained following the implementation of the 14th FC recommendations in FY16, but the extent of gains varied significantly. Tax devolution increased everywhere, even for states that saw a reduction in their inter-state share, such as Bihar and Rajasthan. Overall, transfer of grants to states increased by 0.7 percent of GDP in FY16 compared to the budget estimate of a net increase of 0.5 percent.

Health and education expenditures increased in almost every state in FY16. Combined health and education expenditures increased in 13 of the 14 states for which data was available. Education expenditures generally increased more than health, likely on account of implementation of the Right to Education Act and as states allocated additional amounts to cover lower contributions from the centrally sponsored schemes. On average, states increased health and education expenditures by 0.4 percent of GSDP. Uttar Pradesh spent over one-third of its additional resources on health and education. Rajasthan and Kerala stand out as spending the equivalent of over 70 percent of additional resources on health, education, and infrastructure.

*(Source: <http://www.worldbank.org/en/news/press-release/2016/06/20/manufacturing-and-services-urban-consumption-keep-economy-on-growth-path>)*

#### Challenges in 2016-17:

- Risks of further global slowdown and turbulence
- Additional fiscal burden due to 7th Central Pay Commission recommendations and OROP.
- Roadmap & Priorities:
- ‘Transform India’ to have a significant impact on economy and lives of people.
- Government to focus on –
  - ensuring macro-economic stability and prudent fiscal management
  - boosting on domestic demand
  - Continuing with the pace of economic reforms and policy initiatives to change the lives of our people for the better
- Focus on enhancing expenditure in priority areas of - farm and rural sector, social sector, infrastructure sector employment generation and recapitalisation of the banks.
- Focus on Vulnerable sections through:
  - Pradhan Mantri Fasal Bima Yojana
  - New health insurance scheme to protect against hospitalisation expenditure

- facility of cooking gas connection for BPL families
- Continue with the ongoing reform programme and ensure passage of the Goods and Service Tax bill and Insolvency and Bankruptcy law.
- Undertake important reforms by:
  - giving a statutory backing to AADHAR platform to ensure benefits reach the deserving.
  - freeing the transport sector from constraints and restrictions
  - incentivising gas discovery and exploration by providing calibrated marketing freedom
  - enactment of a comprehensive law to deal with resolution of financial firms
  - provide legal framework for dispute resolution and re-negotiations in PPP projects and public utility contracts
  - undertake important banking sector reforms and public listing of general insurance companies undertake significant changes in FDI policy.

## Government Initiatives

Social Sector', is one of the nine distinct pillars of the transformative agenda of the Union Budget 2016-17. The Budget has a special focus on the vulnerable sections of the society. This could be noticed from the Budget Speech of the Finance Minister (FM). In addition to some on-going important social sector schemes, especially those for the minorities, the major new initiatives announced for social sector by the FM are:

- LPG connection to rural households in Mission Mode
- a new health protection scheme to provide health cover up to ₹ 1 lakh per family with additional top-up package up to ₹ 30000 for senior citizens of 60 years and above
- "National Dialysis Services Programme" to provide dialysis services in all district hospitals under the National Health Mission • supply of generic drugs through new 3000 stores under Prime Minister's Jan Aushadhi Yojana to make available quality medicines at affordable prices
- a new "Stand Up India Scheme" with allocation of ₹ 500 crore to promote entrepreneurship amongst SCs, STs and women • National Scheduled Castes and Scheduled Tribes Hubs in partnership with Industry associations to provide professional support to SC/ST entrepreneurs
- The Budget exhibits the intention of the Government to further strengthen and consolidate some of the important on-going initiatives for other vulnerable sections viz. Scheduled Castes (SCs), Scheduled Tribes (STs), minorities, persons with disabilities etc. The Post Matric Scholarship (PMS) Scheme for SC students had BE of only about ₹ 1600 crore in 2015- 16 which was enhanced to ₹ 2216 crore at RE stage. The scheme needed some mid-course correction for better implementation, which is under process. Provision of an amount of ₹ 2791 crore has been made for the scheme for 2016- 17 i.e. increase by 74 % over BE of previous year. Similarly the plan allocation for the Department of Social Justice and Empowerment has been increased from ₹ 5912 crore in 2015-16 (RE) to ₹ 6500 crore in 2016-17 (BE).
- With respect to persons with disability, the areas which draw attention in the Budget of 2016-17 are: Assistance to Disable Persons for purchase/ fitting of Aids and Appliances and Accessible India Campaign (Sugamya Bharat Abhiyan) and Implementation of Persons with Disability Act, 1995. The Sugamya Bharat Abhiyan was launched by the Prime Minister of India on 5th December, 2015. The activities related to the campaign are mainly for rehabilitation and provision of barrier free access. The range of activities include ramps, lifts, tactile paths, accessible toilets, new product development, creation of accessible websites and research, etc. The Department of Empowerment of Persons with Disabilities will have a Plan allocation of ₹ 700 crore during 2016-17 (BE) against ₹ 540 crore in 2015-16(RE).
- The major initiatives for STs include Special Central Assistance to Tribal Sub-Plan Area; Grant-in-Aid under Article 275(1); provision for education of the children under the Umbrella Scheme for Development of Scheduled Tribes; and Vanbandu Kalyan Yojana. The allocation for Special Central Assistance for Tribal Sub-Plan area has been increased from ₹ 1132 crore in 2015-16 (RE) to ₹ 1250 crore in 2016-17 (BE). The Umbrella Scheme for Development of Scheduled Tribes, which is mainly for education of the children, will have ₹ 1505 crore in 2016-17 (BE) against RE of ₹ 1211 crore in the previous year. The Vanbandu Kalyan Yojana will have a substantially enhanced allocation of ₹ 505 crore in 2016-17 (BE) compared to BE of ₹ 200 crore in the previous year. The total allocation for Ministry of Tribal Affairs has been increased from ₹ 4550 crore in 2015-16 (RE) to ₹ 4800 crore in 2016-17 (BE).

- The enhanced allocation of ₹ 3800 crore provided to the Ministry of Minority Affairs for 2016-17 (BE) over ₹ 3713 crore in 2015-16 (RE) will, inter alia, cater to the requirement of payment of scholarships for the promotion of education amongst children belonging to minority communities. The allocation includes ₹ 1125 crore for the Multi-sectoral Development Programme (MsDP), which is a flagship programme to address the Infrastructural gaps and to provide basic amenities to the minorities. Total allocation of the Ministry will have provision of ₹ 385 crore, for 'Nai Manzil', a new scheme announced by the Finance Minister in budget speech of 2015-16. The scheme is aimed at mobilising youths from minority communities, who are school dropouts and provide them formal education and integrated skill training in market driven skills for their self/wage employment.
- In addition to the above, the Scheduled Castes Sub-Plan (SCSP) and Tribal Sub-Plan (TSP) are major on-going initiatives for inclusive growth of the SCs and STs. The SCSP component of the Union Budget has been enhanced from ₹ 34,675 crore in 2015-16 (RE) to ₹ 38,833 crore in 2016-17 (BE). Similarly, Provision from Tribal Sub-Plan (TSP) has been increased from ₹ 20,963 crore in 2015-16 (RE) to ₹ 24,005 crore in 2016-17 (BE).

(Source: <http://niti.gov.in/content/union-budget-2016-17-big-boost-inclusive-growth-vulnerable-groups>).

**INDIAN AGRICULTURE INDUSTRY** Agriculture plays a vital role in India's economy. Over 58 per cent of the rural households depend on agriculture as their principal means of livelihood. Agriculture, along with fisheries and forestry, is one of the largest contributors to the Gross Domestic Product (GDP).

As per estimates by the Central Statistics Office (CSO), the share of agriculture and allied sectors (including agriculture, livestock, forestry and fishery) was 15.35 per cent of the Gross Value Added (GVA) during 2015-16 at 2011-12 prices.

India is the largest producer, consumer and exporter of spices and spice products. India's fruit production has grown faster than vegetables, making it the second largest fruit producer in the world. India's horticulture output, comprising fruits, vegetables and spices, is estimated to be 283.4 million tonnes (MT) in 2015-16 after the third advanced estimate. It ranks third in farm and agriculture outputs. Agricultural export constitutes 10 per cent of the country's exports and is the fourth-largest exported principal commodity. The agro industry in India is divided into several sub segments such as canned, dairy, processed, frozen food to fisheries, meat, poultry, and food grains.

The Department of Agriculture and Cooperation under the Ministry of Agriculture is responsible for the development of the agriculture sector in India. It manages several other bodies, such as the National Dairy Development Board (NDDB), to develop other allied agricultural sectors.

### **Market Size**

Over the recent past, multiple factors have worked together to facilitate growth in the agriculture sector in India. These include growth in household income and consumption, expansion in the food processing sector and increase in agricultural exports. Rising private participation in Indian agriculture, growing organic farming and use of information technology are some of the key trends in the agriculture industry.

As per the 3rd Advance Estimates, India's foodgrain production has increased marginally to 252.23 million tonnes (MT) in the 2015-16 crop year. Production of pulses is estimated at 17.06 million tonnes.

With an annual output of 146.31 MT, India is the largest producer of milk, accounting for 18.5 per cent of the total world production. It also has the largest bovine population. India, the second-largest producer of sugar, accounts for 14 per cent of the global output. It is the sixth-largest exporter of sugar, accounting for 2.76 per cent of the global exports. India is a leading country in coconut production and productivity in the world, with annual production of 2,044 crore coconuts and the productivity of 10,345 coconuts per hectare as on 2015-16. Spice exports from India are expected to reach US\$ 3 billion by 2016-17 due to creative marketing strategies, innovative packaging, strength in quality and strong distribution networks. The spices market in India is valued at Rs 40,000 crore (US\$ 5.87 billion) annually, of which the branded segment accounts for 15 per cent. In fact, the Spices Board of India has decided to set up a spice museum at Willingdon Island in Kochi to attract and educate tourists and seafarers about the history and growth of Indian spices industry.

Indian agrochemical industry is expected to grow at 7.5 per cent annually to reach US\$ 6.3 billion by 2020 with domestic demand growing at 6.5 per cent per annum and export demand at 9 per cent per annum\*.

### **Investments**

Several players have invested in the agricultural sector in India, mainly driven by the government's initiatives and schemes. According to the Department of Industrial Policy and Promotion (DIPP), the Indian agricultural services and agricultural machinery sectors have cumulatively attracted Foreign Direct Investment (FDI) equity inflow of about US\$ 2,278.3 million from April 2000 to March 2016.

Some major investments and developments in agriculture in the recent past are as follows:

- Intertek Group, a UK-based total quality assurance provider, has launched an agricultural technology (Agritech) Laboratory in Hyderabad, which will perform high-tech deoxyribonucleic acid (DNA) analyses for the agri-biotech, plant seeds.
- ITC Ltd, one of India's leading fast-moving consumer goods (FMCG) company, plans to make Andhra Pradesh a hub for its agricultural business operations.
- Mahindra and Mahindra Ltd has acquired 35 per cent stake in a Finnish combine harvesters manufacturer, Sampo Roselnew Oy, for US\$ 20.46 million and will jointly focus on the combine harvester business in Asia, Africa and Eurasian Economic Union countries.
- The Small Farmers' Agri-Business Consortium (SFAC) plans to organise camps in Madhya Pradesh and Chhattisgarh to promote its venture capital assistance scheme (VCAS), which seeks to provide capital and project development facility (PDF) to agri-business entrepreneurs.
- Agri-research institute ICRISAT's incubation arm is looking to set up a Rs.100 crore (US\$ 14.67 million) fund in a year, an initiative that could help small entrepreneurs from the agri-business and nutrition space raise money.
- Mahindra & Mahindra (M&M), India's leading tractor and utility vehicle manufacturer, announced its entry into pulses retailing under the brand 'NuPro'. Going forward, the company plans to foray into e-retailing and sale of dairy products.
- Fertiliser cooperative IFFCO launched a joint venture with Japanese firm Mitsubishi Corp for manufacturing agrochemicals in India.
- Acumen, a not-for-profit global venture fund, has invested Rs 11 crore (US\$ 1.7 million) in Sahayog Dairy, an integrated entity in the segment, based at Harda district in Madhya Pradesh.
- Rabo Equity Advisors, the private equity arm of Netherlands-based Rabo Group, raised US\$ 100 million for the first close of its second fund – India Agri Business Fund II. The fund plans to invest US\$ 15–17 million in 10–12 companies.
- Oman India Joint Investment Fund (OIJIF), a joint venture (JV) between the State Bank of India (SBI) and State General Reserve Fund (SGRF), invested Rs 95 crore (US\$ 13.94 million) in GSP Crop Science, a Gujarat-based agrochemicals company.

### **Government Initiatives**

Given the importance of the agriculture sector, the Government of India, in its Budget 2016–17, planned several steps for the sustainable development of agriculture. The Government of India has started work on 99 major and medium irrigation projects, slated to be completed by 2019. These projects will bring 7.6 million hectares of land under irrigation in some of the most droughtprone regions of India.

Some of the recent major government initiatives in the sector are as follows:

- The government has drawn up a five-year roadmap to increase pulse production from nearly 17.06 MT in 2015-16 to 24 MT in 2020-21 through a dedicated action plan.
- Prime Minister Mr Narendra Modi has unveiled the operational guidelines for the Pradhan Mantri Fasal Bima Yojana which aims to provide farmers with crop insurance
- The Cabinet Committee on Economic Affairs (CCEA) has approved 'Blue Revolution', an umbrella scheme for integrated development and management of fisheries by Government of India, with total financial outlay of Rs 3,000 crore (US\$ 440.15 million) for a period of five years

- Mr Piyush Goyal, Minister of Power, Coal, New and Renewable Energy has announced that government's plans to invest Rs 75,000 crore (US\$ 11.08 billion) in an energy-efficient irrigation scheme over the next three to four years.
- The new crop insurance scheme for farmers 'Bhartiya Krishi Bima Yojana' aims to cover 50 per cent of the farmers under the scheme in the next two-three years,
- India and Lithuania have agreed to intensify agricultural cooperation, especially in sectors like food and dairy processing. • Gujarat Government has planned to connect 26 Agricultural Produce Market Committees (APMCs) via electronic market platform, under the National Agriculture Market (NAM) initiative. • The State Government of Telangana plans to spend Rs 81,000 crore (US\$ 11.88 billion) over the next three years to complete ongoing irrigation projects and also undertake two new projects for lifting water from the Godavari and Krishna river.
- The National Dairy Development Board (NDDB) announced 42 dairy projects with a financial outlay of Rs 221 crore (US\$ 32.42 million) to boost milk output and increase per animal production of milk. • Government of India has set up an inter-ministerial committee, which will look into ways to examine the potential of Indian agriculture, identify segments with potential for growth, and work towards doubling farm incomes by 2022.
- The Government of India has allocated Rs 200 crore (US\$ 29.9 million) for electronically linking 585 major wholesale agriculture markets across the country, thereby creating a National Agriculture Market (NAM) in July 2015 for three years

(Source: <http://indiaibusiness.nic.in/newdesign/index.php?param=advantage/165>)

## FERTILIZER INDUSTRY

**Fertilizer Demand:** Following a drop in 2015/16, world fertilizer demand is anticipated to recover in 2016/17 In response to the economic slowdown in many emerging and developing countries, persistent low international prices for most agricultural commodities, and dry conditions across South Asia, Southeast Asia, Latin America and Africa, world fertilizer demand is expected to contract by 1.0% in 2015/16, to 181 million tonnes (Mt) nutrients. Aggregate demand in 2015/16 is anticipated to rebound in the three regions where it contracted in 2014/15: Eastern Europe & Central Asia (EECA), West Asia and North America. Demand is seen as dropping elsewhere The outlook for 2016/17 is more optimistic in view of slightly improving market conditions, the expected more favorable weather, and a better political and economic situation in some sizable markets. Global fertilizer demand in 2016/17 is seen as rebounding (+2.9%) to 186 Mt, with growth rates of relatively similar magnitude for all three nutrients.

Demand in developed countries is anticipated to rise marginally, with stronger prospects in Oceania. With N and demand in China levelling off, about half the world market can be considered 'mature'. In volume terms, South Asia, East Asia and Latin America would account for 33%, 22% and 22%, respectively, of the global increase in total fertilizer demand anticipated in the next five years.

**Fertilizer Supply:** 2015 was characterized by near-stagnant fertilizer demand. Production capacity and supply availability have both been increasing. Entering 2016, the fertilizer industry continues to face overcapacity conditions and market pressures caused by bearish fertilizer demand and intensified supply competition. Rationalization and consolidation activities have begun in key producing countries. Several producers recently embarked on cost reduction and operational efficiency programmes. Large integrated producing groups are proceeding to a re-segmentation of activities in order to further engage in the high added value specialty fertilizer segment. Between 2016 and 2020 the fertilizer industry will invest close to US\$130 billion in more than 150 new production units, increasing global capacity by over 150 million tonnes products.

### Fertilizer Industry in India

In meeting the domestic requirement of food grains and also generating exportable surpluses, the significant role played by chemical fertilizers is well organized.

As of now, the country has achieved 80% self-sufficiency in production capacity of Urea. As a result, India could manage its substantial requirement of nitrogenous fertilizers through the indigenous industry besides imports. Similarly, 50% indigenous capacity has developed in respect of phosphatic fertilizers to meet domestic requirements. However, the raw-materials and intermediates for the same are largely imported. For potash (K), since there are no viable sources/reserves in the country, its entire requirement is met through imports.

The actual production of all the Fertilizers during the year 2014-15 was 370.03 LMT. The estimated production of all the fertilizers during the year 2015-16 is 402.93 LMT showing an increase of more than 8.89% in comparison of the previous year. The installed capacity has reached a level of 207.53 LMT in respect of Complex Fertilizers during the

year 2015-16. The rapid build-up of fertilizer production in the country has been achieved as a result of a favourable policy environment facilitating large investments in the public, co-operative and private sectors.

(Source: [http://fert.nic.in/sites/default/files/Annual\\_Report\\_2015-2016\\_English.pdf](http://fert.nic.in/sites/default/files/Annual_Report_2015-2016_English.pdf))

**Fertilizer Subsidy Policy for Phosphatic & Potassic (P&K) and SSP Fertilizers:**

The basic purpose/objective of the Concession Scheme for P&K fertilizers has been to provide P&K fertilizers to the farmers at affordable prices so as to increase the food productivity in the country through balanced use of fertilizers. The concession scheme was also aimed at ensuring reasonable rate of return on the investments made by the entrepreneurs in the fertilizer sector. Initially, the ad-hoc Concession Scheme was applicable on DAP, MOP, NPK Complex fertilizers. This scheme was also extended to SSP from 1993-94.

- (a) P&K Fertilizers except SSP: 85% (90% with Bank Guarantee) of the subsidy claims of fertilizer companies is paid as 'on account' payment on receipt of fertilizers in the district on certification by the Company's Statutory Auditor. The balance 15-10% is released on State government's certification of quantity in m-FMS and fertilizer receipt confirmation by retail dealers through mobile Fertilizer Monitoring System (m-FMS).
- (b) SSP: 85% (90% with Bank Guarantee) of the claim of subsidy is paid as 'on account' payment on 1st point sale of fertilizers in the districts on certification by the Company's Statutory Auditor. The balance 10-15% claim is released subject to State Government's certification on quantity and quality in m-FMS as well as fertilizer receipt confirmation by retail dealers through m-FMS.

(Source: <http://fert.nic.in/page/fertilizer-policy>)

## BUSINESS OVERVIEW

The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in the Draft Prospectus, including the information contained in the section titled “Risk Factors”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Financial Information of the Company” on page no. 8, 176 and 142 respectively of the Draft Prospectus. The financial figures used in this section, unless otherwise stated, have been derived from our Company’s restated audited financial statements. Further, in this chapter, unless the context requires otherwise, any reference to the terms “Our Company”, “We”, “Us” and “Our” refers to “Sikko Industries Limited” (formerly known as Sikko Sprayers Limited), unless stated otherwise.

### Company Background

Our Company was originally incorporated as “Sikko Sprayers Private Limited” on February 8, 2000 under the provisions of Companies Act, 1956 vide certificate of Incorporation issued by Deputy Registrar of Companies, Gujarat, Dadra and Nagar Haveli at Ahmedabad. Consequent up on the conversion of our Company into public limited company, the name of our Company was changed to “Sikko Sprayers Limited” vide fresh certificate of incorporation dated March 16, 2010 issued by the Assistant Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Subsequently the name of our company was changed to “Sikko Industries Limited” and Fresh certificate of Incorporation pursuant to change of name was issued by Assistant Registrar of Companies, Gujarat and Dadra Nagar Haveli on March 17, 2010. The Corporate Identification Number of our Company is U51909GJ2000PLC037329.

In the year 1998, Our Promoter was running proprietorship firm, namely Sikko Sprayers & Exports Co. which was engaged in the manufacturing of “Growth Promoters” and its used as supplements in agriculture by farmers. In the blanket of Growth Promoters various products are sold namely Vakil, Diamond, Vasool, Biomono which are in combination of granules and liquid form. In addition, firm was engaged in assembling of different parts of Spray Pump having Inside and cylinder without bearing. The spray pumps are used by farmers in agriculture to spray pesticides.

In the year 2000 our Company was incorporated as Sikko Sprayers Private Limited. Our Company acquired Sikko Sprayers & Exports Co., proprietorship concern Mr. Pravinbhai M. Kumbhani in the year 2000 and consequent to which entire assets-liabilities including outstanding creditors of the said proprietorship concern were taken over by our company for which there was no formal agreement for acquisition of the said business was entered.

During the year 1997 to 2000 our Company was manufacturing following growth promoters;

VAKIL (Bio Stimulant in Ampoule), SIKZYME Plus (Growth Promoter), VASOOL (Zyme Granules-Sea Weed Based), HUMISIK-12% (Humic Acid-12% Liquid Growth Promoter, HUMISIK-95% (Humic Acid -95% + Fulvic-5%- Growth Promoter, SIKKO TONE (Micronutrient Liquid Fertilizer), MONO-TEJ ( Pest Repellent ), SULPHO-100 (Liquid Sulphur-Growth Promoter + Anti Fungus agent), VOOM SPRAY (Nitrobenzene-Growth Promoter).

In the year 2001-2002, various products are added to our basket namely Zinc Plus “Nutrient Fertilizer”, Sikko Zyme “Growth Plant Promoter”, Sikko Tone- Micro Nutrient Liquid.

In the year 2001-2005 our company started manufacturing of NEEMOX (Neem Oil- Pest Repellent), BIO M-45 (Organic Fungus Repellent).

In the year 2008 our Company started pesticide unit. Further, during the year 2006-2010, our Company started manufacturing of VAKIL-3D Gr. (Organic Fertilizer), VAT ( Bio Pest Repellent Powder), SIKSTIK (Sticking & Spreading Agent), SAFAYO (Mealy Bug & Sucking Pest Repellent), HI- ZIB (Growth Promoter Powder), VOLVINO (Fungus Repellent), SICOP (Liquid Copper-Growth Promoter, PHORATO ( Herbal Pest Repellent +Sea Weed ), KHANJAR (Larva Repellent), SHAKTI (Thrips Repellent).

During the year 2011 to 2016 following new products were added to our basket of pesticides, fertilizer and growth promoter which help in plant growth and work as a safeguard against pests.

1. VAKIL Capsule (Bio Stimulant Capsule),
2. VAKIL (Gr)(Concentrated Zyme Granules- Organic Fertilizer),
3. MUNDAMAR (Grub Preventer Granules),
4. MOGAMBO (Growth Promoter Powder),
5. BPH Plus (Brown Plant Hooper Repellent),
6. SIGNATIC ( Amino Based Growth Promoter),
7. BLACK SURIYA (Best Soil Conditioner),
8. FUNGI Plus (Fungus Repellent Powder),
9. FERTISIK – 90% WG (Sulphur-90% WGGrowth Promoter + Anti Fungus agent),
10. BHAGAMBHAG (Pig Repellent),
11. DOKAMAR (Fruit & Shoot Borer Repellent),
12. SUPRA (White Fly & Sucking Pest Repellent),
13. MITE WIN (Red Mite Repellent), NILGO (Nil Gai Repellent).

To avail the rich experience of our promoters in the field of agrochemicals and after establishing strong foot hold in the field of agro chemicals and pesticides, Our Company also started fertilizer unit on March 30, 2011. This has improved our top line. The Company also started seed division and added following product to its existing portfolio:

Seeds of Bhindi (Okra) F1 Hybrid, Bhindi (Okra Super -350) OP, Cluster Bean Super-350, Cow Pea Super -350, Bottle Gourd Super-350, Bitter Gourd Super-350, Tomato Super -350, Brinje Super -350 etc.

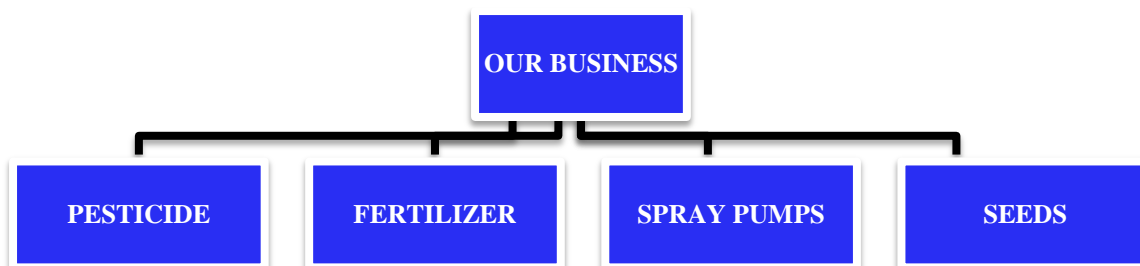
In addition to manufacturing of pesticides and fertilizer, our Company Our Company is in process of starting up of new project of Bio CNG and BIO Fertilizer for which we have made an application with UP State Bio Energy Development Board, Lucknow.

Our Company has made robust growth and improvement in top line in last five financial years. The break up of Pesticides, fertilizer, and other Income is explained below:

(₹ in Lakh)

Particulars	For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the year ended 31 March 2015	For the year ended 31 March 2016	For the period ended 31 October 2016
<b>Sale of Products</b>						
<b>Traded Goods</b>						
Fertilizers	78.40	-	-	347.21	131.42	837.62
Pesticides	-	-	-	-	370.15	-
<b>Manufactured Goods</b>						
Fertilizers	1,051.52	669.14	821.47	425.43	511.27	170.57
Pesticides	234.55	198.87	310.99	367.97	1,016.59	235.82
<b>Total</b>	<b>1,364.47</b>	<b>868.01</b>	<b>1,132.46</b>	<b>1,140.61</b>	<b>2,029.42</b>	<b>1,244.00</b>

We had exported our Products to South Africa, Lomo Togo, Srilanka and Iran. To sum up our Company is engaged in manufacturing of Pesticides including organic Pesticides, Fertilizers including organic fertilizer, Spray Pump and Organic Seeds.



### Our competitive strength

#### Vast experience over 16 years with sound market knowledge

Our promoters are having experience of more than 16 years who have been involved in the business of manufacturing of agrochemicals which has enabled us to successfully implement our growth strategies. We benefit from the experience of the promoters and core management team.

#### Relationship with Clients

We guide our loyal clients to purchase the hot products in advance, allocate the price-rising products at lower costs, what's more, and avoid purchasing abundant slack products. This has won much appreciation and good reputation from our loyal clients at home and abroad.

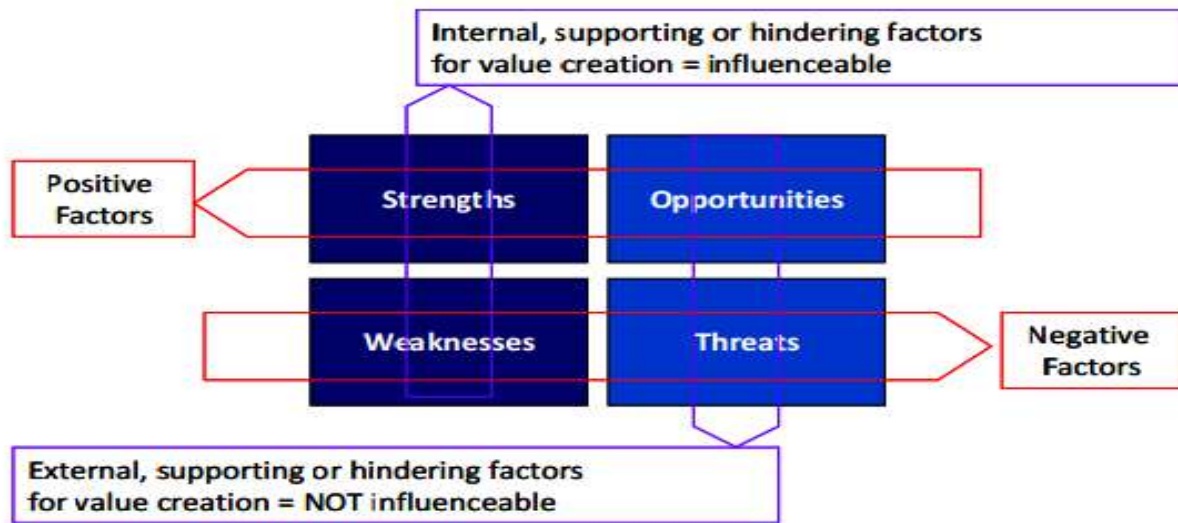
#### Prime Location of our Unit

The Fertilizer and Pesticide unit is located at the outskirts of the Ahmedabad city on Sanand Highway and thus enjoys the good connectivity with different parts of the states, which makes the movements of the raw-material as well as our products easy and comfortable. Thus it helps in procurement of raw material and dispatch of our products to the various clients.

## Quality Assurance

All products that dispatch from the factory premises are inspected by the packing and dispatch department. Further, quality check is done at every stage of manufacturing to ensure the adherence to desired specifications. Since, our Company is dedicated towards quality of products, processes and inputs; we get repetitive orders from our buyers, as we are capable of meeting their quality standards, which enables them to maintain their brand image in the market.

## SWOT Analysis



<p><b>Strength</b></p> <ul style="list-style-type: none"> <li>✓ The Promoters have been involved in the agro chemical business for more than 16 years</li> <li>✓ The weaving unit is located on Sanand Highway and thus enjoys excellent connectivity.</li> <li>✓ Our Existing Unit is located on outskirts of Ahmedabad, Sanand Highway, having raw material suppliers units in the surrounding area of 10 Kms to 200 Kms belt; thus having easy access to raw material at best market rates and requisite manpower.</li> </ul>	<p><b>Weakness</b></p> <ul style="list-style-type: none"> <li>✓ Our business is highly seasonal in our country and such seasonality may adversely affect the demand for our fertilizers and pesticide and also our operating results.</li> <li>✓ Strict government and environmental policies and controls may pose real hurdle to the development of our products.</li> </ul>
<p><b>Opportunity</b></p> <ul style="list-style-type: none"> <li>✓ The Gujarat and Indian Government are supportive of agriculture. Department of Fertilizers, Ministry of Chemicals and Fertilizers introduced Nutrient Based Subsidy Policy for decontrolled Phosphatic &amp; Potassic Fertilizers for import of P &amp; K fertilizers.</li> </ul>	<p><b>Threat</b></p> <ul style="list-style-type: none"> <li>✓ The generic threat of economic slowdown exists, which may subdue the domestic demand for the products.</li> <li>✓ Increasing popularity of agrochemical product may impact the pace of growth of agro chemicals industry, indirectly impacting the off-take and pace of growth of fertilizer and pesticides.</li> </ul>

## Our business strategy

### 1. Continuous Innovation of Products and diverse products

The management is of the opinion that in order to be successful and competitive in the market, the company needs to be innovative. We offer special and exclusive range of agrochemicals including organic pesticides, organic fertilizers and others. Such diverse product mix helps us to cater the diverse customer segments and to various sectors of Industry. The product mix helps us to sustain the growth level. Over the years we have developed various products which is used by farmer in agriculture.

### 2. Well equipped Research and Development facility

We have well equipped research and Development facility to improve quality of the products and to produce high performance growth promoters, pesticides and fertilizer. Company has in house sound R&D Department backed by technical expertise of our Managing Director Mr. Jayantibhai Kumbhani which helps the company to enhance our product range.

### 3. Maintain and expand long-term relationships with clients

Our Company believes that business is a by-product of relationship. The business model is based on client relationships that are established over period of time rather than a project-based execution approach. Our Company believes that a long-term client relationship with large clients fetches better dividends. Long-term relations are built on trust and continuous maintaining of the requirements of the customers. It forms basis of further expansion for our Company, as we are able to monitor a potential product/ market closely.

### 4. Optimal Utilization of Resources

Our Company constantly endeavors to improve our production process, skill up-gradation of workers, modernization of machineries to optimize the utilization of resources. We regularly analyze our existing material procurement policy and manufacturing process to identify the areas of bottlenecks and correct the same. This helps us in improving efficiency and putting resources to optimal use.

#### Location

##### **Registered Office**

Our Registered Office is situated at 508, Iscon Elegance, Nr. Jain Temple, Nr. Prahladnagar Pick up Stand, Vejalpur, Ahmedabad – 380 051.

##### **Pesticide & Fertilizer Unit**

Our Company has its Pesticide and Fertilizer unit at the following location-

Unit	Location	Product Segment
Pesticide Unit	55-A & B, Ambica Industrial Estate, Sanand Viram Gam Highway, At-Iyava, Dist-Ahmedabad – 382 210	Organic Pesticides, Organic Fungicides, Chemical Pesticides.
Fertilizer Unit	193/2 & 193/2/A, Ambica Industrial Estate, Sanand Viram Gam Highway, At-Iyava, Dist-Ahmedabad – 382 210	Fertilizer Chemicals & Organic Fertilizer

##### **Plant & Machinery, technology, Process etc**

Our Pesticides and Fertilizer Unit is well equipped with the following major plant and machinery:

Sr. No.	Pesticide Unit	Sr. No.	Pesticide Unit
1.	4 EC formulation vessels	2.	2 Ampule filling machine
3.	2 vessels for weedicide formulation	4.	6 Liquid bottle filling machine
5.	1 machine for SC formulation	6.	2 powder mixer machine
7.	1 booth mixer for WP formulation	8.	Seed packing machine
9.	Sea weed granule manufacturing on drum Capacity (1MT)	10.	4 capping machine
11.	Testing Lab with all scientific equipment		

Sr. No.	Pesticide Unit	Sr. No.	Pesticide Unit
1.	Mixing drum with 15 MT capacity	2.	Boilers (Bio Coal)
3.	Granulating drum of 15MT capacity	4.	2 Pulverizers
5.	Dryer Drum	6.	Lab testing of Fertilizer
7.	Screening machine		

#### Technology

Our manufacturing process comprises of combination of manual and machine driven method. Our Company has fully developed Laboratory with latest and modern technology equipment.

#### Infrastructure facilities for Raw Materials and Utilities like Water, electricity etc.

## **Raw Material**

**Pesticide Unit:** Our major raw material for Organic Pesticides : Castorl Oil, Alcolide, Nim-Oil/Neem Extract, Dhatura Extract, Naffat Valley Extract, Aloveda and other solvent mix.

Organic Fungicides: Lantana Camara & Fatty Acid

Chemical Pesticides: Solvent and Filler Material- DMSO, DMF, Xylene, Acitone, Silica and China Clay.

**Fertilizer Unit:** Poultry Manure, Gypsum, Carbon, Castor Cake, Benotimite, Single Surphur Phosphate, Dolomite, Farm manure etc.

The requirement of raw material is also seasonal which can be bifurcated on monthly basis:

- Pick Season: May to August
- Medium: September to November
- Medium to Slack: December to March

All the raw material are available on door delivery basis and almost all the raw material suppliers are situated within 10 to 200 kms from our factory unit.

## **Quality Measures**

Our Company has ISO 14001: 2004 – Certification for Environment Management system of Manufacturing and Export of Pesticides, Bio Agrochemicals & NPK Fertilizer and also ISO 9001: 2008 – Certification for Quality Management system of Manufacturing and Export of Pesticides, Bio Agrochemicals & NPK Fertilizer. It is an integral part of the agro chemical industry and we do have a policy for both raw material and finished products. Our Company adheres strictly on supplying quality products. We are specific about the quality of products manufactured by us and intensive care is taken to determine the standard of each and every product dispatched from our Pesticide and Fertilizer Unit.

## **Power**

**Pesticide Unit:** We have been sanctioned load of 32 KW from Uttar Gujarat Vij Company Limited.

**Fertilizer Unit:** We have been sanctioned load of 2360 KW from Uttar Gujarat Vij Company Limited.

## **Sources of Power Back up**

Diesel Generator

## **Water**

Our water requirement at Pesticide Unit and Fertilize Unit is fulfilled thorough our own tube well and through boring facility. Hence water requirement at our unit is met from own bore well or either through boring facility.

## **Pollution**

We have received consent and authorization letter Consent Order No. AWH-80702 dated July 30, 2016 from Gujarat Pollution Control Board for the discharge of trade effluent and emission due to operation of industrial plant for manufacturing our products. For details of approvals of our products please refer the section “Government and Other Statutory Approvals” beginning on page no. 203 of this Draft Prospectus.

## **Human Resources**

Human resource is an asset to any industry, sourcing and managing. We believe that our employees are the key to the success of our business. We focus on hiring and retaining employees and workers who have prior experience in the agro Chemical Industry. We view this process as a necessary tool to maximize the performance of our employees.

As on January, 2017 we have the total strength of 23 permanent employees (including workmen) in various departments. The details of which is given below:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Employees</b>
1.	Management and Finance	5
2.	Production/Manufacturing and Maintenance	2

3.	Administrative and Marketing	4
4.	Skilled and Semi Skilled Labour	12
	<b>Total</b>	<b>23</b>

We have not experienced any strikes, work stoppages, labour disputes or actions by or with our employees, and we have cordial relationship with our employees.

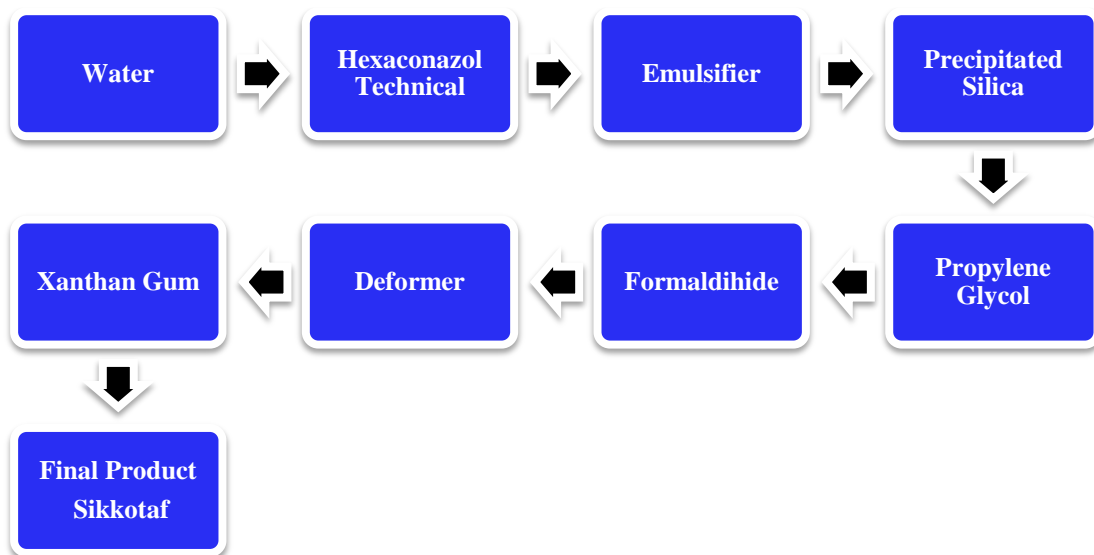
**Collaborations, any Performance guarantee or assistance in marketing by the Collaborators**

Our Company has not entered into any collaboration, or Performance guarantee or assistance for marketing with any Company.

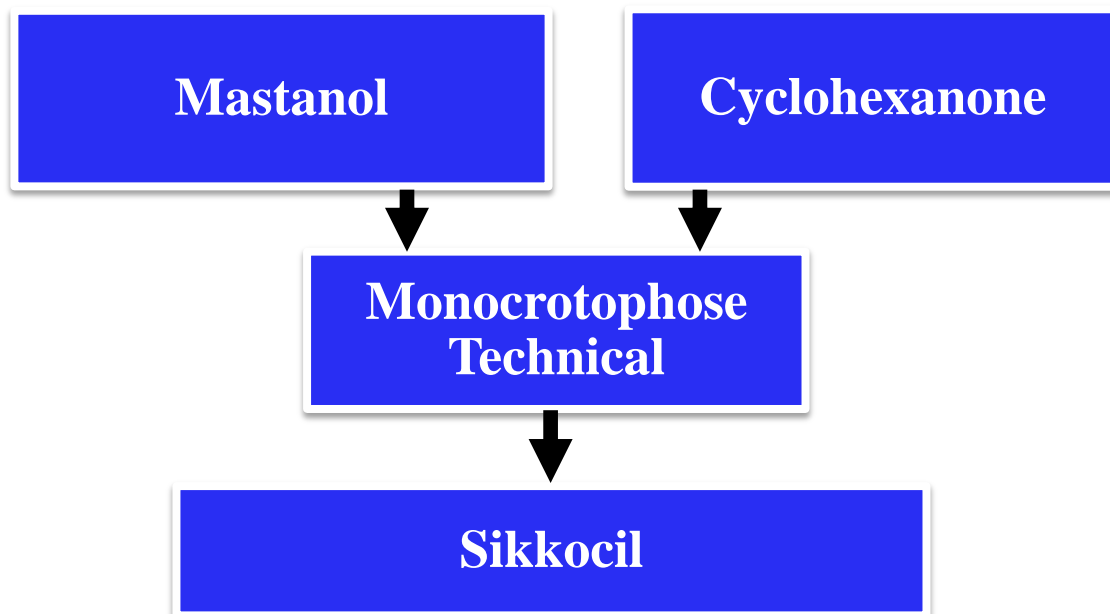
**MANUFACTURING & PROCESS FLOW CHART**

**A). PESTICIDE(S)**

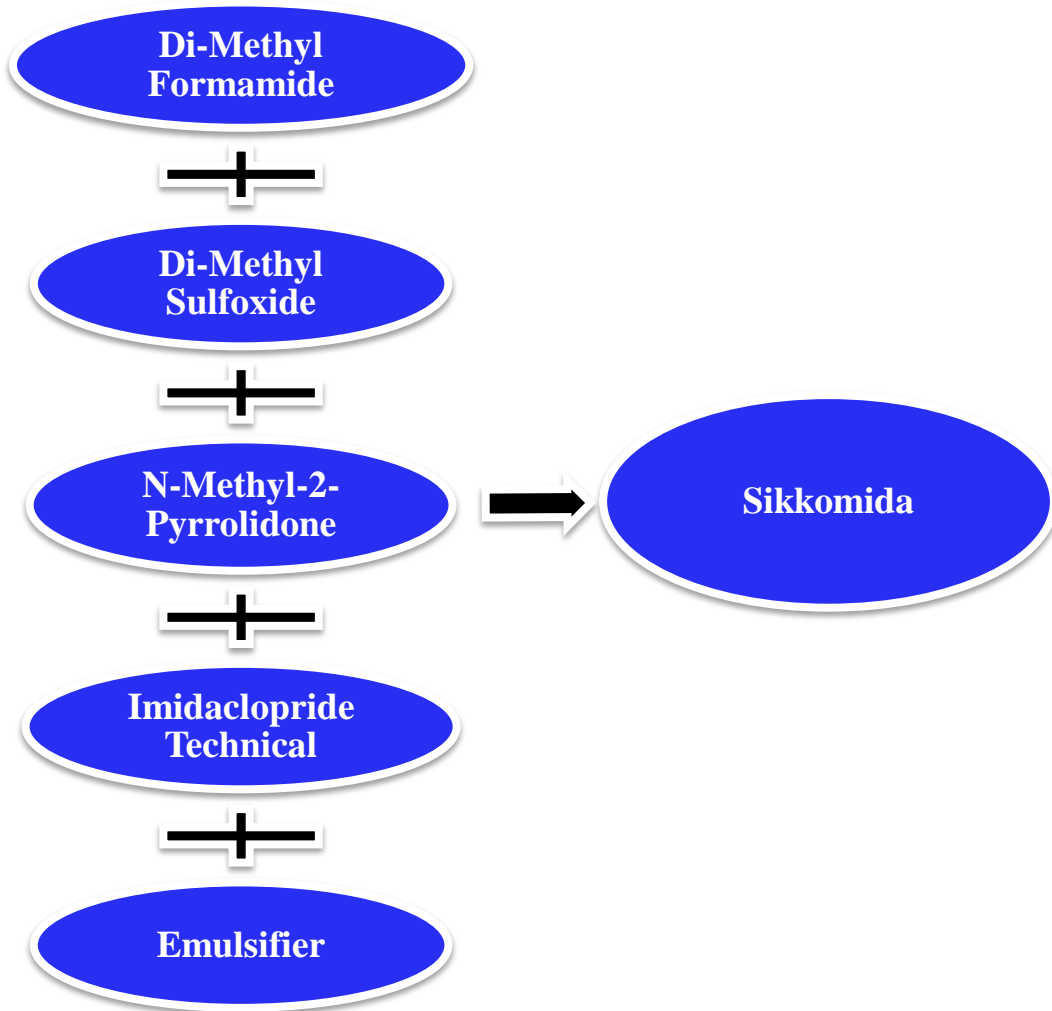
**1. Sikkotaf (Hexaconazol 5% SC)**



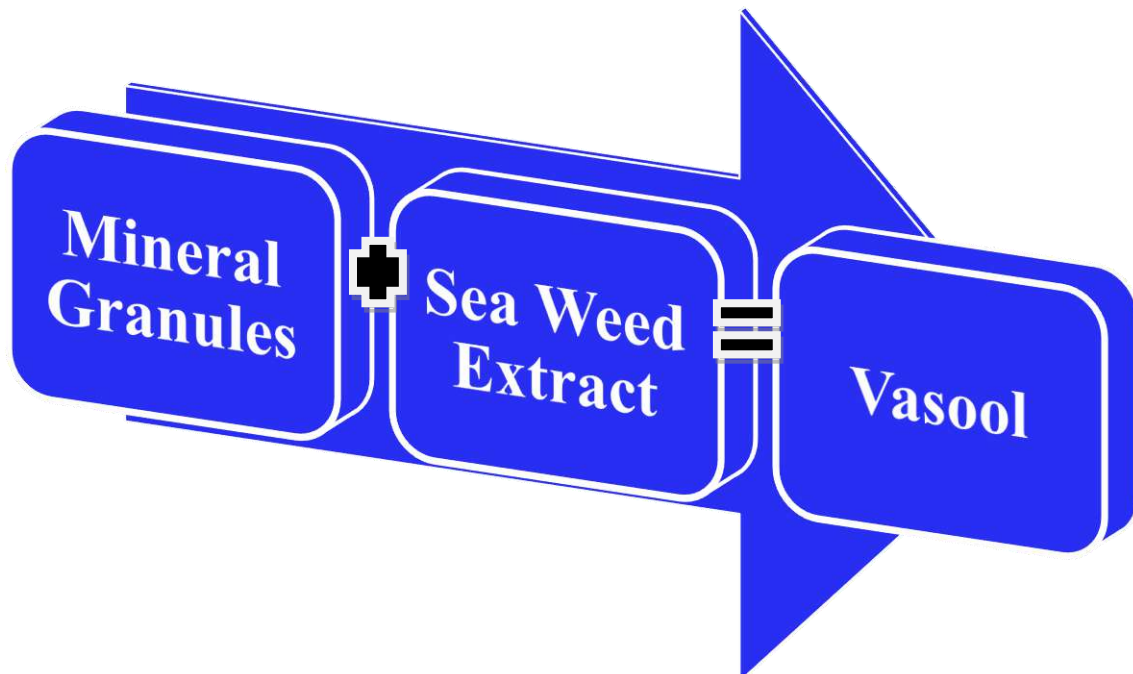
**2. Sikkotaf (Hexaconazol 5% SC)**



3. Sikkomida (Imidaclopride 17.8% SL)



4. Vasool

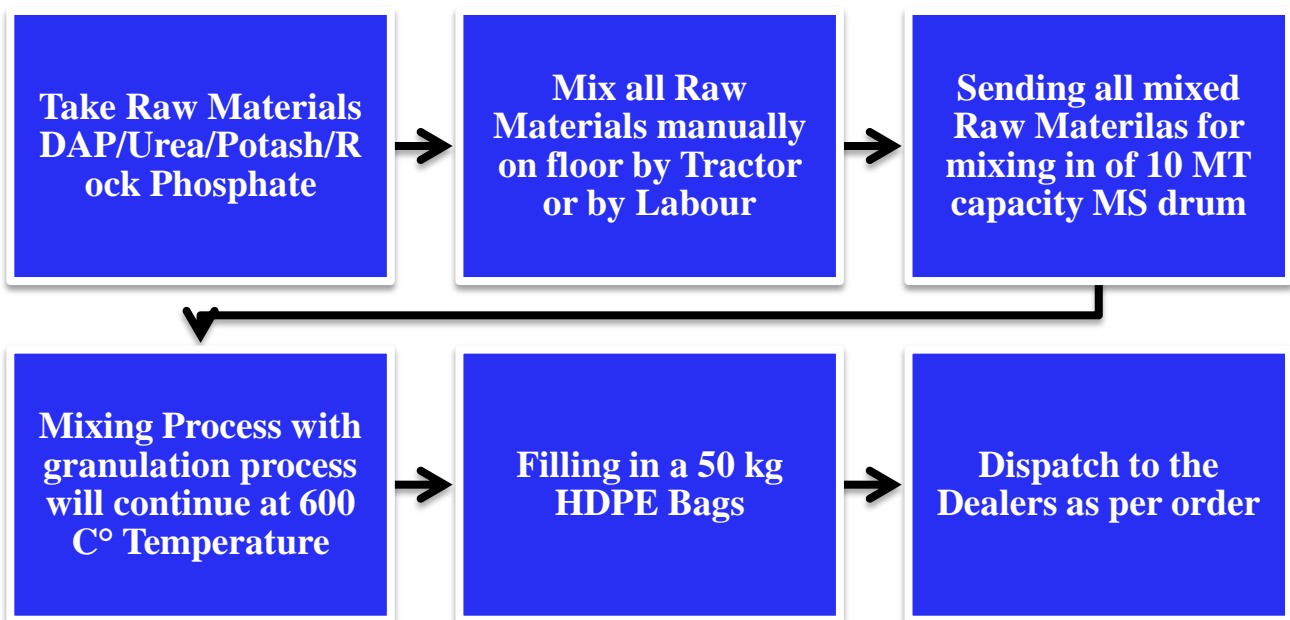


5. Bhagambhag

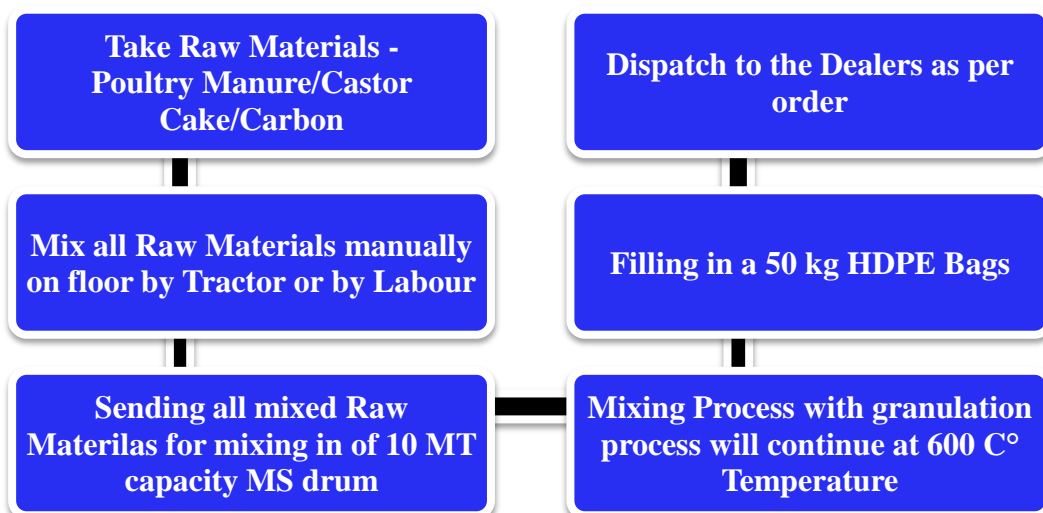


B). FERTILIZER(S)

1. In-Organic Fertilizer(s)



2. Organic Fertilizer(s)



OUR PRODUCTS

Our wide range of Products is described herein below.

## RANGE OF BIO PRODUCTS

### 1) VAKIL (BIO-STIMULANT) - AMPOULE



Content	: Carboxylic Acid & Folic Acid
Function	: To increase no.of. flowers and to prevents pre-dropping of fruits & flowers
Dose	: <b>From Ampoule</b> - 1 Ampoule (2ml) for 15 lit of water. <b>From Pouch</b> - 1 Pouch (20ml) for 60 lit of water.
Recommended Crops	: Any Field Crops/ Horticultural Crops/ Fruit Crops
Application Time	: At and after flowering/ fruiting.
Compatibility	: Compatible with most of all pesticides/ fungicides/PGR
Pack In	: Glass OR HDPE bottles
Packing Available	: 1) 2 ml Ampoule/ 20 ml Pouch 2) HDPE Bottles 50ml/ 100ml/ 250ml/ 500 ml/ 1 Lt
Bulk Packing Available	: 50 Lt/ 100 Lt/ 200 Lt HDPE container

### 2) VAKIL (BIO-STIMULANT) - CAPSULE



Content	: Carboxylic Acid & Folic Acid
Function	: To increase no.of. flowers and to prevents pre-dropping of fruits & flowers
Dose	: 1 capsule for 15 lit of water.
Recommended Crops	: Any Field Crops/ Horticultural Crops/ Fruit Crops
Application Time	: At and after flowering/ fruiting.
Compatibility	: Compatible with most of all pesticides/ fungicides/PGR
Packing Available	: In capsule
Bulk Packing Available	: In powder form - 25 kg Drum

### 3) KHANJAR (ORGANIC PESTICIDE)



Content	: Alkaloid and salt of fatty acid with mixture of wild plant oil
Function	: To control Heliothis, Spodoptera and other larva
Dose	: 1.35 to 1.50 ml per Liter of water
Recommended Crops	: Any Field Crops/ Horticultural Crops
Application Time	: At the time of pest seen
Compatibility	: Compatible with most of all pesticides/ fungicides/PGR
Pack In	: Aluminum bottle or HDPE Bottle
Packing Available	: 20 ml/50 ml / 100 ml / 250 ml / 500 ml / 1 Lt/ 5 Lt
Bulk Packing Available	: 200 Lt HDPE container

## 4) VANSH (ORGANIC PESTICIDE)



Content	: Alkaloid, Fatty acid and Oil of Wild plants
Function	: To control Thrips and Red mites
Dose	: 1.35 to 1.50 ml per Liter of water
Recommended Crops	: Any Field Crops/ Horticultural Crops
Application Time	: At the time of pest seen
Compatibility	: Compatible with most of all pesticides/ fungicides/PGR
Pack In	: Aluminum bottle/ HDPE Bottle
Packing Available	: 50 ml / 100 ml / 250 ml / 500 ml / 1 Lt / 5 Lt
Bulk Packing Available	: 200 Lt HDPE container

## 5) SAFAYO (ORGANIC PESTICIDE)



Content	: Alkaloid and Fatty acid
Function	: To control mealy bugs, white flies, sucking pests
Dose	: 2.5 to 3.00 ml per Liter of water
Recommended Crops	: Any Field Crops/ Horticultural Crops/ Fruit Crops
Application Time	: At the time of pest seen
Compatibility	: Compatible with most of all pesticides/ fungicides/PGR
Pack In	: HDPE bottles Packing
Available	: 50 ml / 100 ml / 250 ml / 500 ml / 1 Lt / 5 L
Bulk Packing Available	: 200 Lt HDPE container

## 6) VOLVINO (ORGANIC FUNGICIDE)



Content	: Alkaloid and Salt of Fatty acid with some special adjuvants.
Function	: To control Rust, Powdery Mildew, Downy mildew, Leaf Spot, Anthracnose, etc.
Dose	: 1.5 to 2 ml per Liter of water
Recommended Crops	: Any Field Crops/ Horticultural Crops/ Fruit Crops
Application Time	: Pre OR post application
Compatibility	: Compatible with most of all pesticides/ fungicides/PGR
Pack In	: HDPE bottles
Packing Available	: 50 ml / 100 ml / 250 ml / 500 ml / 1 Lt / 5 Lt
Bulk Packing Available	: 200 Lt HDPE container

## 7) SUPRA (ORGANIC PESTICIDE)



Content	: Alkaloid, Fatty acid and Oil of Wild plants
Function	: To control Thrips, Aphid, White Flies and Jassid
Dose	: 1.50 to 1.75 ml per Liter of water
Recommended Crops	: Any Field Crops/ Horticultural Crops
Application Time	: At the time of pest seen
Compatibility	: Compatible with most of all pesticides/ fungicides/PGR
Pack In	: Aluminum Bottles
Packing Available	: 50 ml / 100 ml / 250 ml / 500 ml / 1 Lt / 5 Lt
Bulk Packing Available	: 200 Lt HDPE container

## 8) SHAKTI (ORGANIC PESTICIDE)



Content	: Salt of, Fatty acid and Oil of Wild plants
Function	: To control Thrips and Red mites
Dose	: 20 ml per 15 Liter of water
Recommended Crops	: Any Field Crops/ Horticultural Crops
Application Time	: At the time of pest seen
Compatibility	: Compatible with most of all pesticides/ fungicides/PGR
Pack In	: Aluminum bottle/ HDPE Bottle
Packing Available	: 20 ml / 50 ml / 100 ml / 250 ml / 500 ml / 1 Lt / 5 Lt
Bulk Packing Available	: 200 Lt HDPE container

## 9) VIBRANT (FLOWERING AND GROWTH STIMULANT)



Content	: Cytokinin and other Plant Enzymes
Function	: To increase No.of flowers and to prevents pre-dropping of fruits & flowers
Dose	: 1.66 to 1.70 ml per Liter of water
Recommended Crops	: Any Field Crops/ Horticultural Crops/ Fruit Crops
Application Time	: At any time.
Compatibility	: Compatible with most of all pesticides/ fungicides/PGR
Pack In	: HDPE bottles
Packing Available	: 25 ml / 50 ml / 100 ml / 250 ml / 500 ml / 1 Lt / 5 Lt
Bulk Packing Available	: 200 Lt HDPE container

## 10) Mite Win (ORGANIC MITICIDE)



Content	: Alkaloid, and Fatty acid
Function	: To control Red Mites and Thrips.
Dose	: 1.33 to 1.35 ml per Liter of water
Recommended Crops	: Any Field Crops/ Horticultural Crops/ Fruit Crops
Application Time	: At the time of pest seen
Compatibility	: Compatible with most of all pesticides/ fungicides/PGR
Pack In	: Aluminum bottles
Packing Available	: 50 ml / 100 ml / 250 ml / 500 ml / 1 Lt / 5 Lt
Bulk Packing Available	: 200 Lt HDPE container

## 11) HUMISIK- 12% (LIQUID.)



Content	: Humic Acid 12%
Function	: To increase growth of roots and ultimately it increases growth of plants.
Dose	: 2.50 to 3.00 ml per Liter of water
Recommended Crops	: Any Field Crops/ Horticultural Crops/ Fruit Crops
Application Time	: At any time and as a seed treatment, as foliar spray, as drenching.
Compatibility	: Compatible with most of all pesticides/ fungicides/PGR
Pack In	: HDPE bottles and Jar
Packing Available	: 100 ml / 250 ml / 500 ml / 1 Lt / 5 Lt
Bulk Packing Available	: 200 Lt HDPE container

## 12) SIYAGRO (FLOWERING STIMULANT)



Content	: Ascophylum Spp. with carboxylic Acid
Function	: To increase No.of flowers and to prevents pre-dropping of fruits & flowers
Dose	: 0.75 to 1.00 ml per Liter of water
Recommended Crops	: Any Field Crops/ Horticultural Crops/ Fruit Crops
Application Time	: At any time.
Compatibility	: Compatible with most of all pesticides/ fungicides/PGR
Pack In	: HDPE bottles
Packing Available	: 25 ml / 50 ml / 100 ml / 250 ml / 500 ml / 1 Lt / 5 Lt
Bulk Packing Available	: 200 Lt HDPE container

### 13) JIRAKING (GROWTH PROMOTER FOR CUMIN ONLY)



Content	: Sea weeds with plant enzymes, micronutrients and Vitamins
Function	: To increase growth and no.of stems
Dose	: 3.00 to 3.50 ml per Liter of water
Recommended Crops	: Jiraking is specially developed for Cumin crop but can be use for any Field Crops/ Horticultural Crops/ Fruit Crops
Application Time	: At any time.
Compatibility	: Compatible with most of all pesticides/ fungicides/PGR
Pack In	: HDPE bottles
Packing Available	: 100 ml / 250 ml / 500 ml / 1 Lt / 5 Lt
Bulk Packing Available	: 200 Lt HDPE container

### 14) NEEMOX (NEEM BASED HERBAL PESTICIDE)



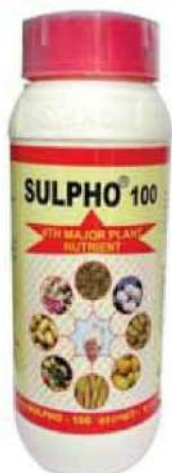
Content	: Neem Oil
Function	: Works as as Anti feedent, Repellant and killer
Dose	: 3.50 to 4.00 ml per Liter of water
Recommended Crops	: Any Field Crops/ Horticultural Crops/ Fruit Crops
Application Time	: At the time of pest seen OR before as a pre treatment
Compatibility	: Compatible with most of all pesticides/ fungicides/PGR
Pack In	: HDPE bottles
Packing Available	: 250 ml / 500 ml / 1 Lt / 5 Lt
Bulk Packing Available	: 200 Lt HDPE container

### 15) SICOP (LIQUID COPPER SOLUTION)



Content	: Liquid copper solution
Function	: Copper functioned as a fungicide and growth promoter
Dose	: 3.50 to 4.00 ml per Liter of water
Recommended Crops	: Any Field Crops/ Horticultural Crops/ Fruit Crops
Application Time	: At any time.
Compatibility	: Compatible with most of all pesticides/ fungicides/PGR
Pack In	: HDPE bottles
Packing Available	: 250 ml / 500 ml / 1 Lt / 5 Lt
Bulk Packing Available	: 200 Lt HDPE container

## 16) SULPHO-100 (LIQUID SULPHUR SOLUTION)



Content	: Liquid Sulphur solution
Function	: Sulphur functioned as a fungicide, growth promoter and as a miticide
Dose	: 3.50 to 4.00 ml per Liter of water
Recommended Crops	: Any Field Crops/ Horticultural Crops/ Fruit Crops
Application Time	: At any time.
Compatibility	: Depend on pesticidal properties
Pack In	: HDPE bottles
Packing Available	: 500 ml/ 1 Lt/ 5 Lt
Bulk Packing Available	: 200 Lt HDPE container

## 17) STICK-30 (STICKING AND SPREADIG AGENT)



Content	: Sticking & Spreading Agent AG-30 grade.
Function	: To use with all pesticides & fungicides as a Spreader, Sticker.
Dose	: 1.50 to 2.00 ml per Liter of water
Recommended Crops	: Any Field Crops/ Horticultural Crops/ Fruit Crops
Application Time	: At any time.
Compatibility	: Compatible with most of all pesticides/ fungicides/PGR
Pack In	: HDPE bottles
Packing Available	: 50 ml/ 100 ml/ 250 ml/ 500 ml/ 1 Lt/ 5 Lt
Bulk Packing Available	: 200 Lt HDPE container

## 18) SIKKO ZYME (GROWTH PROMOTER)



Content	: Bio Organic Zyme contains sea weeds with plant enzymes.
Function	: To increase growth and no.of flowers and to prevents pre-dropping of fruits & flowers
Dose	: 2.50 to 3.00 ml per Liter of water
Recommended Crops	: Any Field Crops/ Horticultural Crops/ Fruit Crops
Application Time	: At any time.
Compatibility	: Compatible with most of all pesticides/ fungicides/PGR
Pack In	: HDPE bottles
Packing Available	: 50 ml/ 100 ml/ 250 ml/ 500 ml/ 1 Lt/ 5 Lt
Bulk Packing Available	: 200 Lt HDPE container

## 19) VOOM SPRAY (NITROBENZENE 20% W/W)



Content	: Nitrobenzene 20% with carboxylic acid
Function	: To increase no.of. flowers and to prevents pre-dropping of fruits & flowers
Dose	: 2.00 to 3 ml per Liter of water
Recommended Crops	: Any Field Crops/ Horticultural Crops/ Fruit Crops
Application Time	: At any time.
Compatibility	: Compatible with most of all pesticides/ fungicides/PGR
Pack In	: HDPE bottles
Packing Available	: 50 ml/ 100 ml/ 250 ml/ 500 ml/ 1 Lt/ 5 Lt
Bulk Packing Available	: 200 Lt HDPE container

## 20) ZIB Plus (GROWTH PROMOTER)



Content	: Organic substances which works as like a chemical zibralic acid.
Function	: To increase growth and no.of flowers and to prevents pre-dropping of fruits & flowers
Dose	: 0.25 gm per Liter of water
Recommended Crops	: Any Field Crops/ Horticultural Crops/ Fruit Crops
Application Time	: At any time.
Compatibility	: Compatible with most of all pesticides/ fungicides/PGR
Pack In	: HDPE bottles
Bulk Packing Available	: 10 Kg HDPE Jar
Note	: Need not to dissolve in Acetone or any chemicals but direct soluble water.

## 21) NUTRI HOARD (SEA WEED JELLY AND EXTRACT)



Content	: Green algae / Brown algae / Ascophyllum / Sargassum Spp. etc sea weeds
Function	: Growth and flowering stimulant
Dose	: 1. For soil Application: To dilute 2 kg jelly in 18 to 30 lt of water and spray on bentonite granules for soil application (Zyme Granule) 2. For foliar Application
Application	: To dilute 1 kg jelly in 8 lt of water and fill in the bottle
Recommended Crops	: Any Field Crops/ Horticultural Crops/ Fruit Crops
Application Time	: At the time and any stage of crop
Compatibility	: Compatible with most of all pesticides/ fungicides/PGR
Pack In	: HDPE bottles for liquid and 50 kg HDPE drum for granules
Bulk Packing Available	: 100 kg / 200 kg HDPE container

## 22) SIKTONE (PLANT MICRO NUTRIENT)



Content	: Fe, Zn, Bo, Mn, Mo, Mg
Function	: To increase growth of plants
Dose	: 3.00 to 3.50 ml per Liter of water
Recommended Crops	: For any Field Crops/ Horticultural Crops/ Fruit Crops
Application Time	: At any time.
Compatibility	: Compatible with most of all pesticides/ fungicides/PGR
Pack In	: HDPE bottles
Packing Available	: 100 ml / 250 ml / 500 ml / 1 Lt / 5 Lt
Bulk Packing Available	: 200 Lt HDPE container

## 23) FUNGI PLUS (ORGANIC FUNGICIDE)



Content	: Alkaloid and Biocides
Function	: It acts as best Fungicide, Bactericide and Viricide. To control Rust, Powdery Mildew, Downy mildew, Leaf spot, Anthracnose, Root Rot, Curling etc.
Dose	: 0.50 to 0.70 gm per Liter of water
Recommended Crops	: Any Field Crops/ Horticultural Crops/ Fruit Crops
Application Time	: At any time and any stage of crop
Compatibility	: Compatible with most of all pesticides/ fungicides/PGR
Pack In	: HDPE bottles
Packing Available	: 50 gm / 100 gm / 250 gm / 500 gm / 1 Kg / 5 kg
Bulk Packing Available	: 25 kG HDPE / Corrugated container

## 24) SIGNATIC (FLOWERING AND GROWTH STIMULANT)



Content	: Amino Acid + Fulvic Acid + Cytokinine
Function	: 1. To increase vegetative growth of plants 2. To increases No. of flowers 3. To Prevents pre-dropping of fruits & flowers 4. It can be use at the time of scarcity of water.
Dose	: 2.00 to 2.50 ml per Liter of water
Recommended Crops	: Any Field Crops/ Horticultural Crops/ Fruit Crops
Application Time	: At any time.
Compatibility	: Compatible with most of all pesticides/ fungicides/PGR
Pack In	: HDPE bottles
Packing Available	: 25 ml / 50 ml / 100 ml / 250 ml / 500 ml / 1 Lt / 5 Lt
Bulk Packing Available	: 200 Lt HDPE container

## 25) DOKAMAR (ORGANIC PESTICIDE)



Content	: Alkaloid and salt of fatty acid with mixture of wild plant oil
Function	: To control Heliothis, Spodoptera and other larva.
Dose	: 0.33 ml per Liter of water
Recommended Crops	: Any Field Crops/ Horticultural Crops/ Fruit Crops
Application Time	: At any time of pest seen
Compatibility	: Compatible with most of all pesticides/ fungicides/PGR
Pack In	: Any bottle
Packing Available	: 50 ml / 100 ml / 250 ml / 500 ml / 1 Lt / 5 Lt
Bulk Packing Available	: 200 Lt HDPE container

**BEST FOR THE CONTROL OF BRINJAL FRUIT BORER AND SHOOT BORER.**

## 26) DIAMOND (GROWTH PROMOTER)



Content	: Bio Organic Zyme with 16 micronutrients.
Function	: To increase growth and no. of flowers and to prevent pre-dropping of fruits & flowers
Dose	: 3 to 3.50 ml per Liter of water
Recommended Crops	: Diamond is specially developed for B.T. Cotton but can be used for any Field Crops/ Horticultural Crops/ Fruit Crops
Application Time	: At any time.
Compatibility	: Compatible with most of all pesticides/ fungicides/PGR
Pack In	: HDPE bottles
Packing Available	: 100 ml / 250 ml / 500 ml / 1 Lt / 5 Lt
Bulk Packing Available	: 200 Lt HDPE container

## 27) MONO TEJ (HERBAL PESTICIDE)



Content	: Ark from leaves and oil from seeds of wild plants
Function	: To control Sucking pests and small stage larva
Dose	: 3.0 to 3.50 ml per Liter of water
Recommended Crops	: Any Field Crops/ Horticultural Crops/ Fruit Crops
Application Time	: At the time of pest seen
Compatibility	: Compatible with most of all pesticides/ fungicides/PGR
Pack In	: HDPE bottles
Packing Available	: 50 ml / 100 ml / 250 ml / 500 ml / 1 Lt / 5 Lt
Bulk Packing Available	: 200 Lt HDPE container

## 28) HUMIC-95 (GROWTH PROMOTER)



Content	: Humic Acid 95% & Fulvic Acid 5%
Function	: To increase growth of roots and ultimately it increases growth of plants.
Dose	: 0.25 gm per Liter of water
Recommended Crops	: Any Field Crops/ Horticultural Crops/ Fruit Crops
Application Time	: At any time and as a seed treatment, as foliar spray, as drenching.
Compatibility	: Compatible with most of all pesticides/ fungicides/PGR
Pack In	: HDPE bottles and Jar
Packing Available	: 50 gm / 100 gm / 250 gm / 500 gm
Bulk Packing Available	: 25 kg HDPE Bags

## 29) Double Attack (ORGANIC PESTICIDE)



Content	: Alkaloid and salt of fatty acid with mixture of wild plant oil
Function	: To control Heliothis, Spodoptera and other larva
Dose	: 1.35 to 1.50 ml per Liter of water
Recommended Crops	: Any Field Crops/ Horticultural Crops
Application Time	: At the time of pest seen
Compatibility	: Compatible with most of all pesticides/ fungicides/PGR
Pack In	: Aluminum bottle or HDPE Bottle
Packing Available	: 50 ml / 100 ml / 250 ml / 500 ml / 1 Lt / 5 Lt
Bulk Packing Available	: 200 Lt HDPE container

## 30) VAT (ORGANIC PESTICIDE)



Content	: Concentrated Ark from leaves and oil from seeds of wild plants
Function	: To control Sucking pests and small stage larva (Function like chemical Acephate)
Dose	: 3.0 to 3.50 gm per Liter of water
Recommended Crops	: Any Field Crops/ Horticultural Crops/ Fruit Crops
Application Time	: At the time of pest seen or before
Compatibility	: Compatible with most of all pesticides/ fungicides/PGR
Pack In	: HDPE Jar OR Aluminum foil Pouch
Packing Available	: 250 gm / 500 gm / 1 kg
Bulk Packing Available	: 25 kg HDPE bags

### 31) JET (GROWTH PROMOTER)



Content	: Humic Acid 95% & Fulvic Acid 5%
Function	: To increase growth of roots and ultimately it increases growth of plants.
Dose	: 0.20 gm per Liter of water
Recommended Crops	: Any Field Crops/ Horticultural Crops/ Fruit Crops
Application Time	: At any time and as a seed treatment, as foliar spray, as drenching.
Compatibility	: Compatible with most of all pesticides/ fungicides/PGR
Pack In	: HDPE bottles and Jar
Packing Available	: 50 gm/ 100 gm/ 250 gm/ 500 gm
Bulk Packing Available	: 25 kg HDPE Bags

### 32) SIKZYME (GROWTH PROMOTER)



Content	: Bio Organic Zyme contains sea weeds with plant enzymes.
Function	: To increase growth and no.of flowers and to prevents pre-dropping of fruits & flowers
Dose	: 3.00 ml per Liter of water
Recommended Crops	: Any Field Crops/ Horticultural Crops/ Fruit Crops
Application Time	: At any time.
Compatibility	: Compatible with most of all pesticides/ fungicides/PGR
Pack In	: HDPE bottles
Packing Available	: 50 ml/ 100 ml/ 250 ml/ 500 ml/ 1 Lt/ 5 Lt
Bulk Packing Available	: 200 Lt HDPE container

### 33) BIO-M-45 (ORGANIC FUNGICIDE)



Content	: Botanical Materials
Function	: To control / Prevents Fungal and bacterial diseases of plants. Diseases like Rust, Blast, Leaf spot, Powdery Mildew, Downey Mildew, Root Rot, Fruit Rot etc.
Dose	: 3.00 gm per Liter of water
Recommended Crops	: Any Field Crops/ Horticultural Crops/ Fruit Crops
Application Time	: At the time of disease seen OR before as a preventive
Compatibility	: Compatible with most of all pesticides/ fungicides/PGR
Pack In	: HDPE Jar or Pouch
Packing Available	: 250 gm/ 500 gm/ 1 kg
Bulk Packing Available	: 25 kg HDPE bags Fruit Crops control

### 34) VAKIL-3D (HERBAL PESTICIDE+FUNGICIDE+ BIO STIMULANT)-100% Organic



- Content : 1.Sea Weeds for bio-stimulant function  
2.Natural fungicide (From Plants)  
3.Natural pesticide (From Plants)
- Function : 1.To increase plant growth & flowering  
2.To control soil pest like termite, root borer, etc  
3.To control harmful soil fungus & bacteria.  
4.To improve the soil fertility.
- Dose : 4 kg to 6 kg per acre
- Recommended Crops : Any Field Crops/ Horticultural Crops/ Fruit Crops
- Application Time : At the time of sowing or after sowing (Light Irrigation Require)
- Compatibility : Compatible with most of all chemical fertilizers
- Pack In : Pouch packing
- Packing Available : 4 kg bag / 25 kg drum/ 50 kg drum
- Bulk Packing Available : 25 kg HDPE bags

### 35) VASOOL (BIO ORGANIC ZYME BASED PRODUCT)



- Content : Sea Weed and Humic acid
- Function : Growth and flowering stimulant by root growth
- Dose : 4 to 6 kg per acre
- Recommended Crops : Any Field Crops/ Horticultural Crops/ Fruit Crops
- Application Time : At the time of sowing or any stage of crop (Light Irrigation Require)
- Compatibility : Compatible with most of all chemical fertilizer
- Pack In : Pouch packing
- Packing Available : 4 kg bag / 25 kg drum/ 50 kg drum
- Bulk Packing Available : 25 kg HDPE bags

### 36) BHAGAMBHAG (ORGANIC PIG/ANIMAL REPELLENT)



- Content : Bad smell plant extract
- Function : It act as a best animal repellent. It is best for repel wild pig which damage field crops.
- Dose : 5 kg for 1 Acre
- Application Guid : To make boundary up to 4 ft broad casting by hands.
- Recommended Animal : Mostly effective for pigs
- Application Time : At any time.
- Pack In : 5 kg bags / pouch
- Packing Available : 5 kg
- Bulk Packing Available : 50 kg HDPE Bags

### 37) VAKIL (BIO ORGANIC ZYME BASED PRODUCT)



Content	: Green algae / Brown algae Spp. and humic acid
Function	: Growth and flowering stimulant by root growth
Dose	: 2 kg per acre
Recommended Crops	: Any Field Crops/ Horticultural Crops/ Fruit Crops
Application Time	: At the time of sowing or any stage of crop (Light Irrigation Require)
Compatibility	: Compatible with most of all chemical fertilizer
Pack In	: Pouch OR Box packing
Packing Available	: 1 kg Corrugated Box
Bulk Packing Available	: 25 kg HDPE bags

### 38) FORATO-4 (HERBAL PESTICIDE+BIO STIMULANT)



Content	: 1. Sea Weeds for bio-stimulant function 2. Natural pesticide (From Plants)
Function	: 1. To increase plant growth & flowering 2. To control soil pest like termite, root borer, etc 3. To improve the soil fertility.
Dose	: 3 kg to 4 kg per acre
Recommended Crops	: Any Field Crops/ Horticultural Crops/ Fruit Crops
Application Time	: At the time of sowing or after sowing (Light Irrigation Require)
Compatibility	: Compatible with most of all chemical fertilizers
Pack In	: Pouch packing / Box Packing
Packing Available	: 1 kg Pouch packing
Bulk Packing Available	: 25 kg HDPE bags

### 39) Black Suriya (HUMIC ACID GRANULE SERIES)



A) Grade-1 (Black Suriya) Shiny Round Bolls	
Contents:	Humic Acid - 25%
	Amino Acid - 25%
	Nitrogen - 16%
	Potash - 1%
	Other Micronutrients
B) Grade-2	
Contents:	Humic Acid - 3%
	CaO - 5%
	MgO - 7%
	Sulphur - 3%
C) Grade-3	
Contents:	Humic Acid - 2%
	CaO - 7%
	MgO - 9%
	Sulphur - 2%

# Our Range of Pesticide Products



**Sikthene**  
Acephate 75 % SP



**Sikkophor**  
Phorate 10 % CG



**Sikkozeb**  
Mancozeb 75 % WP



**Atrasik**  
Atrazine 50% WP



**Combosik**  
Carbendazim 12% + Mancozeb 63% WP



**Siksulf**  
Sulphur 80 % WP



**Siktara**  
Thimethoxam 25 % WG



**Bifensik**  
Bifenthrin 10% EC



**Siknil**  
Fipronil 5% SC



**Sikkotaf**  
Hexaconazole 5 % SC



**Glysik**  
Glyphosate 41 % SL



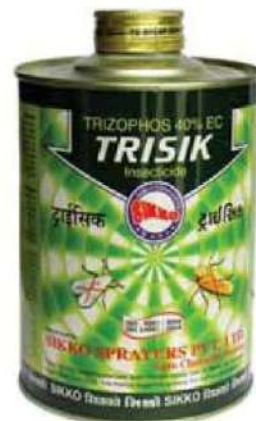
**Hotsik**  
2-4-D Amine Salt-58% SL



**Endosik**  
Endosulfan 35 % EC



**Malasik**  
Malathion 50 % EC



**Trisik**  
Trizophos 40% EC



**Pendisik**  
Pendimethalin 30% EC



**Sikthene**  
Acephate 75%SP



**Sikkocil**  
Monocrotophos 36 % SL



**Sikkoban**  
Chlorpyriphos 20 % EC



**Lemsik**  
Lambdacyhalothrin 5 % EC



**Sikkofen**  
Fenvalerate 20% EC



**Lenocet-505**  
Chlorpyriphos 50% +  
Cypermethrin 5% E.C.



**Chlorsik**  
Chlorpyrifos 50% EC



**Cyprosik**  
Profenofos 40% Cypermethrin 4% EC



**Glysik**  
G 20 % EC



**Midasik**  
Imidacloprid 30.5 % SC



**Parasik**  
Paraquate Dichlorite 24 % SL



**Sikkomida**  
Imidacloprid 17.8 % SL



**Sikkofen**  
Fenvalerate 20% EC



**Fertisik**  
Sulphur 90% WG



**Bluesik**  
Copper Oxychloride 50% SP



**Sikprid**  
Acetamiprid 20% SP



**Sikgrip**  
Metsulfuron Methyl 20 % WP



## WATER MILLON

Scientific Name	: Citrullus vulgaris
Days of maturity	: 80 to 90 days
Harvest in	: 37-40 days after from flowering
Fruit shape	: Ob-long fruit in light green with clear dark tiger strips
Skin thickness	: 1.3 cm
Fruit weight	: 650 to 750 gm
Spacing	: 60 x 180 cm.
Remark	: Toleran to antracnose, drought and wet condition
Packing Size	: 10 g. / 50 g.



## BOTTLE GOURD

Scientific Name	: Legenaria siceraria
Seeds Rate	: 2 kg / ha.
Avg. Fruit length	: 20 to 25 inch
Fruit color	: Light Green
Mature Fruit (g)	: 10 to 15
Days to harvest	: 75 to 80
Fruit weight	: 650 to 750 gm.
Spacing	: 60 x 180 cm.
Packing Size	: 10 g. / 50 g.



## BITTER GOURD

Scientific Name	: Momordica charantia
1st picking	: 60 to 65 days after sowing
Fruit Shape	: Medium thick with pointed spines
Fruit color	: Dark Green
Mature Fruit (g)	: 10 to 15
Packing Size	: 10 g. / 50 g.



## CHILLI

Scientific Name	: Capsiandrum sativum l.
Seed Rate	: 200 to 250 gm/ha.
Spacing	: 60 x 45 or 90 x 60 cm
First color	: Green
First Picking of fruit	: 65 to 70 days
Fruit length	: 10 to 12 cm
pungency	: Medium
Growing Season	: All Year round
Fruit Color	: 80 to 90
Days of maturity	: 250 to 230 days
Packing size	: 10 g.



## RADISH

Scientific Name	: Raphanus sativus l.
Seed Rate	: 5 x 20
Spacing	: 2.5-7.5 x 45-60
Fruit Weight	: White
Fruit Weight	: 80 to 85 gm.
Season	: kharib & Rabi
Days of Maturity	: 60 days sowing
Packing Size	: 10 g./50 g./100 g./250 g.



## RIDGE GOURD

Scientific Name	: Beta Vulgaris
Seeds Rate	: 500 to 700/Acre
Spacing	: with support 180x200 x 60 cm, without support 100-120 x 60 cm.
Sowing period	: Kharif - June to July, Summer - Jun to Feb.
Fruit Avg. Weight	: 130 to 150 g.
Avg. fruit length	: 25 to 30 cm
Packing Size	: 10 g. / 50 g.



## SMOOTH GOURD

Scientific Name	: Luffa cylindrical roem.
Fruit color	: Dark Green
Fruit Shape	: Cylindrical and smooth
Fruit Avg. Weight	: Avg. 110 to 130 g.
Avg. fruit length	: 4 to 5 cm
Packing Size	: 10 g. / 50 g.



## BHINDI (OKRA)

Scientific Name	: Almoschus esculentus
Plant Habit	: Medium Tall
Nos. of Branches	: 3 to 4
Nos. of Edge	: 4 to 5
Fruit length	: Medium long
Fruit color	: Dark green
Length of inter nodes	: Medium
Yield Potentially (Qtl.Ha)	: 90 to 150

## TOMATO



Scientific Name	: Lycopersicon esculentum Mil	Spacing	: 0.5 x 0.5 m
Plant Type	: Indeterminate	Mature fruit color	: Orangish red
Young Mature fruit color	: Green shoulder	Sugar content	: 7-8 Brix
Fruit appearance	: Oval	Packing size	: 10 g
Flesh texture	: Firm		
Mature fruit (g)	: 10 to 15		
Days to harvest	: 75 to 80		
Growing season	: All year round		
Plant vigor	: Strong		

## CUCUMBER



Scientific Name	: Cucumis sativusl.
Days of first Harvest	: 37 to 40 days
Harvest in	: 37-40 days after from flowering
Fruit Shape	: Cylindrical
Fruit Length	: Whitish geen.
Fruit Weight	: 17 to 19 cm.
Packing size	: 10 g. / 50 g.

## BRINJAL



Scientific Name	: Solanum melongena
Seed Rate	: 150 to 200 gm/ha.
Spacing	: 45-60 x 60-75 cm
Fruit color	: Dark purple with white strips
First Picking of fruit	: 65 to 70 days after transplanting
Fruit Weight	: 75 to 90 gm.
Thorns	: Thornless
Growing Season	: All year round
Days of Maturity	: 205 to 230 days
Packing size	: 10 g.

## CABBAGE



Scientific Name	: Brassica oleracca var, capitata
Single Weight	: 1 to 1.6 kg
Spacing	: 30-60 x 30-75 cm.
Seed Rate	: 300 to 400 gm/ha.
First Picking of Fruit	: 65 to 70 days
Standing ability	: 30 days after maturity
Days of maturity	: 70 to 75 days after transplanting
Proper density	: 52400 to 59900 plant/ha.
Packing size	: 10 g.

## Packing and Dispatch

Our Pesticides products are packed in HDPE Bags of 50 Kgs, Pouch, Aluminum, Tin, Pet Bottles and Fertilizer products in HDPE Bags of 50Kgs, Organic Fertilizer in plastic Bucket, Drum etc. Bucket and Drum attractive packing and durability of our product attract the end users who are farmers. The Bucket and Drum are again useful to farmer in their daily life and in farming purpose. The packing materials are procured from our local market and are easily available.

## Marketing and Distribution Arrangement

Our success lies in the strength of our relationship with our 400 reputed dealers who have been associated with our Company for a long period. We do marketing of our products by Television Advertisement, Poster, Banner, and as per requirement of our Area Managers we conduct Road Show- "Rath Show" in various cities of Gujarat and carry out Field work activity programmes for Farmers, one to one Meeting with Farmers and giving Live Demonstrations of our products. Our company has appointed Mr. Satish Kumar Pandey as Marketing Manager who looks after our marketing department. In addition our company has appointed General Manager and Area Manager Officers, representative who are engaged in various field work and helps us to increase top line of our Company. Our Promoter Mr. Jayantibhai Kumbhani and Mr. Ghanshyambhai Kumbhani through their vast experience and good relations with clients owing to timely and quality delivery of products plays an instrumental role in creating and expanding a work platform for our Company. Our clients are spreader all over India; However our majority of clients are located in the state of Gujarat, Rajasthan, Maharashtra, Uttar Pradesh, West Bengal etc. We have the locational advantage as regards to our manufacturing facility located in outskirts of the Ahmedabad on Sanand Highway, which is known for its agricultural and industrial products. Based on experience of our promoters and market conditions, we do keep our buffer stock. The whole process of Marketing and Distribution arrangement is summarized below;

### Fertilizer(s)



### Pesticide(s)



## COMPETITION

We operate in a highly competitive market and there are large numbers of players in organized sector as well as in unorganized sector. Our competition depends on the products being offered by various companies in the organized segment besides several other factors like quality, price, and timely delivery. Competition emerges not only from organized sector but also from the unorganized sector and from both small and big regional and National players. Our experience in this business has enabled us to provide quality products in response to customer's demand for best quality.

### Capacity and Capacity Utilization of Pesticide and Fertilizer Unit

Name of the Product	Installed Capacity (P.A.)	Capacity Utilization		
		F.Y. 2013-14	F.Y. 2014-15	F.Y. 2015-16
<b>All Kind of Pesticide(s)</b> (In Litre(s)/Kgs)	18,00,000	11,20,000	11,20,000	13,90,000
In %	100.00	62.22	62.22	77.22
<b>All kinds of Fertilizers</b> (In MT)	40,000	9,800	8,600	9,900
In %	100.00	24.50	21.50	24.75

### Projected Capacity Utilization


Name of the Product	Installed Capacity (P.A.)	Capacity Utilization		
		F.Y. 2016-17	F.Y. 2017-18	F.Y. 2018-19

<b>All Kind of Pesticide(s)</b> (In Litre(s)/Kgs)	18,00,000	15,70,000	17,00,000	17,50,000
In %	100.00	87.22	94.44	97.22
<b>All kinds of Fertilizers</b> (In MT)	40,000	10,800	15,000	22,000
In %	100.00	27.00	37.50	55.00

### Intellectual Property Rights

Our Company has registered the Trade Mark under the Trade Marks Act, 1999. Details of our registered Trade Marks are as follows;



Sr. No.	Authority Granting Approval	Registration No.	Class of Trademark	Nature of Approvals	Validity
1.	Registrar of Trademarks	Trade Mark No. 2618595 issued vide certificate No. 1296882 dated August 4, 2016	Class No. 5 (Organic Animal Repellant, Pesticides and Insecticides)	Approval for using below mark as registered trade mark <b>BHAGAM BHAG</b>	Valid up to October 25, 2023
2.	Registrar of Trademarks	Trade Mark No. 2092824 issued vide certificate No. 1296882 dated November 21, 2013	Class No. 1 (Fertilizer, Soil, Conditioner, Agrochemicals included in Class-1)	Approval for using below mark as registered trade mark <b>B.A.P.</b>	Valid up to February 1, 2021
3.	Registrar of Trademarks*	Trade Mark No. 1771330 issued vide certificate No. 967206 dated March 10, 2011	Class No. 5 (Pesticides, Herbicides and fungicides included in Class-5)	Approval for using below mark as registered trade mark 	Valid up to January 6, 2019
4.	Registrar of Trademarks	Trade Mark No. 2079570 issued vide certificate No. 1158873 dated February 26, 2014	Class No. 1 (Agro Chemicals and Fertilizers)	Approval for using below mark as registered trade mark 	Valid up to January 3, 2021
5.	Registrar of Trademarks	Trade Mark No. 1988365 issued vide certificate No. 1012628 dated May 31, 2011	Class No. 5 (Insecticides, Pesticides, Fungicides and Herbicides)	Approval for using below mark as registered trade mark <b>KHANJAR</b>	Valid up to July 2, 2020
6.	Registrar of Trademarks*	Trade Mark No. 996097 issued vide certificate No. 1026608 dated December 5, 2011	Class No. 5 (Pesticides)	Approval for using below mark as registered trade mark 	Valid up to March 12, 2021
7.	Registrar of Trademarks*	Trade Mark No. 1609962 issued vide certificate No. 860260 dated March 30, 2010	Class No. 5 (“Organic Manure Being Crop Enhancer” in Class 1)	Approval for using below mark as registered trade mark <b>DIAMOND</b>	Valid up to October 10, 2017
8.	Registrar of Trademarks	Trade Mark No. 3181785 issued vide certificate No. 1473388 dated February 16, 2017	Class No. 5 (Pesticides, Vermicides Included In Class 5)	Approval for using below mark as registered trade mark <b>MUNDAMAR</b>	Valid up to February 10, 2026
9.	Registrar of Trademarks	Refer table provided hereunder	Refer Table provided hereunder	Approval for using below mark as registered trade mark	Refer Table provided hereunder
















					
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\* Approval is in the name of Sikko Sprayers Private Limited








Sr. No.	Registration No.	Class of Trademark	Validity
1.	Trade Mark No. 3005149 issued vide certificate No. 1422434 dated December 25, 2016	Class 6	Valid up to July 10, 2025
2.	Trade Mark No. 3005156 issued vide certificate No. 1372465 dated October 11, 2016	Class 13	Valid up to July 10, 2025
3.	Trade Mark No. 3005158 issued vide certificate No. 1414617 dated December 16, 2016	Class 15	Valid up to July 10, 2025
4.	Trade Mark No. 3005160 issued vide certificate No. 1414622 dated December 16, 2016	Class 17	Valid up to July 10, 2025
5.	Trade Mark No. 3005161 issued vide certificate No. 1414616 dated December 16, 2016	Class 18	Valid up to July 10, 2025
6.	Trade Mark No. 3005163 issued vide certificate No. 1415280 dated December 17, 2016	Class 20	Valid up to July 10, 2025
7.	Trade Mark No. 3005165 issued vide certificate No. 1372474 dated October 11, 2016	Class 22	Valid up to July 10, 2025
8.	Trade Mark No. 3005166 issued vide certificate No. 1372473 dated October 11, 2016	Class 23	Valid up to July 10, 2025
9.	Trade Mark No. 3005169 issued vide certificate No. 1379753 dated October 20, 2016	Class 26	Valid up to July 10, 2025
10.	Trade Mark No. 3005170 issued vide certificate No. 1379926 dated October 20, 2016	Class 27	Valid up to July 10, 2025
11.	Trade Mark No. 3005174 issued vide certificate No. 1379673 dated October 20, 2016	Class 31	Valid up to July 10, 2025
12.	Trade Mark No. 3005176 issued vide certificate No. 1379711 dated October 20, 2016	Class 33	Valid up to July 10, 2025
13.	Trade Mark No. 3005177 issued vide certificate No. 1403297 dated October 20, 2016	Class 34	Valid up to July 10, 2025
14.	Trade Mark No. 3005178 issued vide certificate No. 1402676 dated December 1, 2016	Class 35	Valid up to July 10, 2025
15.	Trade Mark No. 3005180 issued vide certificate No. 1402773 dated December 1, 2016	Class 37	Valid up to July 10, 2025
16.	Trade Mark No. 3005181 issued vide certificate No. 1402833 dated December 2, 2016	Class 38	Valid up to July 10, 2025
17.	Trade Mark No. 3005183 issued vide certificate No. 1402779 dated December 1, 2016	Class 40	Valid up to July 10, 2025
18.	Trade Mark No. 3005184 issued vide certificate No. 1402745 dated December 1, 2016	Class 41	Valid up to July 10, 2025
19.	Trade Mark No. 3005185 issued vide certificate No. 1402674 dated December 1, 2016	Class 42	Valid up to July 10, 2025
20.	Trade Mark No. 3005186 issued vide certificate No. 1408092 dated December 9, 2016	Class 43	Valid up to July 10, 2025
21.	Trade Mark No. 3005187 issued vide certificate No. 1408240 dated December 9, 2016	Class 44	Valid up to July 10, 2025
22.	Trade Mark No. 3005188 issued vide certificate No. 1443002 dated January 17, 2017	Class 45	Valid up to July 10, 2025

Further, our Company has made an application for registering following Trade Marks under the Trade Marks Act, 1999.

Sr. No.	Authority Granting Approval	Class of Trademark	Approval for using below mark as registered trade mark
1.	Registrar of Trademarks	Class No. 1 (Agro Chemicals and Fertilizers)	
2.	Registrar of Trademarks	Class No. 1 (Agro Chemicals and Fertilizers)	

3.	Registrar of Trademarks	Class No. 5 (Preparations For Destroying Vermin, Fungicides, Herbicides, Pesticides, Insecticides Included In Class 05)	
4.	Registrar of Trademarks	Class No. 1 (Chemicals Used In Agriculture, Manure And Biochemicals Included In Class 01)	
5.	Registrar of Trademarks	Class No. 1 (Chemicals Used In Agriculture, Manure And Bio-chemicals Included In Class 01)	
6.	Registrar of Trademarks	Class No. 5 (Preparations For Destroying Vermin, Fungicides, Herbicides, Pesticides, Insecticides Included In Class 05)	
7.	Registrar of Trademarks	Class No. 1 (Chemicals Used In Agriculture, Manure And Bio-chemicals Included In Class 01)	
8.	Registrar of Trademarks	Class No. 5 (Preparations For Destroying Vermin, Fungicides, Herbicides, Pesticides, Insecticides Included In Class 05)	
9.	Registrar of Trademarks	Class No. 1 (Chemicals Used In Agriculture, Manure And Bio-chemicals Included In Class 01)	
10.	Registrar of Trademarks	Class No. 5 (Preparations For Destroying Vermin, Fungicides, Herbicides, Pesticides, Insecticides Included In Class 05)	
11.	Registrar of Trademarks	Class No. 1 (Chemicals Used In Agriculture, Manure And Biochemicals Included In Class 01)	
12.	Registrar of Trademarks	Class No. 5 (Preparations For Destroying Vermin, Fungicides, Herbicides, Pesticides, Insecticides Included In Class 05)	
13.	Registrar of Trademarks	Class No. 1 (Chemicals Used In Agriculture, Horticulture And Bio Chemicals Included In Class 1)	<b>BHAGAM BHAG</b>
14.	Registrar of Trademarks	Class No. 1 (Agro Chemicals And Fertilizers)	
15.	Registrar of Trademarks	Class No. 2 (Paints, Varnishes, Lacquers, Preservative Against Rust And Against Deterioration Of Wood, Colorants Mordents, Raw Natural Resins, Metals In Foils And Powder Form For Painters, Decorators, Printers And Artists)	
16.	Registrar of Trademarks	Class No. 3 (Bleaching Preparation And Other Substances For Laundry Use, Cleaning, Polishing, Scouring And Abrasive Preparations, Soaps, Perfumery, Essential Oils, Cosmetics, Hair Lotions, Dentifrices)	
17.	Registrar of Trademarks	Class No. 4 (Industrial Oils And Greases, Lubricants, Dust Absorbing, Wetting And Binding Compositions, Fuels (Including Motor Spirit) And Illuminants, Candles, Wicks)	
18.	Registrar of Trademarks	Class No. 7 (Machines And Machine Tools, Motors And Engines (Except For Land Vehicles), Machine Coupling And Transmission Components (Except For Land Vehicles), Agricultural Implements Other	

		Than Hand Operated, Incubators For Eggs)	
19.	Registrar of Trademarks	Class No. 8 (Hand Tools And Implements (Hand Operated), Cutlery, Side Arms, Razors)	
20.	Registrar of Trademarks	Class No. 9 (Scientific, Nautical, Surveying, Electric, Photographic, Cinematographic, Optical, Weighing, Measuring, Signaling, Checking (Supervision), Life Saving And Teaching Apparatus And Instruments, Apparatus For Recording, Transmission Or Reproduction Of Sound Or Images, Agnatic Data Carriers, Recording Discs, Automatic Vending Machines And Mechanisms For Coin Operated Apparatus, Cash Registers, Calculating Machines, Data Processing Equipments And Computers, Fire Extinguishing Apparatus)	
21.	Registrar of Trademarks	Class No. 10 (Surgical, Medical, Dental And Veterinary Apparatus And Instruments, Artificial Limbs, Eyes And Teeth, Orthopedic Articles, Suture Materials)	
22.	Registrar of Trademarks	Class No. 11 (Apparatus For Lighting, Heating, Steam Generating, Cooking, Refrigerating, Drying Ventilating, Water Supply And Sanitary Purposes)	
23.	Registrar of Trademarks	Class No. 12 (Vehicles, Apparatus For Locomotion By Land, Air Or Water)	
24.	Registrar of Trademarks	Class No. 14 (Precious Metals And Their Alloys And Goods In Precious Metals Or Coated Therewith, Not Included In Other Classes, Jewellery, Precious Stones, Horological And Chronometric Instruments)	
25.	Registrar of Trademarks	Class No. 16 (Paper, Cardboard And Goods Made From These Materials, Not Included In Other Classes, Printed Matters, Book Binding Materials, Photographs, Stationery, Adhesives For Stationery Or Household Purpose, Artists Materials, Paint Brushes, Typewriters And Office Requisites (Except Furnitures), Instructional And Teaching Material (Except Apparatus), Plastic Materials For Packaging (Not Included In Other Classes), Playing Cards, Printers, Type, Printing Blocks)	
26.	Registrar of Trademarks	Class No. 19 (Building Materials, (Non-Metallic), Non-Metallic Rigid Pipes For Building, Asphalt, Pitch And Bitumen, Non-Metallic Transportable Building, Monuments, Not Of Metal)	
27.	Registrar of Trademarks	Class No. 21 (Household Or Kitchen Utensils And Containers (Not Of Precious Metal Or Coated Therewith), Combs And Sponges, Brushes(Except Paints Brushes), Brush Making Materials, Articles For Cleaning Purposes, Steelwool, Unworked Or Semi-Worked Glass (Except Glass Used In Building), Glassware, Porcelain And Earthenware Not Included In Other Classes)	
28.	Registrar of Trademarks	Class No. 24 (Textiles And Textile Goods, Not Included In Other Classes, Bed And Table Covers)	

29.	Registrar of Trademarks	Class No. 25 (Clothing, Footwear, Headgear)	
30.	Registrar of Trademarks	Class No. 28 (Games And Playthings, Gyrnastic And Sporting Articles Not Included In Other Classes, Decorations For Christmas Trees)	
31.	Registrar of Trademarks	Class No. 29 (Meat, Fish, Poultry And Game, Meat Extracts, Preserved, Dried And Cooked Fruits And Vegetables, Jellies, Jams, Fruit Sauces, Eggs, Milk And Milk Products, Edible Oils And Fats)	
32.	Registrar of Trademarks	Class No. 30 (Coffee, Tea, Cocoa, Sugar, Rice, Tapioca, Sago, Artificial Coffee, Flour And Preparations Made From Cereals, Bread, Pastry And Confectionery, Ices, Honey, Treacle, Yeast, Baking Powder, Salt, Mustard, Vinegar, Sauces, (Condiments), Spices, Ice)	
33.	Registrar of Trademarks	Class No. 32 (Beers, Mineral And Aerated Waters, And Other Non-Alcoholic Drinks, Fruit Drinks And Fruit Juices, Syrups And Other Preparations For Making Beverages)	
34.	Registrar of Trademarks	Class No. 36 (Insurance, Financial Affairs, Monetary Affairs, Real Estate Affairs)	
35.	Registrar of Trademarks	Class No. 39 (Treatment Of Materials)	

### Indebtedness

Our Company is availing following Term Loans and Working Capital facilities from the following bank, details of which are as under:-

#### A. Name of the Lender: Bank of India

Date of Agreement	Sanction Amount	Purpose	Amount O/s as on October 31, 2016	Interest Rate per annum	Repayment Schedule	Security (Combined Security)	Period
Memorandum of Entry dated May 16, 2008 and subsequently modified vide Supplemental Deed of Hypothecation on February 22, 2011; March 16, 2011; June 22, 2012 and October 13, 2015.	₹727.00 Lakhs comprises of Fund Based Limit: Cash Credit limit of ₹700.00 Lakhs Term Loan II of ₹8. Lakh & Term Loan III of ₹19.00 Lakh;	Working Capital	₹ 383.13 Lakh	Cash Credit: 4.30% above Base Rate p.a. on monthly rest basis; Term Loan II: 4.80% above Base Rate p.a. on monthly rest basis; Term Loan III: 4.80%	Cash Credit: On demand Term Loan II: 60 monthly installment of ₹ 85,000/- commencing from May, 2011; Term Loan III: 60 monthly installment of ₹ 1,95,000/- commencing	All the tangible movable assets of the Company including in particular movable plant and machineries, equipments/ movable furniture & fixtures etc. both present and future, old and new whether installed or not and whether lying loose in cases at site or in transit or which may at any time during the continuance of this security being installed or lying at the Company's premises situated at 55 A & B Ambica Estate, and at survey no. 193, 2 A/1 & 2 A/2, Ambica Estate, Sanand Viramgam Highway, Village: Lyara, Tal: Sanand, Dist. Ahmedabad and at Godown at 95/ 96/ 97, Sahjanand Estate, Opp.	Cash Credit: Annual Term Loans: 60 Months

Date of Agreement	Sanction Amount	Purpose	Amount O/s as on October 31, 2016	Interest Rate per annum	Repayment Schedule	Security (Combined Security)	Period
	Non Fund Based Limit: LC I/F DA/DP up to 90 days of ₹150 Lakh			above Base Rate p.a. on monthly rest basis; LC I/F DA/DP: as per Bank norms	ng from June, 2011; LC I/F DA/DP: On demand	Bhavani Motors, Sarkhej, Ahmedabad or whatsoever lying and or in transit. All tangible movable assets of the Borrower including is particular as all stocks of raw materials such as Pesticides, Fertilizers, Bio-pesticides, Bio Fertilizers & others products & bio-products, packing materials and other components (including spare parts and stores relating to plant and machineries both present and future) and lying, being and situated at 55 A & B Ambica Estate, and at survey no. 193, 2 A/1 & 2 A/2, Ambica Estate, Sanand Viramgam Highway, Village: Lyara, Tal: Sanand, Dist. Ahmedabad and at Godown at 95/96/ 97, Sahjanand Estate, Opp. Bhavani Motors, Sarkhej, Ahmedabad or whatsoever lying and or in transit. All the present and future book-debts, outstanding, money receivables, claims, bills which are not due and owing or which may at any time hereafter during the continuance of this security become due and owing to the Company in the course of its business by any person, firm, company or body corporate or by the central government or any state government or any government department or office or any municipal or local or public or semi governmental body or authority or any body corporate or undertaking or project whatsoever.	
Memorandum of Entry (Equitable Mortgage) dated August 25, 2011 and modified vides Supplemental Memorandum of Deposit of Title Deeds dated June 6, 2012 and October 28, 2015	₹ 727.00 Lakhs comprises of Fund Based Limit: Cash Credit limit of ₹ 700.00 Lakhs Term Loan II of ₹ 8. Lakh & Term	Working Capital	₹ 383.13 Lakh	Cash Credit: 4.30% above Base Rate p.a. on monthly rest basis; Term Loan II: 4.80% above Base Rate p.a. on monthly rest basis;	Cash Credit: On demand Term Loan II: 60 monthly installment of ₹ 85,000/- commencing from May, 2011; Term Loan III: 60 monthly installment	Mortgage of; All the pieces and parcels of non-agriculture land, Survey nos. 189/A paiki, sub-plot no. 55/A, admeasuring 2155 sq. mtrs. together with constructions, buildings, superstructure, sheds, godowns, quarters, cabins etc. constructed / erected, standing thereon or thereupon admeasuring 437 sq. mtrs. and constructions, buildings, superstructure, sheds, godowns, quarters, cabins etc. to be constructed or erected at property situated at Mauje Lyava, Talika: Sanand, Dist: Ahmedabad,	Cash Credit: Annual Term Loans: 60 Months

Date of Agreement	Sanction Amount	Purpose	Amount O/s as on October 31, 2016	Interest Rate per annum	Repayment Schedule	Security (Combined Security)	Period
	Loan III of ₹ 19.00 Lakh; Non Fund Based Limit: LC I/F DA/DP up to 90 days of ₹ 150 Lakh			Term Loan III: 4.80% above Base Rate p.a. on monthly rest basis; LC I/F DA/DP: as per Bank norms	of ₹ 1,95,000/- commencing from June, 2011; LC I/F DA/DP: On demand	<p>sub dist: Sanand in the state of Gujarat.</p> <p>Mortgage of;</p> <p>All the pieces and parcels of non-agriculture land, Survey nos. 189/A paiki, sub-plot no. 55/B, admeasuring 1500 sq. mtrs. together with constructions, buildings, superstructure, sheds, godowns, quarters, cabins etc. constructed / erected, standing thereon or thereupon admeasuring 38 sq. mtrs. and contractions, buildings, superstructure, sheds, godowns, quarters, cabins etc. to be constructed or erected at property situated at Mauje Lyava, Talika: Sanand, Dist: Ahmedabad, sub dist: Sanand in the state of Gujarat.</p> <p>Mortgage of ;</p> <p>All that non agriculture industrial land situate, lying and being at mouje lyara, Taluka: Sanand bearing Block no. 193 paiki (I) Plot No. 2 admeasuring 3098.94 sq. yds. i.e. 2591.02 sq. mtrs. (As per village Form No. 7 &amp; 12 same as Block No. 193 paiki 2, admeasuring 2586 sq. mtrs.) (II) Plot No. 2/A admeasuring 3902.54 sq. yds. i.e. 3263.01 sq. mtrs. (As per village Form No. 7 &amp; 12 same as Block No. 193 paiki 2 paiki, admeasuring 3257 sq. mtrs.) together with constructed factory shed thereon and undivided proportionate share of common road etc. in a scheme known as “Ambica Industrial Estate”, in the Registration district, Ahmedabad and sub district, Sanand.</p> <p>Mortgage of;</p> <p>All that piece and parcel of Immovable property, a specific superstructure in the said Land, bearing office no. 508 admeasuring about 2742.92 sq. fts. equivalent to 254.92 sq. mtrs. Carpet Area or thereabouts on the Fifth Floor of the scheme known as “ISCON Eleganve” scheme of Shree Parasnath (vejalpur) Co-operative housing society limited, together with undivided share admeasuring 89 sq. mtrs. in the land forming part of non-</p>	

Date of Agreement	Sanction Amount	Purpose	Amount O/s as on October 31, 2016	Interest Rate per annum	Repayment Schedule	Security (Combined Security)	Period
						agriculture land bearing sub plot no. 1 admeasuring 9004 sq. mtrs. of final plot no. 24 of Town Planning Scheme no, 24 (Old Survey Nos. 880 admeasuring 6677 sq. mtrs., 883/part, admeasuring about 7679 sq, mtrs and 836/part, admeasuring about 5452 sq. mtrs. in all agreeing to 19808 sq. mtrs. paiki) situated, lying and being at mouje Vejalpur (sim), taluka City in the registration district of Ahmedabad and sub-district of ahmedabad-10 Vejalpur.	

### Details of Immovable Property:

#### 1. Owned Properties:

The details of the Owned properties are given below:

Sr. No.	Name of the Properties & Address	Name of the Seller	Date of Execution of Agreement	Consideration paid (₹ in Lakh)	Area	Usage
1.	<b>Ambica Industrial Estate</b> 55-B, Ambica Industrial Estate, Sanand Viram Gam Highway, At-Iyava, Dist-Ahmedabad	Mr. Tanwir Abdulkadar Rushnaiwala, Proprietor of Sunpack Industries Unit - 2	September 12, 2007	1.50	1500 Sq. Mtrs	Factory – Pesticides Unit
2.	<b>Ambica Industrial Estate</b> Plot No. 2, Ambica Industrial Estate, Block No. 193, Sanand Viram Gam Highway, At-Iyava, Dist-Ahmedabad	Ms. Ranjanben Shantilal Surekiya	July 13, 2010	27.00	3098.84 Sq. Yds	Factory – Fertilizers Unit
3.	<b>Ambica Industrial Estate</b> 55-A, Ambica Industrial Estate, Sanand Viram Gam Highway, At-Iyava, Dist-Ahmedabad	Mr. Tanwir Abdulkadar Rushnaiwala, Proprietor of Sunpack Industries	September 12, 2007	21.00	2155 Sq. Mtrs	Factory – Pesticides Unit
4.	<b>Iskon Elegence</b> 508, Iskon Elegence, Nr. Jain Temple, S.G.Highway, Ahmedabad – 380 051	Parasnath (Vejalpur) Co-operative Housing Society Limited	October 30, 2010	69.63	4220 Sq. Fts.	Registered Office
5.	<b>Ambica Industrial Estate</b> 193/02/A Ambica Industrial Estate, Sanand Viram Gam Highway, At-Iyava, Dist-Ahmedabad	M/s. Pawan Associates	July 13, 2010	17.00	3098.84 Sq.Ft	Factory – Fertilizers Unit
6.	<b>Sahjanand Estate</b> 95, Sahjanand Estate, Opp Bhavani Motors, Sarkhej Dist-Ahmedabad	Mr. Umang Thakkar, C/o. Dharmdev Housing Corporation	December 13, 2003	3.37	909.94 Sq. Fts.	Godown

#### 2. Properties taken on Lease Basis:

Our Company has taken following Property on the Lease basis.

Sr. No.	Name of the Properties & Address	Name Of Lessor	Date of Lease Agreement	Period	Rent per month (₹ in Lakh)	Usage
1.	<b>Godown</b> Godown No. F-273, Transport Nagar, Near 5 number park, Kanpur Road, Lucknow.	Mr. Manish Kumar Srivastava	February 24, 2016	March 1, 2016 to February 28, 2018	0.10	Godown

**Insurance:**

Presently, our Company has taken following Insurance Policies to insure its Properties.

Sr. No.	Name of the Insurance Company	Name of the Insured	Type of policy	Validity Period	Description of cover under the policy	Policy No.	Sum Assured (in Lakh)	Premium Paid (in `)
1.	Future Generali India Insurance Company Limited	Sikko Industries Limited	Standard Fire and Special Perils Insurance	December 13, 2016 to December 12, 2017	508, Iscon Elegance, Nr. Jain Temple, Prahladnagar Pick up Stand, S. G. Highway, Vejalpur, Ahmedabad, Gujarat	2016-F0307379-FRE	392.18	12,250/-
2.	Bajaj Allianz General Insurance Company Limited	Bank of India S G Highway Br. A/C Sikko Industries Limited	Standard Fire and Special Perils Insurance	May 12, 2016 to May 11, 2017	55 A & B, Ambica Ind Estate, Sanand, Viramgam Highway Road, at And PO Iyava, Sanand, Gujarat – 382 110	OG-17-2202-4001-00001323	115.00	16,953/-
3.	Bajaj Allianz General Insurance Company Limited	Sikko Industries Limited	Standard Fire and Special Perils Insurance	February 12, 2016 to February 11, 2017	Stock lying at 95/96/97, Sahjanand Estate, Opp. BHavani Motors, Sarkhej – 382 210	OG-16-2202-4001-00008188	40.00	8,041/-
4.	Bajaj Allianz General Insurance Company Limited	Bank of India S G Highway Br. A/C Sikko Industries Limited	Standard Fire and Special Perils Insurance	May 12, 2016 to May 11, 2017	Stock lying at 55 A & B, Ambica Ind Estate, Sanand, Viramgam Highway, Iyava, Sanandm Gujarat – 382 110	OG-17-2202-4001-00001249	70.00	10,320/-
5.	Bajaj Allianz General	Sikko Industries Limited	Standard Fire and Special Perils	March 14, 2016 to	Super St. Bid. SI, Stock, Plant And	OG-15-2202-4001-	675.00	95,396/-

Sr. No.	Name of the Insurance Company	Name of the Insured	Type of policy	Validity Period	Description of cover under the policy	Policy No.	Sum Assured ( in Lakh)	Premium Paid (in `)
	Insurance Company Limited	(Fertilizer Unit)	Insurance	March 13, 2017	Machinery, TSI lying at 193/2 and 193/2/2, Ambica Estate, Sanand, Viramgam Highway at Iyava, Ta: Sanand, Guajrat – 382 110	00008527		
6.	Bajaj Allianz General Insurance Company Limited	Sikko Industries Limited (Fertilizer Unit)	Workmen's Compensation	May 12, 2016 to 11 May, 2017	Workmen's Compensation Insurance for Fertilizer Unit at 193/2 and 193/2/2, Ambica Estate, Sanand, Viramgam Highway at Iyava, Ta: Sanand, Guajrat – 382 110	OG-17-2202-2801-00000159	26.88	30,090/-
7.	Bajaj Allianz General Insurance Company Limited	Sikko Industries Limited (Pesticide Unit))	Workmen's Compensation	May 12, 2016 to 11 May, 2017	Workmen's Compensation Insurance for Fertilizer Unit at 55 A & B, Ambica Ind Estate, Sanand, Viramgam Highway, Iyava, Sanandm Gujarat – 382 110	OG-17-2202-2801-00000160	6.30	12,011/-

### Exports & Exports Obligations

We had exported our Products to South Africa, Lomo Togo, Srilanka and Iran. As on date, our Company has not exported and as on date of this Draft Prospectus there is no export obligation on the Company.

## KEY INDUSTRY REGULATIONS AND POLICIES

We are subject to a number of Central and State legislations which regulate substantive and procedural aspects of the business. Additionally, the business activities of our Company require sanctions, approval, license, registration etc. from the concerned authorities, under the relevant Central and State legislations and local bye-laws. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business as a player in the field of agro-chemical business.

*The statements produced below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions and may not be exhaustive, and are only intended to provide general information to investors and is neither designed nor intended to be a substitute for professional legal advice.*

### STATUTORY LEGISLATIONS

#### **The Companies Act, 1956 and the Companies Act, 2013**

The consolidation and amendment in law relating to Companies Act, 1956 made a way to enactment of Companies Act, 2013. The Companies act 1956 is still applicable to the extent not repealed and the Companies Act, 2013 is applicable to the extent notified. The act deals with incorporation of companies and the procedure for incorporation and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act, 2013. The procedure relating to winding up, voluntary winding up, appointment of liquidator also forms part of the act. The provision of this act shall apply to all the companies incorporated either under this act or under any other previous law. It shall also apply to banking companies, companies engaged in generation or supply of electricity and any other company governed by any special act for the time being in force. A company can be formed by seven or more persons in case of public company and by two or more persons in case of private company. A company can even be formed by one person i.e., a One Person Company. The provisions relating to forming and allied procedures of One Person Company are mentioned in the act.

Further, Schedule V (read with sections 196 and 197), Part I lay down conditions to be fulfilled for the appointment of a managing or whole time director or manager. It provides the list of acts under which if a person is prosecuted he cannot be appointed as the director or Managing Director or Manager of the firm. The provisions relating to remuneration payable to the directors by the companies is provided under Part II of the said schedule.

#### **Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“SHWPPR Act”) provides for protection against sexual harassment at the workplace to women and prevention and redressal of complaints of sexual harassment. The SHWPPR Act defines “Sexual Harassment” to include any unwelcome sexually determined behavior (whether directly or by implication). “Workplace” under the SHWPPR Act has been defined widely to include government bodies, private and public sector organizations, non-governmental organizations, organizations carrying on commercial, vocational, educational, entertainment, industrial, financial activities, hospitals and nursing homes, educational institutes, sports institutions and stadiums used for training individuals. The SHWPPR Act requires an employer to set up an “Internal Complaints Committee” at each office or branch, of an organization employing at least 10 employees. The Government in turn is required to set up a “Local Complaint Committee” at the district level to investigate complaints regarding sexual harassment from establishments where our internal complaints committee has not been constituted.

#### **Regulation of Foreign Investment in India**

Foreign investment in India is primarily governed by the provisions of the Foreign Exchange Management Act, 1999 (“FEMA”) and the rules and regulations promulgated there under. The RBI, in exercise of its powers under FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 (“FEMA Regulations”) which prohibit, restrict and regulate, transfer or issue of securities to a person resident outside India. Pursuant to the FEMA Regulations, no prior consent or approval is required from the RBI for foreign direct investment under the “automatic route” within the specified sectoral caps prescribed for various industrial sectors. In respect of all industries not specified under the automatic route, and in respect of investments in excess of the specified sectoral limits provided under the automatic route, approval for such investment may be required from the FIPB and/or the RBI. Further, FIIs may purchase shares and convertible debentures of an Indian company under the portfolio investment scheme through registered brokers on recognized stock exchanges in India. Regulation 1 (4) of Schedule II of the FEMA Regulations provides that the total holding by each FII or SEBI approved sub-account of an FII shall not exceed 10% of the total paid-up equity capital of an Indian company or 10% of the paid-up value of each series of convertible debentures issued by an Indian company and the total holdings of all FIIs and sub

accounts of FIIs added together shall not exceed 24% of the paid-up equity capital or paid-up value of each series of convertible debentures. However, this limit of 24% may be increased up to the statutory ceiling as applicable, by the Indian company concerned passing a resolution by its board of directors followed by the passing of a special resolution to the same effect by its shareholders.

### **Fertilizer Subsidy Policy for Phosphatic & Potassic (P&K) Fertilizers:**

Since independence, Government of India has been regulating sale, price and quality of fertilizers. For this purpose, Government of India has passed Fertilizer Control Order (FCO) under Essential commodity Act (EC Act) in the year 1957. No subsidy was paid on Fertilizers till 1977 except Potash for which subsidy was paid only for a year in 1977. On the recommendation of the Maratha Committee, the Government had introduced Retention Price Scheme (RPS) for nitrogenous fertilizers in November 1977. Subsequently, RPS was extended to phosphatic and other complex fertilizers from February 1979 and to Single Super Phosphate from May 1982, which continued up to 1991. Later on, subsidy was also extended to imported phosphatic and potassic (P&K) fertilizers. Fearing imbalance fertilization of the soil, unaffordability by farmers due to increase in phosphatic and potassic fertilizer prices, Government of India announced ad hoc Concession Scheme for phosphatic and potassic fertilizers from Rabi 1992 to cushion the impact of price hike with a view to encourage balanced fertilizer consumption. Initially, the ad-hoc Concession Scheme was applicable on DAP, MOP, NPK Complex fertilizers. This scheme was also extended to SSP from 1993-94. The basic purpose/objective of the Concession Scheme for P&K fertilizers has been to provide P&K fertilizers to the farmers at affordable prices so as to increase the food productivity in the country through balanced use of fertilizers. The concession scheme was also aimed at ensuring reasonable rate of return on the investments made by the entrepreneurs in the fertilizer sector.

### **Fertilizers Control Order, 1985**

In order to promote the fertilizer industries in India & to control the quality & prices of fertilizer Government of India has issued Fertilizers Control Order, 1985. The order contains the direction of government for fair pricing of fertilizers, equal distribution of fertilizers in various states, process of registration as Industrial Dealer etc. Besides the protection of farmers, the Fertilizers Controls Order also provides for restriction over the manufacturer on preparation of mixtures of fertilizer except as permitted in the certificate.

### **Insecticides Act, 1968**

The Insecticides Act, 1968 was brought into force with effect from August 1971 with a view of regulating the import, manufacture, sale, transport, distribution and use of insecticides in order to prevent risk to human beings and animals.

Any person desiring to import or manufacture any insecticide may apply to the Registration Committee for the registration of such insecticide and there shall be separate application for each such insecticide. Further, any person engaged in the business of import or manufacture of any insecticide immediately before the commencement of act shall make an application to the Registration Committee within a period of seventeen months from the date of such commencement for the registration of any insecticide which he has been importing or manufacturing before that date.

### **Food Safety and Standards Act, 2006**

The Food Safety and Standards Authority of India (FSSAI) has been established under Food Safety and Standards, 2006 which consolidates various acts & orders that have hitherto handled food related issues in various Ministries and Departments. FSSAI has been created for laying down science based standards for articles of food and to regulate their manufacture, storage, distribution, sale and import to ensure availability of safe and wholesome food for human consumption.

Various central Acts like Prevention of Food Adulteration Act, 1954, Fruit Products Order, 1955, Meat Food Products Order, 1973, Vegetable Oil Products (Control) Order, 1947, Edible Oils Packaging (Regulation) Order 1988, Solvent Extracted Oil, De- Oiled Meal and Edible Flour (Control) Order, 1967, Milk and Milk Products Order, 1992 etc will be repealed after commencement of FSS Act, 2006.

The Act also aims to establish a single reference point for all matters relating to food safety and standards, by moving from multi- level, multi- departmental control to a single line of command. To this effect, the Act establishes an independent statutory Authority – the Food Safety and Standards Authority of India with head office at Delhi. Food Safety and Standards Authority of India (FSSAI) and the State Food Safety Authorities shall enforce various provisions of the Act.

### **Micro, Small and Medium Enterprises Development Act, 2006**

The Micro, Small and Medium Enterprises Development Act, 2006 as amended from time to time ('MSMED Act') seeks to facilitate the development of micro, small and medium enterprises. The MSMED Act provides for the memorandum of micro, small and medium enterprises to be submitted by the relevant enterprises to the prescribed authority. While it is compulsory for medium enterprises engaged in manufacturing to submit the memorandum, the submission of the memorandum by micro and small enterprises engaged in manufacturing is optional. The MSMED Act defines a supplier to mean a micro or small enterprise that has filed a memorandum with the concerned authorities. The MSMED Act ensures that the buyer of goods makes payment for the goods supplied to him immediately or before the date agreed upon between the buyer and supplier. The MSMED Act provides that the agreed period can not exceed forty five days from the day of acceptance of goods. The MSMED Act also stipulates that in case the buyer fails to make payment to the supplier within the agreed period, then the buyer will be liable to pay compound interest at three times of the bank rate notified by the Reserve Bank of India from the date immediately following the date agreed upon. The MSMED Act also provides for the establishment of the Micro and Small Enterprises Facilitation Council ("Council"). The Council has jurisdiction to act as an arbitrator or conciliator in a dispute between the supplier located within its jurisdiction and a buyer located anywhere in India.

### **Legal Metrology Act, 2009**

The Legal Metrology Act replaces the Standards of Weights and Measures Act, 1976 and the Standards of Weights and Measures (Enforcement) Act, 1985. The Legal Metrology Act seeks to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto. The Legal Metrology Act inter-alia requires any person who manufactures, repairs or sells, or offers, exposes or possesses for repair or sale, any weight or measure, to obtain a license issued by the Controller of Legal Metrology. It has been clarified that no license to repair is required by a manufacturer for repair of his own weight or measure in a State other than the State of manufacture of the same. The Legal Metrology Act inter-alia provides that any person who is required to obtain a license under the Legal Metrology Act or the rules made there under, repairs or sells, or offers, exposes or possesses for repair or sale, any weight or measure, without being in possession of a valid license, will be punished in the first instance with fine and for a subsequent offence, with imprisonment and/or fine.

## **ENVIRONMENTAL LAWS**

### **Environment (Protection) Act, 1986**

The Environment (Protection) Act, 1986 was enacted as a general legislation to safeguard the environment from all sources of pollution and prevention of hazards to human beings, other living creatures, plants and property to enable creation of an authority with powers for environmental protection, regulation of discharge of environmental pollutants etc. The purpose of the Act is to act as an "umbrella" legislation designed to provide a frame work for Central government co-ordination of the activities of various central and state authorities established under previous laws, such as Water Act & Air Act. It includes water, air and land and the inter-relationships which exist among water, air and land, and human beings and other living creatures, plants, micro-organisms and property.

### **The Water (Prevention and Control of Pollution) Act, 1974 ("Water Act")**

The Water Act was enacted in 1974 in order to provide for the prevention and control of water pollution by factories and manufacturing industries and for maintaining or restoring the wholesomeness of water. "Pollution" means such contamination of water or such alteration of the physical, chemical or biological properties of water or such discharge of any sewage or trade effluent or of any other liquid, gaseous or solid substance into water (whether directly or indirectly) as may, or is likely to create a nuisance or render such water harmful or injurious to public health or safety, or to domestic, commercial, industrial, agricultural or other legitimate uses or to the life and health of animals or plants or of aquatic organisms. In respect to an Industrial Undertaking it applies to the (a) Occupier (the owner and management of the undertaking) (b) outlet (c) Pollution and (d) Trade effluents. The Act requires that approvals be obtained from the corresponding pollution control Boards in the state.

### **The Air (Prevention and Control of Pollution) Act, 1981 ("Air Act")**

The Air Act has been enacted to provide for the prevention, control and abatement of air pollution. "Air Pollution" means the presence in the atmosphere of any "air pollutant", which means any solid, liquid or gaseous substance (including noise) present in the atmosphere in such concentration as may be or tend to be injurious to human beings or other living creatures or plants or property or environment. The statute was enacted with a view to protect the environment and surroundings from any adverse effects of the pollutants that may emanate from any factory or manufacturing operation or activity. It lays down the limits with regard to emissions and pollutants that are a direct result of any operation or activity. Periodic checks on the factories are mandated in the form of yearly approvals and consents from the corresponding Pollution Control Boards in the state.

## **Hazardous Waste (Management, Handling & Trans-boundary Movement) Rules, 2008**

The Hazardous Wastes (Management, Handling and Trans boundary Movement) Rules, 2008, as amended (the “Hazardous Wastes Rules”), which superseded the Hazardous Wastes (Management and Handling) Rules, 1989, state that the occupier will be responsible for safe and environmentally sound handling of hazardous wastes generated in his establishment. The hazardous wastes generated in the establishment of the occupier should be sent or sold to a recycler or re-processor or re-user registered or authorized under the Hazardous Wastes Rules or should be disposed of in an authorized disposal facility. The MOEF has been empowered to deal with the trans-boundary movement of hazardous wastes and to grant permission for transit of hazardous wastes through any part of India. No import of hazardous waste is permitted in India. The State Government, occupier, operator of a facility or any association of the occupier will be individually or jointly or severally responsible for, and identify sites for, establishing the facility for treatment, storage and disposal of hazardous wastes for the State.

## **Public Liability Insurance Act, 1991 (“Public Liability Act”)**

The Public Liability Act imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. A list of hazardous substances covered by the legislation has been enumerated by the Government by way of a notification. The owner or handler is also required to take out an insurance policy insuring against liability under the legislation. The rules made under the Public Liability Act mandate that the employer has to contribute towards the Environment Relief Fund, a sum equal to the premium paid on the insurance policies. This amount is payable to the insurer.

## **TAX RELATED LEGISLATIONS**

### **Value Added Tax (“VAT”)**

The levy of Sales Tax within the state is governed by the Value Added Tax Act and Rules 2008 (“the VAT Act”) of the respective states. The VAT Act has addressed the problem of Cascading effect (double taxation) that were being levied under the hitherto system of sales tax. Under the current regime of VAT the trader of goods has to pay the tax (VAT) only on the Value added on the goods sold. Hence VAT is a multi-point levy on each of the entities in the supply chain with the facility of set-off of input tax- that is the tax paid at the stage of purchase of goods by a trader and on purchase of raw materials by a manufacturer. Only the value addition in the hands of each of the entities is subject to tax. Periodical returns are required to be filed with the VAT Department of the respective States by the Company.

### **Income Tax Act, 1961**

Income Tax Act, 1961 is applicable to every Domestic / Foreign Company whose income is taxable under the provisions of this Act or Rules made under it depending upon its “Residential Status” and “Type of Income” involved. U/s 139(1) every Company is required to file its Income tax return for every Previous Year by 30th September of the Assessment Year. Other compliances like those relating to Tax Deduction at Source, Fringe Benefit Tax, Advance Tax, Minimum Alternative Tax and like are also required to be complied by every Company.

### **Service Tax**

Chapter V of the Finance Act, 1994 as amended, provides for the levy of a service tax in respect of ‘taxable services’, defined therein. The service provider of taxable services is required to collect service tax from the recipient of such services and pay such tax to the Government. Every person who is liable to pay this service tax must register himself with the appropriate authorities. According to Rule 6 of the Service Tax Rules, every assessee is required to pay service tax in TR 6 challan by the 6th of the month immediately following the month to which it relates. Further, under Rule 7 (1) of Service Tax Rules, the Company is required to file a quarterly return in Form ST 3 by the 25th of the month immediately following the half year to which the return relates. Every assessee is required to file the quarterly return electronically.

### **Central Sales Tax Act, 1956**

In accordance with the Central Sales Tax Act, every dealer registered under the Act shall be required to furnish a return in Form I (Monthly/ Quarterly/ Annually) as required by the State sale Tax laws of the assessee authority together with treasury challan or bank receipt in token of the payment of taxes due.

### **Professional Tax**

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or

trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. The professional taxes are classified under various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner. Every person liable to pay tax under these Acts (other than a person earning salary or wages, in respect of whom the tax is payable by the employer), shall obtain a certificate of enrolment from the assessing authority.

### **Central Excise Act, 1944 and Excise Regulations**

The Central Excise Act, 1944 seeks to impose an excise duty on excisable goods which are produced or manufactured in India. Excise duty is levied on production of goods but the Liability of excise duty arises only on removal of goods from the place of storage, i.e., factory or warehouse. Unless specifically exempted, excise duty is levied even if the duty was paid on the raw material used in production. The rate at which such a duty is imposed is contained in the Central Excise Tariff Act, 1985. However, the Indian Government has the power to exempt certain specified goods from excise duty by notification.

### **Customs Regulations**

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e. taken out of India to a place outside India. Any Company requiring to import or export any goods is first required to get it registered and obtain an IEC (Importer Exporter Code). Imported goods in India attract basic customs duty, additional customs duty and education cess. The rates of basic customs duty are specified under the Customs Tariff Act 1975. Customs duty is calculated on the transaction value of the goods. Customs duties are administrated by Central Board of Excise and Customs under the Ministry of Finance.

## **GENERAL LEGISLATIONS**

### **The Competition Act, 2002**

The Competition Act, 2002 prohibits anti competitive agreements, abuse of dominant positions by enterprises and regulates “combinations” in India. The Competition Act also established the Competition Commission of India (the “CCI”) as the authority mandated to implement the Competition Act. The provisions of the Competition Act relating to combinations were notified recently on March 4, 2011 and came into effect on June 1, 2011. Combinations which are Likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act. A combination is defined under Section 5 of the Competition Act as an acquisition, merger or amalgamation of enterprise(s) that meets certain asset or turnover thresholds. There are also different thresholds for those categorized as „Individuals and „Group. The CCI may enquire into all combinations, even if taking place outside India, or between parties outside India, if such combination is Likely to have an appreciable adverse effect on competition in India. Effective June 1, 2011, all combinations have to be notified to the CCI within 30 days of the execution of any agreement or other document for any acquisition of assets, shares, voting rights or control of an enterprise under Section 5(a) and (b) of the Competition Act (including any binding document conveying an agreement or decision to acquire control, shares, voting rights or assets of an enterprise); or the board of directors of a company (or an equivalent authority in case of other entities approving a proposal for a merger or amalgamation under Section 5(c) of the Competition Act. The obligation to notify a combination to the CCI falls upon the acquirer in case of an acquisition, and on all parties to the combination jointly in case of a merger or amalgamation.

### **The Consumer Protection Act, 1986 (COPRA)**

The Consumer Protection Act, 1986 (COPRA) provides better protection to the interests of consumers. This is enabled with the establishment of consumer councils and other authorities for the settlement of consumers’ disputes and matters connected therewith. COPRA protects the consumers against any unfair/restrictive trade practice that has been adopted by any trader or service provider or if the goods purchased by him suffer from any defect or deficiency. In case of consumer disputes, the same can be referred to the redressal forums set up by the government such as the National Commission, the State Commission and the District Forums. Such redressal forums have the authority to grant the following reliefs, that is, removal of defects, replacement of goods, compensation to the consumer, etc. The COPRA provides for a three tier consumer grievance redressal mechanism at the national, state and district levels.

## **Shops and Establishments legislations in various States**

Our Company is governed by the various Shops and Establishments legislations, as applicable, in the states where it has its branch offices. These legislations regulate the conditions of work and employment in shops and commercial establishments and generally prescribe obligations in respect of registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures and wages for overtime work.

### **The Indian Contract Act, 1872**

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

### **Transfer of Property Act, 1882 ("TP Act")**

The transfer of property, including immovable property, between living persons, as opposed to the transfer property by operation of law, is governed by the TP Act. The TP Act establishes the general principles relating to the transfer of property, including among other things, identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. Transfer of property is subject to stamping and registration under the specific statutes enacted for the purposes which have been dealt with hereinafter.

### **The Indian Stamp Act, 1899**

Under the Indian Stamp Act, 1899, stamp duty is payable on instruments evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. Stamp duty must be paid on all instruments specified under the Stamp Act at the rates specified in the schedules to the Stamp Act. The applicable rates for stamp duty on instruments chargeable with duty vary from state to state. Instruments chargeable to duty under the Stamp Act, which are not duly stamped are incapable of being admitted in court as evidence of the transaction contained therein and it also provides for impounding of instruments that are not sufficiently stamped or not stamped at all.

### **The Registration Act, 1908**

The Registration Act, 1908 was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Act was designed was to ensure information about all deals concerning land so that correct land records could be maintained. The Act is used for proper recording of transactions relating to other immovable property also. The Act provides for registration of other documents also, which can give these documents more authenticity. Registering authorities have been provided in all the districts for this purpose.

### **The Specific Relief Act, 1963**

The Specific Relief Act, 1963 is complimentary to the provisions of the Contract Act and the Transfer of Property Act, as the Act applies both to movable property and immovable property. The Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. "Specific performance" means Court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to other party.

### **Negotiable Instruments Act, 1881**

In India, cheques are governed by the Negotiable Instruments Act, 1881, which is largely a codification of the English Law on the subject. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honoured by their bankers and returned unpaid. Section 138 of the Act, creates statutory offence in the matter of dishonour of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker which is punishable with imprisonment for a term which may extend to two year, or with fine which may extend to twice the amount of the cheque, or with both.

### **Trade Marks Act, 1999 (Trade Marks Act)**

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

infringement for commercial purposes as a trade description. The registration of a trademark is valid for a period of 10 years and can be renewed in accordance with the specified procedure. Application for trademark registry has to be made to controller-general of patents, designs and trade - marks who is the registrar of trademarks for the purposes of the Trade Marks Act. The Trade Marks Act prohibits any registration of deceptively similar trademarks or chemical compound among others. It also provides for penalties for infringement, falsifying and falsely applying trademarks.

## **OTHER APPLICABLE LAWS**

### **Factory Act, 1948**

The Factories Act, 1948 ("Factories Act") defines a "factory" to cover any premises which employs ten or more workers and in which manufacturing process is carried on with the aid of power and covers any premises where there are at least 20 workers who may or may not be engaged in an electrically aided manufacturing process. Each State Government has rules in respect of the prior submission of plans and their approval for the establishment of factories and registration and licensing of factories.

The Factories Act provides that the occupier of a factory, i.e. the person who has ultimate control over the affairs of the factory and in the case of a company, any one of the directors, must ensure the health, safety and welfare of all workers especially in respect of safety and proper maintenance of the factory such that it does not pose health risks, the safe use, handling, storage and transport of factory articles and substances, provision of adequate instruction, training and supervision to ensure workers' health and safety, cleanliness and safe working conditions. Persons who design, manufacture, import or supply articles for use in a factory must ensure the safety of the workers in the factory where the articles are used. If the safety standards of the country where the articles are manufactured are above Indian safety standards, the articles must conform to the relevant foreign standards. There is a prohibition on employing children below the age of fourteen years in a factory. If there is violation of any provisions of the Factories Act or rules framed there under, the occupier and manager of the factory may be punished with imprisonment for a term up to two years and/or with a fine up to ₹ 1 lakhs or both, and in case of such violation continuing after conviction, with a fine of up to ₹1,000 per day of violation. In case of a contravention which results in death or serious bodily injury, the fine shall not be less than ₹ 0.25 lakhs in the case of an accident causing death, and ₹5,000 in the case of an accident causing serious bodily injury. In case of contravention after a prior conviction, the term of imprisonment increases up to three years and the fine would be ₹3 lakhs and in case such contravention results in death or serious bodily injury the fine would be a minimum of ₹ 0.35 lakhs and ₹0.10 Lakhs, respectively.

The ambit of operation of this Act includes the approval of Factory Building Plans before construction/extension, investigation of complaints with regard to health, safety, welfare and working conditions of the workers employed in a factory, the maintenance of registers and the submission of yearly and half-yearly returns.

### **Industrial (Development and Regulation) Act, 1951**

The Industrial (Development and Regulation) Act, 1951 has been liberalized under the New Industrial Policy dated July 24, 1991, and all industrial undertakings are exempt from licensing except for certain industries such as distillation and brewing of alcoholic drinks, cigars and cigarettes of tobacco and manufactured tobacco substitutes, all types of electronic aerospace and defense equipment, industrial explosives including detonating fuses, safety fuses, gun powder, nitrocellulose and matches and hazardous chemicals and those reserved for the small scale sector. An industrial undertaking, which is exempt from licensing, is required to file an Industrial Entrepreneurs Memorandum ("IEM") with the Secretariat for Industrial Assistance, Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and no further approvals are required.

### **Industrial Disputes Act, 1947**

The Industrial Disputes Act, 1947 ("Industrial Disputes Act") provides for mechanism and procedure to secure industrial peace and harmony by investigation and settlement of industrial disputes by negotiations. The Industrial Disputes Act extends to whole of India and applies to every industrial establishment carrying on any business, trade, manufacture or distribution of goods and services irrespective of the number of workmen employed therein. Every person employed in an establishment for hire or reward including contract labour, apprentices and part time employees to do any manual, clerical, skilled, unskilled, technical, operational or supervisory work, is covered by the Act. The Act also provides for (a) the provision for payment of compensation to the Workman on account of closure or layoff or retrenchment. (b) the procedure for prior permission of appropriate Government for laying off or retrenching the workers or closing down industrial establishments (c) restriction on unfair labour practices on part of an employer or a trade union or workers.

### **Industrial Employment (Standing Orders) Act, 1946**

The Industrial Employment (standing orders) Act requires employers in industrial establishments to formally define conditions of employment under them. It applies to every industrial establishment wherein 100 (reduced to 50 by the Central Government in respect of the establishments for which it is the Appropriate Government) or more workmen are employed. The Act calls for the submission of such conditions of work to the relevant authorities for their approval.

### **The Minimum Wages Act, 1948**

The Minimum Wages Act, 1948 came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, and manual or clerical (including out-workers) in any employment listed in the schedule to this Act, in respect of which minimum rates of wages have been fixed or revised under the Act.

### **The Payment of Wages Act, 1936**

The Payment of Wages Act, 1936 as amended (the “Payment of Wages Act”) has been enacted to regulate the payment of wages in a particular form at regular intervals without unauthorized deductions and to ensure a speedy and effective remedy to employees against illegal deductions and / or unjustified delay caused in paying wages. It applies to the persons employed in a factory, industrial or other establishment, whether directly or indirectly, through a sub contractor and provides for the imposition of fines and deductions and lays down wage periods. The Payment of Wages Act is applicable to factories and industrial or other establishments where the monthly wages payable are less than ₹ 6,500 per month.

### **Employees’ Provident Fund and Miscellaneous Provisions Act, 1952**

The Employees’ Provident Funds and Miscellaneous Provisions Act, 1952 (“PF Act”), provides that every establishment employing more than 20 (twenty) persons, either directly or indirectly, in any other capacity whatsoever, is covered by the provisions of the PF Act. The employer of such establishment is required to make a monthly contribution matching to the amount of the employee’s contribution to the provident fund. It is also mandatory requirement to maintain prescribed records and registers and filing of forms with the PF authorities. The PF Act also imposes punishments on any person who violate any of the provisions of the schemes made under the PF Act and specifically on employers who contravene or default in complying with certain provisions of the PF Act. If the person committing an offence is a company, every person, who at the time the offence was committed was in charge of the company, as well as the company, shall be deemed to be guilty of the offence and shall be liable to be prosecuted accordingly.

### **Payment of Bonus Act, 1965**

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

### **Employees’ State Insurance Act, 1948**

It is an Act to provide for certain benefits to employees in case of “sickness, maternity and employment injury” and to make provision for certain other matters in relation thereto. Whereas it is expedient to provide for certain benefits to employees in case of sickness, maternity and employment injury and to make provision for certain other matters in relation thereto; this Act requires all the employees of the establishment to which this act applies to be insured to the manner provided there under. The Employer and Employees both require to make contribution to the fund. The return of the contribution made is required to be filed with the Employee State Insurance department.

### **The Payment of Gratuity Act, 1972**

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

abstract of the Act and the rules made there-under in Form U to be affixed at the or near the main entrance. Further, every employer has to obtain insurance for his Liability towards gratuity payment to be made under Payment of Gratuity Act 1972, with Life Insurance Corporation or any other approved insurance fund.

### **The Apprentices Act, 1961**

The Apprentices Act, 1961, as amended (the “Apprentices Act”) regulates and controls the programme of training of apprentices and matters connected there with. The term “Apprentice” means a person who is undergoing apprenticeship training in pursuance of a contract of apprenticeship. “Apprenticeship Training” means a course of training in any industry or establishment undergone in pursuance of a contract of apprenticeship and under prescribed terms and conditions which may be different for different categories of apprentices. Every person engaging as an apprentice is required to enter into a contract of apprenticeship with the employer which is reviewed and registered by the apprenticeship advisor.

### **The Workmen Compensation Act, 1923 (“WCA”)**

The Workmen Compensation Act, 1923 has been enacted with the objective to provide for the payment of compensation to workmen by employers for injuries by accident arising out of and in the course of employment, and for occupational diseases resulting in death or disablement. The WCA makes every employer liable to pay compensation in accordance with the WCA if a personal injury/disablement/loss of life is caused to a workman (including those employed through a contractor) by accident arising out of and in the course of his employment. In case the employer fails to pay compensation due under the WCA within one month from the date it falls due, the commissioner appointed under the WCA may direct the employer to pay the compensation amount along with interest and may also impose a penalty.

### **The Equal Remuneration Act, 1976**

The Equal Remuneration Act, 1976, as amended (“ER Act”) provides for the payment of equal remuneration to men and women workers for same or similar nature of work and prevention of discrimination, on the ground of sex, against women in the matter of employment and for matters connected therewith or incidental thereto. Under the ER Act, no discrimination is permissible in recruitment and service conditions, except where employment of women is prohibited or restricted by law. It also provides that every employer should maintain such registers and other documents in relation to the workers employed by him/ her in the prescribed manner.

### **The Maternity Benefit Act, 1961**

The Maternity Benefit Act, 1961, as amended (“Maternity Benefit Act”) regulates the employment of pregnant women and ensures that they get paid leave for a specified period during and after their pregnancy. The Maternity Benefit Act is applicable to establishments in which 10 or more employees are employed, or were employed on any day of the preceding 12 months. Under the Maternity Benefit Act, a mandatory period of leave and benefits should be granted to female employees who have worked in the establishment for a minimum period of 80 days in the preceding 12 months from the date of her expected delivery. Such benefits essentially include payment of average daily wage for the period of actual absence of the female employee. The maximum period for which any woman shall be entitled to maternity benefit shall be 12 weeks, of which not more than six weeks shall precede the date of her expected delivery. Entitlement of six weeks of paid leave is also applicable in case of miscarriage or medical termination of pregnancy.

### **Child Labour (Prohibition and Regulation) Act, 1986**

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

### **Trade Union Act, 1926 and Trade Union (Amendment) Act, 2001**

Provisions of the Trade Union Act, 1926 provides that any dispute between employers and workmen or between workmen and workmen, or between employers and employers which is connected with the employment, or non-employment, or the terms of employment or the conditions of labour, of any person shall be treated as trade dispute. For every trade dispute a trade union has to be formed. For the purpose of Trade Union Act, 1926, Trade Union means combination, whether temporary or permanent, formed primarily for the purpose of regulating the relations between workmen and employers or between workmen and workmen, or between employers and employers, or for imposing restrictive condition on the conduct of any trade or business etc.

## HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was originally incorporated as “Sikko Sprayers Private Limited” on February 8, 2000 under the provisions of Companies Act, 1956 vide certificate of Incorporation issued by Deputy Registrar of Companies, Gujarat, Dadra and Nagar Haveli at Ahmedabad. Consequent up on the conversion of our Company into public limited company, the name of our Company was changed to “Sikko Sprayers Limited” vide fresh certificate of incorporation dated March 16, 2010 issued by the Assistant Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Subsequently the name of our company was changed to “Sikko Industries Limited” and Fresh certificate of Incorporation pursuant to change of name was issued by Assistant Registrar of Companies, Gujarat and Dadra Nagar Haveli on March 17, 2010. The Corporate Identification Number of our Company is U51909GJ2000PLC037329.

In the year 1998, Our Promoter was running proprietorship firm, namely Sikko Sprayers & Exports Co. which was engaged in the manufacturing of “Growth Promoters” and its used as supplements in agriculture by farmers. In the blanket of Growth Promoters various products are sold namely Vakil, Diamond, Vasool, Biomono which are in combination of granules and liquid form. In addition, firm was engaged in assembling of different parts of Spray Pump having Inside and cylinder without bearing. The spray pumps are used by farmers in agriculture to spray pesticides.

In the year 2000 our Company was incorporated as Sikko Sprayers Private Limited. Our Company acquired Sikko Sprayers & Exports Co., proprietorship concern Mr. Pravinbhai M. Kumbhani in the year 2000 and consequent to which entire assets-liabilities including outstanding creditors of the said proprietorship concern were taken over by our company for which there was no formal agreement for acquisition of the said business was entered.

During the year 1997 to 2000 our Company was manufacturing following growth promoters;

VAKIL (Bio Stimulant in Ampoule), SIKZYME Plus (Growth Promoter), VASOOL (Zyme Granules-Sea Weed Based), HUMISIK-12% (Humic Acid-12% Liquid Growth Promoter, HUMISIK-95% (Humic Acid -95% + Fulvic-5%- Growth Promoter, SIKKO TONE (Micronutrient Liquid Fertilizer), MONO-TEJ ( Pest Repellent ), SULPHO-100 (Liquid Sulphur-Growth Promoter + Anti Fungus agent), VOOM SPRAY(Nitrobenzene-Growth Promoter).

In the year 2001-2002, various products are added to our basket namely Zinc Plus “Nutrient Fertilizer”, Sikko Zyme “Growth Plant Promoter”, Sikko Tone- Micro Nutrient Liquid.

In the year 2001-2005 our company started manufacturing of NEEMOX (Neem Oil- Pest Repellent), BIO M-45 (Organic Fungus Repellent).

In the year 2008 our Company started pesticide unit. Further, during the year 2006-2010, our Company started manufacturing of VAKIL-3D Gr. (Organic Fertilizer), VAT ( Bio Pest Repellent Powder), SIKSTIK(Sticking & Spreading Agent), SAFAYO (Mealy Bug & Sucking Pest Repellent), HI- ZIB (Growth Promoter Powder), VOLVINO (Fungus Repellent), SICOP (Liquid Copper-Growth Promoter, PHORATO ( Herbal Pest Repellent +Sea Weed ), KHANJAR(Larva Repellent), SHAKTI (Thrips Repellent).

During the year 2011 to 2016 following new products were added to our basket of pesticides, fertilizer and growth promoter which help in plant growth and work as a safeguard against pests.

1. VAKIL Capsule (Bio Stimulant Capsule),
2. VAKIL (Gr)(Concentrated Zyme Granules- Organic Fertilizer),
3. MUNDAMAR (Grub Preventer Granules),
4. MOGAMBO(Growth Promoter Powder),
5. BPH Plus (Brown Plant Hooper Repellent),
6. SIGNATIC ( Amino Based Growth Promoter),
7. BLACK SURIYA (Best Soil Conditioner),
8. FUNGI Plus (Fungus Repellent Powder),
9. FERTISIK – 90% WG (Sulphur-90% WGGrowth Promoter + Anti Fungus agent),
10. BHAGAMBHAG(Pig Repellent),
11. DOKAMAR (Fruit & Shoot Borer Repellent),
12. SUPRA (White Fly & Sucking Pest Repellent),
13. MITE WIN (Red Mite Repellent), NILGO (Nil Gai Repellent).

To avail the rich experience of our promoters in the field of agrochemicals and after establishing strong foot hold in the field of agro chemicals and pesticides, Our Company also started fertilizer unit on March 30, 2011. This has improved our top line. The Company also started seed division and added following product to its existing portfolio:

Seeds of Bhindi (Okra) F1 Hybrid, Bhindi (Okra Super -350) OP, Cluster Bean Super-350, Cow Pea Super -350, Bottle Gourd Super-350, Bitter Gourd Super-350, Tomato Super -350, Brinje Super -350 etc.

In addition to manufacturing of pesticides and fertilizer, our Company Our Company is in process of starting up of new project of Bio CNG and BIO Fertilizer for which we have made an application with UP State Bio Energy Development Board, Lucknow.

**Registered Office:**

Registered Office of the Company is presently situated at 508, Iscon Elegance, Nr. Jain Temple, Nr. Prahladnagar Pick up Stand, Vejalpur, Ahmedabad - 380051. The Registered office of our Company has been changed from time to time since incorporation, details of which are given hereunder:

Date of Change of Registered office	Registered Office	
	Changed from	Changed to
On Incorporation	17, Karnavati Estate, Nr. Bhagyodaya Hotel, Sanand Road, Sarkhej, Ahmedabad – 382 210.	-
November 20, 2001	17, Karnavati Estate, Nr. Bhagyodaya Hotel, Sanand Road, Sarkhej, Ahmedabad – 382 210.	312, Ashram Avenue, B/h Kocharab Ashram, Palidi Char Rasta, Ellisbridge, Ahmedabad – 380 006.
November 1, 2005	312, Ashram Avenue, B/h Kocharab Ashram, Palidi Char Rasta, Ellisbridge, Ahmedabad – 380 006.	310-311, Circle-P Vejalpur, S G Highway, Ahmedabad – 380 051.
December 1, 2011	310-311, Circle-P Vejalpur, S G Highway, Ahmedabad – 380 051.	508, Iscon Elegance, Nr. Jain Temple Nr. Prahladnagar Pick up Stand, Vejalpur, Ahmedabad – 380 051

**Amendments to the Memorandum of Association**

The following changes have been made in the Memorandum of Association of our Company since its inception:

Date of Amendment	Particulars
April 11, 2005	Increased in authorized capital from ₹ 2 Lakh to ₹ 10 Lakh
June 2, 2008	Increased in authorized capital from ₹ 10 Lakh to ₹ 30 Lakh
January 11, 2010	Increased in authorized capital from ₹ 30 Lakh to ₹ 50 Lakh.
January 30, 2010	Increased in authorized capital ₹ 50 Lakh to ₹ 100 Lakh
November 15, 2010	Increased in authorized capital from ₹ 100 Lakh to ₹ 150 Lakh
February 24, 2011	Increased in authorized capital from ₹ 150 Lakh to ₹ 300 Lakh
December 24, 2016	Increased in authorized capital from ₹ 300 Lakh to ₹ 600 Lakh

**Major Events**

The major events of the company since its incorporation in the particular financial year are as under:

Financial Year	Events
1999-2000	Our company was incorporated and commenced the business.
1999-2000	Acquired the entire business of Sikko Sprayers & Exports Co., proprietorship concern of Mr. Pravinbhai M. Kumbhani
2005-06	Awarded World Economic Progress Award 2006 by Achiever Society Technology and Social Developments, New Delhi
2006-07	Awarded Bhartiya Krishiv Vikas Rattan Award 2006
2007-08	Started Pesticide Unit
2008-09	Awarded Rashtriya Udyog Ratna Award by Council for Economic Growth and Research.
2009-10	Converted company from Private Limited into Public Limited.
2010-11	Started Fertilizers Unit
2013-14	Awarded for Exemplary Achievement in Manufacturing Sector from Small and Medium Business Development Chamber of India -Gujarat SME Excellence Award 2013
2014-15	Awarded Bharat Udyog Ratan Award by All India Business Development Association
2015-16	Our Company got Quality Mark Trust award 2015 for outstanding performance in Agriculture Pesticides
2015-16	Our Company got Quality Mark Trust award 2016 for outstanding performance in Agriculture Pesticides

**Subsidiaries/Holdings of the company**

Our Company does not have any holding company and nor it has any subsidiary company/(ies)

**Raising of Capital in form of Equity**

For details of increase in equity capital of our company please refer section “Capital Structure” on page no. 35 of this draft prospectus.

### **Injunction and restraining order**

Our company is not under any injunction or restraining order, as on date of filing of the Draft Prospectus.

### **Managerial Competence**

For managerial Competence please refer to the section “Our management” on Page no. 122 of the draft prospectus.

### **Acquisitions / Amalgamations / Mergers/ Revaluation of assets**

No acquisitions / amalgamations / mergers or revaluation of assets have been done by the company.

### **Total number of Shareholders of Our Company**

As on the date of filing of this Draft Prospectus, the total numbers of equity share holders are 8. For more details on the shareholding of the members, please see the section titled “Capital Structure” at page no. 35.

### **Main Objects as set out in the Memorandum of Association of the Company**

The object clauses of the Memorandum of Association of our Company enable us to undertake the activities for which the funds are being raised in the present Issue. Furthermore, the activities of our Company which we have been carrying out until now are in accordance with the objects of the Memorandum. The objects for which our Company is established are:

1. To carry on business as manufacturers, assemblers, stockiest, agents, importers, exporters, traders, whole-sellers, retailers, distributors or dealers of all kinds of sprayers for agricultural purposes and all spare parts of such sprayers.
2. To manufacture, process, refine, install, work, store, maintain, improve, manipulate, formulate, pack, mix, prepare for market, sell both in wholesale or retail, buy, repair, alter, exchange, export, import, distribute and deal in all kinds of and types of pesticides, fertilizers, all kinds of agricultural chemicals, pesticides intermediates, including insecticides, fungicides, herbicides, weedicides and all allied and agricultural products, seeds, seed products and its byproducts thereof.

### **Shareholders’ Agreements**

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

### **Other Agreements**

As on the date of this Draft Prospectus our Company has not entered into any agreements other than those entered into in the ordinary course of business and there are no material agreements entered into more than two years before the date of this Draft Prospectus.

### **Strategic Partners**

Our Company is not having any strategic partner as on the date of filing this Draft Prospectus.

### **Financial Partners**

Our Company has not entered into any financial partnerships with any entity as on the date of filing of this Draft Prospectus.

## OUR MANAGEMENT

In accordance with our Articles of Association, our Company is required to have not less than 3 (three) directors and not more than 15 (fifteen) directors. Our Company currently has 5 (five) directors on our Board out of which 2 (two) are Executive Directors, 1(One) is Non-Executive Director and 2 (Two) are Independent directors, they are;

- |                               |                                |
|-------------------------------|--------------------------------|
| 1. Mr. Ghanshyambhai Kumbhani | Chairman & Whole-Time Director |
| 2. Mr. Jayantibhai Kumbhani   | Managing Director              |
| 3. Mr. Mohanbhai Kumbhani     | Non - Executive Director       |
| 4. Mr. Jagdish Ajudiya        | Independent Director           |
| 5. Mrs. Mamtaben Thumbar      | Independent Director           |

The Following table sets forth details regarding the Board of Directors as of the date of this Draft Prospectus:-

Name, Father's Name, Address, Age, Designation, Status, DIN , Occupation and Nationality	Qualification & No. of Years of Experience	Date of Appointment and Term	Other Directorships
<b>Name</b> Mr. Ghanshyambhai Kumbhani <b>Father's Name</b> Mr. Mohanbhai Kumbhani <b>Address</b> 9, Ekta Bunglows, Nr. Panchvati Bunglow, Bopal Dascroi, Ahmedabad – 380 058 <b>Age</b> 54 years <b>Designation</b> Chairman and Whole-Time Director <b>Status</b> Executive & Non Independent <b>DIN</b> 00587855 <b>Occupation</b> Business <b>Nationality</b> Indian	<b>Qualification:</b> B.Sc.(Chemistry)  <b>Experience:</b> 32 years of experience in agricultural field including 20 years of experience in agricultural business	<b>Initial:</b> Appointed as Director since Incorporation and resigned in the year 2007. Subsequently, appointed as Director in the year 2010.  <b>Present:</b> Appointed as Chairman and Whole-Time Director w.e.f. January 12, 2017.  <b>Term:</b> Holds office for a period of 5 years till January 11, 2022, liable to retire by rotations.	1. Sikko Trade Link Private Limited
<b>Name</b> Mr. Jayantibhai Kumbhani <b>Father's Name</b> Mr. Mohanbhai Kumbhani <b>Address</b> 8, Pooja Bunglows, Opp. Government Tubewell, B/h Vanza Hospital, Bopal, Ahmedabad – 380 058. <b>Age</b> 51 years <b>Designation</b> Managing Director <b>Status</b> Executive & Non-Independent <b>DIN</b> 00587807 <b>Occupation</b> Business <b>Nationality</b> Indian	<b>Qualification:</b> B. Sc. (Agri)  <b>Experience:</b> 29 years of experience in agricultural field including 20 years of experience in agricultural business	<b>Initial:</b> Appointed as Director w.e.f. January 15, 2003.  <b>Present:</b> Appointed as Chairman and Managing Director w.e.f. January 12, 2017.  <b>Term:</b> Holds office for a period of 5 years till January 11, 2022, liable to retire by rotations.	1. Simcon Laminators Private Limited 2. Sikko Trade Link Private Limited
<b>Name</b> Mr. Mohanbhai Kumbhani <b>Father's Name</b> Mr. Nanjibhai Kumbhani <b>Address</b> 8, Pooja Bunglows, Opp. Govt. Tube Well, B/h Vanza Hospital, Bopal, Ahmedabad – 380 058.	<b>Qualification:</b> 10th Pass  <b>Experience:</b> Overall 53 years of experience in	<b>Initial:</b> Appointed as Director w.e.f. May19, 2014.  <b>Present:</b> Appointed as Non-	----

Name, Father's Name, Address, Age, Designation, Status, DIN, Occupation and Nationality		Qualification & No. of Years of Experience	Date of Appointment and Term	Other Directorships
<b>Designation</b>	Director	agricultural field.	Executive Director w.e.f. January 23, 2017.	
<b>Status</b>	Non-Executive & Non Independent			
<b>Age</b>	75 years			
<b>DIN</b>	06872817		<b>Term:</b>	
<b>Occupation</b>	Business		Liable to retire by rotations.	
<b>Nationality</b>	Indian			
<b>Name</b>	Mr. Jagdishkumar Ajudiya	<b>Qualification:</b>	<b>Present:</b>	1. Indo US Biotech Private Limited
<b>Father's Name</b>	Mr. Devjibhai Ajudiya	B.A. (Special) in Hindi Subject.	Appointed as Independent Director w.e.f. February 10, 2017.	2. Indo-US Agriseeds Private Limited
<b>Address</b>	Shrinath Nagar, Junagadh – 362 001.	<b>Experience:</b>		
<b>Designation</b>	Director	25 years of experience in agricultural field.	<b>Term:</b>	
<b>Status</b>	Non-Executive & Independent		Holds office for a period of 5 years till February 9, 2022, not liable to retire by rotations.	
<b>Age</b>	46 years			
<b>DIN</b>	01745951			
<b>Occupation</b>	Business			
<b>Nationality</b>	Indian			
<b>Name</b>	Mrs. Mamtaben Thumbar	<b>Qualification:</b>	<b>Present:</b>	----
<b>Father's Name</b>	Mr. Jamanbhai Ramani	B.Sc.(Chemistry)	Appointed as Independent Director w.e.f. February 10, 2017.	
<b>Address</b>	C-14, Parikrama Flat, Bopal, Ahmedabad – 380 058.	<b>Experience:</b>		
<b>Designation</b>	Director	2.5 years of experience in Agricultural products and administrative work.	<b>Term:</b>	
<b>Status</b>	Non-Executive & Independent		Holds office for a period of 5 years till February 9, 2022, not liable to retire by rotations.	
<b>Age</b>	35 years			
<b>DIN</b>	07732851			
<b>Occupation</b>	Business			
<b>Nationality</b>	Indian			

As on the date of the Draft Prospectus;

- A. None of the above mentioned Directors are on the RBI List of willful defaulters.
- B. None of the Promoters, persons forming part of our Promoter Group, our Directors or persons in control of our Company or our Company are debarred from accessing the capital market by SEBI.
- C. None of the Promoters, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.
- D. None of our Directors are/were director of any company whose shares were delisted from any stock exchange(s) up to the date of filing of this Draft Prospectus.
- E. None of our Directors are/were director of any company whose shares were suspended from trading by stock exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five years.

#### Relationship between the Directors

There is no relationship between any Directors of our Company except Mr. Ghanshyambhai Kumbhani and Mr. Jayantibhai Kumbhani are brothers and they both are son of Mr. Mohanbhai Kumbhani.

#### Arrangement and understanding with major shareholders, customers, suppliers and others

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the above mentioned Directors was selected as director or member of senior management.

## **Service Contracts**

None of our directors have entered into any service contracts with our company and no benefits are granted upon their termination from employment other than the statutory benefits provided by our company.

Except statutory benefits upon termination of their employment in our Company or retirement, no officer of our Company, including the directors and key Managerial personnel, are entitled to any benefits upon termination of employment.

## **Borrowing Powers of the Board of Directors**

Our Articles, subject to the provisions of Section 180(1) (c) of the Companies Act, 2013, authorizes our Board, to raise or borrow and secure the payment of any sum or sums of money subject to the provisions of Section 180(1)(a) of the Companies Act, 2013 for the business purposes of the Company. The shareholders of the Company, through a special resolution passed at the EGM held on January 23, 2017 authorized our Board to borrow monies together with monies already borrowed by us, in excess of the aggregate of the paid up capital of the Company and its free reserves, subject to the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed ₹ 50 crores.

## **Brief Profiles of Our Directors**

### **Mr. Ghanshyambhai Kumbhani**

Mr. Ghanshyambhai Kumbhani, aged 54 years, is Promoter of the Company and was acting as Director of the Company since incorporation. He has resigned from the Directorship in the year 2007 and appointed in the year 2010. He is further appointed as the Chairman and Whole-Time Director of the Company for a period of five years w.e.f. January 12, 2017. He holds Bachelors Degree of Science in Chemistry from the Sardar Patel University, Gujarat. He has 32 years of experience in agricultural field including 20 years of experience in agricultural business. Mr. Ghanshyambhai Kumbhani has apt knowledge and understanding of the chemical processes that go into manufacturing and thus maintains the quality of products throughout the process in the Company. Furthermore, working experience in teams, he is well-suited to team-oriented tasks such as the design project. In our Company, he heads the Purchase, Production and Technical Departments.

### **Mr. Jayantibhai Kumbhani**

Mr. Jayantibhai Kumbhani, aged 51 years, holds Bachelors Degree of Science in Agriculture from the Gujarat Agricultural University. Mr. Jayantibhai Kumbhani is the original founder of the SIKKO GROUP. He joined our Company in the year 2003 as Director. He has 29 years of experience in agricultural field including 20 years of experience in agricultural business and hence appointed as Managing Director of the Company for a period of five years w.e.f. January 12, 2017. He looks after the marketing department, administrative and finance Department of the Company. He is also responsible for formulation of the strategies for expansion and growth of business of the Company. His skill helps the Company to maintain the healthy relationship with clients, dealers, distributors and other stakeholders of the Company. Nevertheless, his experience helps the Company to infuse latest technologies for easy manufacturing process.

### **Mr. Mohanbhai Kumbhani**

Mr. Mohanbhai Kumbhani was appointed on the Board of Sikko Industries Limited on May 19, 2014. Presently, he is Non-Executive Director of the Company. As he himself is a farmer, he has a very good knowledge of all agricultural products. He has an experience of about 53 years in agricultural field.

### **Mr. Jagdish Ajudiya**

Mr. Jagdish Ajudiya, aged 46 years, holds Bachelor Degree of Arts (Special) from the Saurashtra Patel University, Gujarat. He is Independent Director of our Company. He has his own business of agriculture seeds i.e. Indo-US Bio-Tech Private Limited. He has 25 years of experience in agricultural field. Besides Indo-US Bio-Tech Private Limited, he is also serving on the Board of Indo-US Agriseeds Private Limited. Mr. Jagdish Ajudiya is also a Chairman at Indian farmer seeds protection Association and Chairman of Indo-US Foundation. He has also won many awards for his notable contribution in the field of agriculture.

### **Mrs. Mamtaben Thumbar**

Mrs. Mamtaben Thumbar, aged 35 years, holds degree of Bachelors Degree of Science in Chemistry from the Saurashtra Patel University, Gujarat and is Independent Director of our company. She is working in an agricultural based proprietorship firm since last 2.5 years. She has a wide knowledge of agricultural products and administrative work.

**Compensation and Benefits to the Managing Director and Whole-Time Director are as follows:**

<b>Name</b>	Mr. Jayantibhai Kumbhani	Mr. Ghanshyambhai Kumbhani
<b>Designation</b>	Managing Director	Chairman & Whole-Time Director
<b>Date of Appointment</b>	January 12, 2017	January 12, 2017
<b>Period</b>	5 Years	5 Years
<b>Salary</b>	₹ 3 Lakh per month	₹ 3 Lakh per month
<b>Perquisite/Benefits</b>	Re-imbusement of travelling, lodging, boarding expenses, all cost and other charges incurred by him in the discharge and execution of his duties as Managing Director.	Re-imbusement of travelling, lodging, boarding expenses, all cost and other charges incurred by him in the discharge and execution of his duties as Chairman and Whole-Director.

**Sitting fees payable to Non Executive Directors.**

Till date we have not paid any sitting fees to our Non- Executive Directors.

**Shareholding of Directors:**

The shareholding of our directors as on the date of this Draft Prospectus is as follows:

Sr. No.	Name of Directors	No. Equity Shares held	Category/ Status
1.	Mr. Jayantibhai Kumbhani	1527042	Executive and Non Independent
2.	Mr. Ghanshyambhai Kumbhani	360740	Executive and Non Independent
3.	Mr. Mohanbhai Kumbhani	330740	Non Executive and Non Independent
4.	Mr. Jagdish Ajudiya	Nil	Non Executive and Independent
5.	Mrs. Mamtaben Thumbar	Nil	Non Executive and Independent

**Interest of Directors**

All the non executive directors of the company may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of the Board or Committee thereof as well as to the extent of other remuneration and/or reimbursement of expenses payable to them as per the applicable laws.

The directors may be regarded as interested in the shares and dividend payable thereon, if any, held by or that may be subscribed by and allotted/transferred to them or the companies, firms and trust, in which they are interested as directors, members, partners and or trustees. All directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by the issuer company with any company in which they hold directorships or any partnership or proprietorship firm in which they are partners or proprietors as declared in their respective declarations.

Executive Director is interested to the extent of remuneration paid to them for services rendered to the company.

Except as stated under section titled “Related Party Transaction” on page no. 140 of this Draft Prospectus, our company has not entered into any contracts, agreements or arrangements during the preceding two years from the date of the Draft Prospectus in which our directors are interested directly or indirectly.

**Changes in the Board of Directors during the Last Three Years**

Name of Directors	Date of Appointment	Date of change in Designation	Date of Cessation	Reason for the changes in the board
Mr. Pravinbhai Kumbhani	-	-	May 30, 2014	Resigned from Directorship of the Company
Mr. Jayantibhai Kumbhani	January 15, 2003	January 12, 2017	-	Appointed as Managing Director
Mr. Ghanshyambhai Kumbhani	January 1, 2010	January 12, 2017	-	Appointed as Chairman and Whole-Time Director

Mr. Mohanbhai Kumbhani	May 19, 2014	January 23, 2017	-	Appointed as Non-Executive Director
Mr. Jagdish Ajudiya	February 10, 2017	-	-	Appointed as Independent Director
Mrs. Mamtaben Thumbar	February 10, 2017	-	-	Appointed as Independent Director

### Corporate Governance

In additions to the applicable provisions of the Companies Act, 2013 with respect to the Corporate Governance, provisions of the SEBI Listing Regulations may also be applicable to our company immediately up on the listing of Equity Shares on the Stock Exchanges.

As on date of this Draft Prospectus, as our Company is coming with an issue in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009 as amended from time to time, the requirement specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V is not applicable to our Company, although we require to comply with requirement of the Companies Act, 2013 wherever applicable.

Our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors including woman director on our Board, constitution of an Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

### Composition of Board of Directors

Currently the Board has 5 (Five) Directors, of which the Chairman of the Board is Executive Director. In compliance with the requirements of Companies Act, 2013, our Company has 2 (two) Promoter – Executive Director, 1 (one) Promoter – Non-Executive Director and 2 (Two) Non-Executive Independent Director on the Board.

Composition of Board of Directors is set forth in the below mentioned table:

Sr. No.	Name of Directors	Designation	Status	DIN
1.	Mr. Ghanshyambhai Kumbhani	Chairman and Whole-Time Director	Executive and Non-Independent	00587855
2.	Mr. Jayantibhai Kumbhani	Managing Director	Executive and Non- Independent	00587807
3.	Mr. Mohanbhai Kumbhani	Non-Executive Director	Non-Executive and Non Independent	06872817
4.	Mr. Jagdish Ajudiya	Non-Executive Director	Non-Executive and Independent	01745951
5.	Mrs. Mamtaben Thumbar	Non-Executive Director	Non-Executive and Independent	07732851

### Constitutions of Committees

Our company has constituted the following Committees of the Board;

- Audit Committee;**
- Stakeholders Relationship Committee; and**
- Nomination and Remuneration Committee.**

Details of composition, terms of reference etc. of each of the above committees are provided hereunder;

#### 1. Audit Committee:

The Board of Directors of our Company has, in pursuance to provisions of Section 177 of the Companies Act, 2013, in its Meeting held on February 10, 2017, constituted Audit Committee.

The constitution of the Audit Committee is as follows:

Name of the Directors	Designation	Nature of Directorship
Mr. Jagdish Ajudiya	Chairman	Non-Executive and Independent
Mrs. Mamtaben Thumbar	Member	Non-Executive and Independent
Mr. Jayantibhai Kumbhani	Member	Executive and Non-Independent

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

#### **Terms of Reference:**

- i. The recommendation for the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor, their remuneration and fixation of terms of appointment of the Auditors of the Company;
- ii. Review and monitor the auditors' independence and performance, and effectiveness of audit process;
- iii. Examination of financial statement and auditors' report thereon including interim financial result before submission to the Board of Directors for approval;
  - a. Changes, if any, in accounting policies and practices and reasons for the same
  - b. Major accounting entries involving estimates based on the exercise of judgment by management
  - c. Significant adjustments made in the financial statements arising out of audit findings
  - d. Compliance with listing and other legal requirements relating to financial statements
  - e. Disclosure of any related party transactions
  - f. Qualifications in the draft audit report.
- iv. Approval or any subsequent modification of transactions of the Company with related party;  
Provided that the Audit Committee may make omnibus approval for related party transactions proposed to be entered in to by the Company subject to such conditions provided under the Companies Act, 2013 or any subsequent modification(s) or amendment(s) thereof;
- v. Reviewing, with the management, and monitoring the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- vi. Scrutiny of Inter-corporate loans and investments;
- vii. Reviewing and discussing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- viii. To review the functioning of the Whistle Blower mechanism, in case the same is existing;
- ix. Valuation of undertakings or assets of the company, where ever it is necessary;
- x. Evaluation of internal financial controls and risk management systems and reviewing, with the management, performance of internal auditors, and adequacy of the internal control systems; and
- xi. Carrying out any other function as assigned by the Board of Directors from time to time.

#### **Review of Information**

- i. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- ii. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- iii. Internal audit reports relating to internal control weaknesses; and
- iv. The appointment, removal and terms of remuneration of the Internal Auditor.

#### **Powers of Committee**

- i. To investigate any activity within its terms of reference;
- ii. To seek information from any employees;
- iii. To obtain outside legal or other professional advice; and
- iv. To secure attendance of outsiders with relevant expertise, if it considers necessary.

#### **Quorum and Meetings**

The audit committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings. The quorum of the meeting of the Audit Committee shall be one third of total members of the Audit Committee or 2, whichever is higher, subject to minimum two Independent Director shall present at the Meeting.

#### **2. Stakeholders Relationship Committee:**

The Board of Directors of our Company has, in pursuance to provisions of Section 178 of the Companies Act, 2013, in its Meeting held on February 10, 2017, constituted Stakeholders Relationship Committee.

The constitution of the Stakeholders Relationship Committee is as follows:

Name of the Directors	Designation	Nature of Directorship
Mrs. Mamtaben Thumbar	Chairperson	Non-Executive and Independent
Mr. Jagdish Ajudiya	Member	Non-Executive and Independent
Mr. Mohanbhai Kumbhani	Member	Non-Executive and Non-Independent

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

### Terms of Reference

To supervise and ensure;

- Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares;
- Redressal of shareholder and investor complaints like transfer of Shares, non-receipt of balance sheet, non-receipt of declared dividends etc.;
- Issue duplicate/split/consolidated share certificates;
- Dematerialization/Rematerialization of Share;
- Review of cases for refusal of transfer / transmission of shares and debentures;
- Reference to statutory and regulatory authorities regarding investor grievances and to otherwise ensure proper and timely attendance and redressal of investor queries and grievances; and
- Such other matters as may be required by any statutory, contractual or other regulatory requirements to be attended to by such committee from time to time.

### Quorum and Meetings

The Stakeholders Relationship Committee shall meet at least four times a year and not more than one hundred and twenty days shall elapse between two meetings and shall report to the board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the company. The quorum shall be one third of total members of the Stakeholders Relationship Committee or 2 members, whichever is higher.

### 3. Nomination and Remuneration Committee:

The Board of Directors of our Company has, in pursuance to provisions of Section 178 of the Companies Act, 2013, in its Meeting held on February 10, 2017, constituted Nomination and Remuneration Committee.

The constitution of the Nomination and Remuneration Committee is as follows:

Name of the Directors	Designation	Nature of Directorship
Mr. Jagdish Ajudiya	Chairman	Non-Executive and Independent
Mrs. Mamtaben Thumbar	Member	Non-Executive and Independent
Mr. Mohanbhai Kumbhani	Member	Non-Executive and Non-Independent

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

### Terms of reference

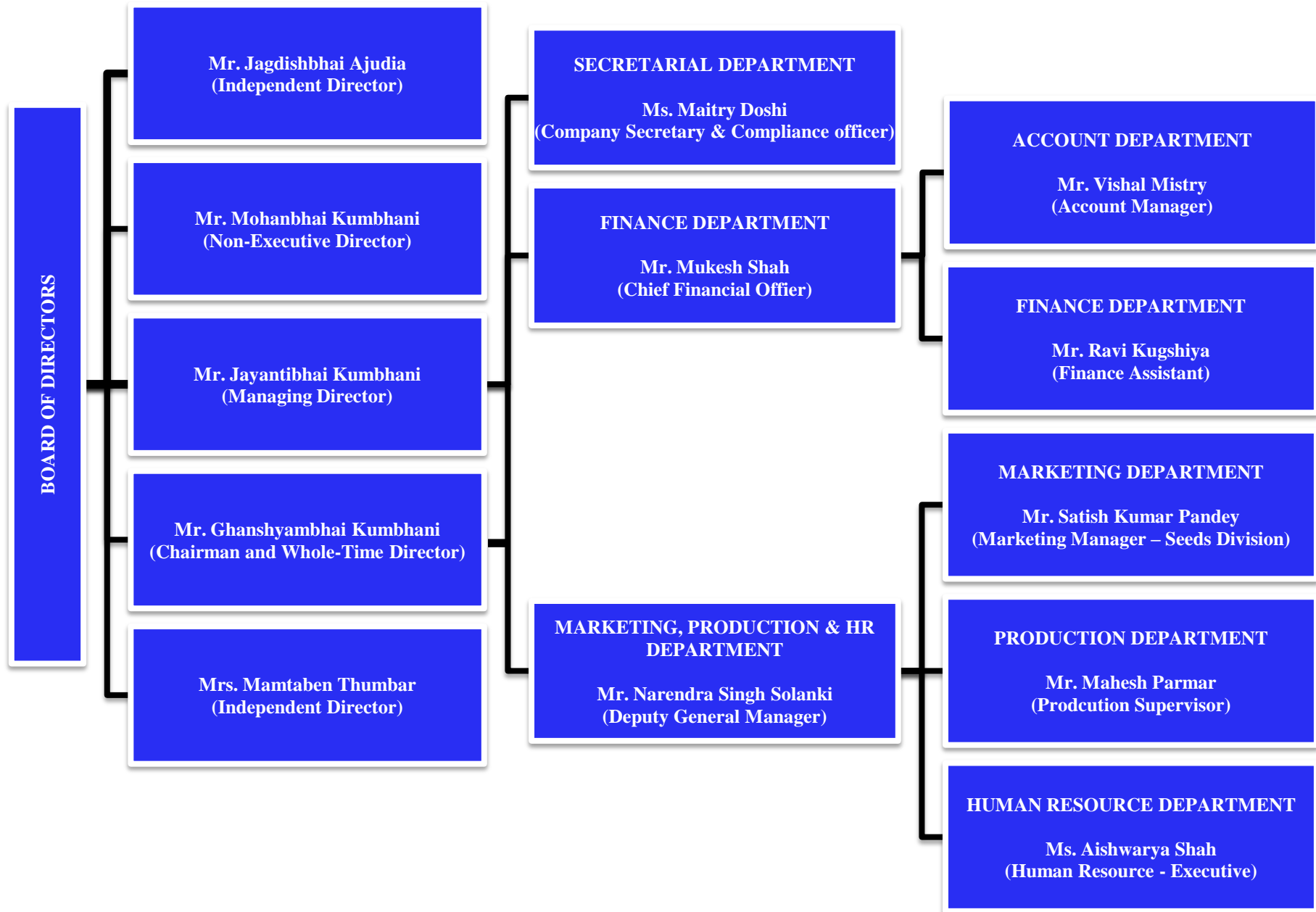
- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every director's performance.

### Quorum and Meetings

The Committee is required to meet at least once a year. The quorum necessary for a meeting of the Nomination and Remuneration Committee is one third of total members of the Nomination and Remuneration Committee or 2 members, whichever is higher.

### Management Organization Structure

The Management Organization Structure of the company is depicted from the following chart:



## Our Key Management Personnel

The Key Managerial Personnel of our Company other than our Executive Director are as follows:-

Name, Designation and Date of Joining		Qualification	Previous Employment	Remuneration paid in F.Y. 2015-16) ( ₹ in Lakhs)
<b>Name</b>	Mr. Mukesh Shah	B.Com	Shree Ambica Plastic Industries (Partnership firm)	3.68
<b>Designation</b>	Chief Finance Officer			
<b>Date of Joining</b>	January 12, 2017			
<b>Overall Experience</b>	Mr. Mukesh Shah has been appointed as Finance Manager of Sikko Industries Limited in the year 2007 i.e. from June 2, 2007 and appointed as Chief Finance Officer from January 12, 2017. Mr. Mukesh Shah pursued Bachelor of Commerce from Gujarat University, Ahmedabad in the year 1988. Being a Commerce graduate he has wide experience in the field of accounts and finance. Before, joining our Company, Mr. Mukesh Shah was account manager of Shree Ambica Plastic Industries (Partnership firm) for 10 years.			
<b>Name</b>	Ms. Maitry Doshi	B. Com	----	----
<b>Designation</b>	Company Secretary & Compliance Officer	C S		
<b>Date of Joining</b>	January 12, 2017	(Company Secretary)		
<b>Overall Experience</b>	Ms. Maitry Doshi has joined our Company as Company Secretary and Compliance officer w.e.f. January 12, 2017. She holds degree of Bachelor of Commerce and is an Associate Member of Institute of Company Secretaries of India. She is responsible for the efficient administration of a company, particularly with regard to ensuring compliance with statutory and regulatory requirements and for ensuring that decisions of the board of directors are implemented.			

## Bonus or Profit sharing plan for the Key Management Personnel

Our Company does not have any bonus or profit sharing plan for our Key Managerial personnel.

## Changes in the Key Management Personnel

The following are the changes in the Key Management Personnel in the last three years preceding the date of filing this Draft Prospectus, otherwise than by way of retirement in due course.

Name	Designation	Date of Appointment	Date of Cessation	Reason of changes
Mr. Ghanshyambhai Kumbhani	Chairman and Whole-Time Director	January 12, 2017	-	Appointment
Mr. Jayantibhai Kumbhani	Managing Director	January 12, 2017	-	Appointment
Mr. Mukesh Shah	Chief Financial Officer	January 12, 2017	-	Appointment
Ms. Maitry Doshi	Company Secretary and Compliance officer	January 12, 2017	-	Appointment

## Employee Stock Option Scheme

As on the date of filing of Draft Prospectus, our company does not have any ESOP Scheme for its employees.

## Relation of the Key Managerial Personnel with our Promoters/ Directors

Our Key Managerial Personnel – Mr. Ghanshyambhai Kumbhani and Mr. Jayantibhai Kumbhani are brothers and they both are Promoter Directors of our Company. Further, they both are son of Mr. Mohanbhai N. Kumbhani. There is no relationship between any other Directors of our Company.

### Payment of Benefit to Officers of Our Company (non-salary related)

Except the statutory payments made by our Company, in the last two years, our company has not paid any sum to its employees in connection with superannuation payments and ex-gratia/ rewards and has not paid any non-salary amount or benefit to any of its officers.

#### Notes:

- All the key managerial personnel mentioned above are on the payrolls of our Company as permanent employees.
- There is no arrangement / understanding with major shareholders, customers, suppliers or others pursuant to which any of the above mentioned personnel have been recruited.
- None of our Key Managerial Personnel has been granted any benefits in kind from our Company, other than their remuneration.
- None of our Key Managerial Personnel has entered into any service contracts with our company and no benefits are granted upon their termination from employment other than statutory benefits provided by our Company.

### Shareholding of the Key Management Personnel

Except as disclosed below, none of the Key Managerial Personnel hold any Equity Shares of our Company as on the date of this Prospectus.

Sr. No.	Name of the Director	Designation	No. of Equity Shares
1.	Mr. Ghanshyambhai Kumbhani	Chairman & Whole-Time Director	3,60,740
2.	Mr. Jayantibhai Kumbhani	Managing Director	15,27,042

### Our Management Team

Name, Designation and Date of Joining		Qualification	Previous Employment	Remuneration paid in F.Y. 2015-16) (₹ in Lakhs)
<b>Name</b>	Mr. Narendra Singh Solanki	B. Sc. (Agriculture)	Proventus Ager India Private Limited	----
<b>Designation</b>	Deputy General Manager			
<b>Date of Joining</b>	January 3, 2017			
<b>Overall Experience</b>	Mr. Narendra Singh Solanki, being Bachelor of Science (Agriculture) from Bundelkhand University, Jhansi, has 30 years of experience in the field of Agro Chemicals Sales and Marketing Business. He has been appointed as General Manager of Sikko Industries Limited from January 3, 2017.			
<b>Name</b>	Mr. Vishal Mistry	B.Com	----	3.73
<b>Designation</b>	Account Manager			
<b>Date of Joining</b>	June 23, 2003			
<b>Overall Experience</b>	Mr. Vishal Mistry, a Commerce graduate from Gujarat University, Ahmedabad, joined Sikko Industries Limited in the year 2003. He was promoted to Accounts Manager in the year 2006. He has overall 13 years of experience in the field of Accountancy.			
<b>Name</b>	Mr. Ravi Kugshiya	B.Com	Kamron Laboratories Limited	1.65
<b>Designation</b>	Finance Assistance			
<b>Date of Joining</b>	April 7, 2014			
<b>Overall Experience</b>	Mr. Ravi Kugshiya has joined Sikko Industries Limited as Finance Assistant with effect from April 7, 2014. He is a Commerce Graduate from Hemchndracharya, North Gujarat University, Patan and has 4 years of experience in total. He was formerly working with Kamron Laboratories Limited as an Account Assistant.			

Name, Designation and Date of Joining		Qualification	Previous Employment	Remuneration paid in F.Y. 2015-16 ( ₹ in Lakhs)
<b>Name</b>	Mr. Satish Kumar Pandey	B. Sc. (Agriculture)	Neelam Hybrid Seeds Company	----
<b>Designation</b>	Marketing Manager – Seeds Division			
<b>Date of Joining</b>	January 18, 2017			
<b>Overall Experience</b>	Mr. Satish Kumar Pandey has been appointed as Sales Manager at Sikko Industries Limited from January 18, 2017. He had 28 years of experience in the field of Seeds marketing, Market research, Sales Management, Relationship management and channel management. He has completed his Bachelor of Science in Agriculture from DDU Gorakhpur, Uttar Pradesh.			
<b>Name</b>	Mr. Mahesh Parmar	M.B.A.	Devidayal Sales Limited	3.42
<b>Designation</b>	Production Supervisor			
<b>Date of Joining</b>	November 11, 2010			
<b>Overall Experience</b>	Mr. Mahesh Parmar was appointed as Production supervisor at the factory office of the Company. He looks out for the whole process of manufacturing from raw materials to finished products. Mr. Mahesh Parmar being a Master in Business Administration in Operation Management has proper administration as well as knowledge of management of operations.			
<b>Name</b>	Ms. Aishwarya Shah	B.B.A.	----	----
<b>Designation</b>	Human Resource Executive			
<b>Date of Joining</b>	January 2, 2017			
<b>Overall Experience</b>	Ms. Aishwarya Shah has joined Sikko Industries Limited as Human Resource Executive with effect from January 2, 2017. She has pursued BBA and pursuing MBA from K. S. School Of Business Management, Gujarat University. She has done her summer internship at Symphony Limited for the period of two months.			



## OUR PROMOTERS AND PROMOTER GROUP

### The Promoters of our Company are:

1. Mr. Jayantibhai Kumbhani
2. Mr. Ghanshyambhai Kumbhani

For details of the build-up of our Promoters' shareholding in our Company, see section titled — Capital Structure – Notes to “Capital Structure” on page 35.

The details of our Individual Promoters are as follows:

	Mr. Ghanshyambhai Kumbhani, aged 54 years, is Promoter of the Company and was acting as Director of the Company since incorporation. He has resigned from the Directorship in the year 2007 and appointed in the year 2010. He is further appointed as the Chairman and Whole-Time Director of the Company for a period of five years w.e.f. January 12, 2017. He holds Bachelors Degree of Science in Chemistry from the Sardar Patel University, Gujarat. He has 32 years of experience in agricultural field including 20 years of experience in agricultural business. Mr. Ghanshyambhai Kumbhani has apt knowledge and understanding of the chemical processes that go into manufacturing and thus maintains the quality of products throughout the process in the Company. Furthermore, working experience in teams, he is well-suited to team-oriented tasks such as the design project. In our Company, he heads the Purchase, Production and Technical Departments.
<b>Mr. Ghanshyambhai Kumbhani</b>	
<b>PAN</b>	ADTPK7058E
<b>Passport Number</b>	K4219319
<b>Voter Identification No.</b>	LPZ3977733
<b>Driving License</b>	GJ1104319008
<b>Adhar Card No.</b>	905241980778
<b>Name of Bank</b>	HDFC Bank Limited
<b>Bank Account Number</b>	03051530004058
<b>Present Residential Address</b>	9, Ekta Bungalows, Nr. Panchvati Bunglow, Bopal Dascroi, Ahmedabad – 380 058
<b>Other Ventures</b>	1. Sikko Trade Link Private Limited
	Mr. Jayantibhai Kumbhani, aged 51 years, holds Bachelors Degree of Science in Agriculture from the Gujarat Agricultural University. Mr. Jayantibhai Kumbhani is the original founder of the SIKKO GROUP. He joined our Company in the year 2003 as Director. He has 29 years of experience in agricultural field including 20 years of experience in agricultural business and hence appointed as Managing Director of the Company for a period of five years w.e.f. January 12, 2017. He looks after the marketing department, administrative and finance Department of the Company. He is also responsible for formulation of the strategies for expansion and growth of business of the Company. His skill helps the Company to maintain the healthy relationship with clients, dealers, distributors and other stakeholders of the Company. Nevertheless, his experience helps the Company to infuse latest technologies for easy manufacturing process.
<b>Mr. Jayantibhai Kumbhani</b>	
<b>PAN</b>	AFYPK8106Q
<b>Passport Number</b>	J4549140
<b>Voter Identification No.</b>	LPZ3977550
<b>Driving License</b>	GJ0119960062553
<b>Adhar Card No.</b>	301266755441
<b>Name of Bank</b>	HDFC Bank Limited
<b>Bank Account Number</b>	03051000016156
<b>Present Residential Address</b>	8, Pooja Bungalows, Opp. Government Tubewell, B/h Vanza Hospital, Bopal, Ahmedabad – 380 058
<b>Other Ventures</b>	1. Sikko Trade Link Private Limited 2. Simcon Laminators Private Limited

### Confirmations

We confirm that the details of the permanent account numbers, bank account numbers and passport numbers of our Promoters will be submitted to the Stock Exchange at the time of filing the Draft Prospectus with the Stock Exchange.

Further, our Promoters have confirmed that they have not been declared as willful defaulters by the RBI or any other governmental authority and there are no violations of securities laws committed by them in the past or are currently pending against them.

Additionally, none of our Promoters have been restrained from accessing the capital markets for any reasons by the SEBI or any other authorities.

For details pertaining to other ventures of our Promoters, refer chapter titled “Financial Information of our Group Companies” beginning on page 136 of the Draft Prospectus.

### **Change in the control or management of the Issuer**

There has been no change in the control or management of our Company.

### **Relationship of Promoters with each other and with our Directors**

Our Promoters - Mr. Ghanshyambhai Kumbhani and Mr. Jayantibhai Kumbhani are brothers.

There is no relationship between any other Directors of our Company except Mr. Ghanshyambhai Kumbhani and Mr. Jayantibhai Kumbhani are brothers and they both are son of Mr. Mohanbhai N. Kumbhani, Director of the Company.

### **Interest of Promoters**

Except as stated in Annexure 32 “Related Party Transaction” beginning on page no. 170 of the Draft Prospectus and to the extent of compensation / sitting fees and reimbursement of expenses in accordance with their respective terms of appointment, our Promoters do not have any other interest in our business.

Further, our Promoters may be deemed to be interested to the extent of the payments made by our Company, if any, to the Promoter Group entities. For the payments that are made by our Company to certain Promoter Group entities, please see the section — “Related Party Transactions” on page no. 140 of the Draft Prospectus.

Our Promoters do not have any interest in any property acquired by our Company in the period of two (2) years before filing the Draft Prospectus except as stated otherwise in the Draft Prospectus. We have not entered into any contract, agreements or arrangements during the preceding two years from the date of the Draft Prospectus in which the promoters are directly or indirectly interested and no payments have been made to them in respect of these contracts, agreements or arrangements and no such payments are proposed to be made to them.

For further details of the same, please refer to heading titled “Properties” on page 107 under chapter titled “Business overview” and statement of Related Party Transaction beginning on page no. 140 of the Draft Prospectus.

### **Payment of benefits to our Promoters**

Except as stated in the section — “Related Party Transactions” on page no. 140 of the Draft Prospectus, there has been no payment of benefits to our Promoters during the two years preceding the filing of this Draft Prospectus.

### **Our Promoter Group**

Promoter and Promoter Group in terms of Regulation 2(1)(za) and 2(1)(zb) of the SEBI ICDR Regulations. In addition to our Promoters named above, the following individuals and entities form a part of the Promoter Group:

#### **A. Natural persons who are part of our Promoter Group:**

<b>Relationship with promoter</b>	<b>Mr. Ghanshyambhai Kumbhani</b>	<b>Mr. Jayantibhai Kumbhani</b>
<b>Father</b>	Mr. Mohanbhai Kumbhani	Mr. Mohanbhai Kumbhani
<b>Mother</b>	Mrs. Rudiben Kumbhani	Mrs. Rudiben Kumbhani
<b>Spouse</b>	Mrs. Nandaben Kumbhani	Mrs. Alpaben Kumbhani
<b>Brothers</b>	Mr. Jayantibhai Kumbhani Mr. Pravinbhai Kumbhani	Mr. Ghanshyambhai Kumbhani Mr. Pravinbhai Kumbhani

<b>Sisters</b>	Mrs. Rasilaben Savaliya	Mrs. Rasilaben Savaliya
<b>Sons</b>	Mr. Kush Kumbhani	Mr. Karan Kumbhani
<b>Daughter</b>	Ms. Jinal Kumbhani	Ms. Gargi Kumbhani
<b>Spouse's Father</b>	Mr. Dhanjibhai Gondaliya	Mr. Ranchoddas Chovatiya
<b>Spouse's Mother</b>	Mrs. Ramaben Gondaliya	Mrs. Ramaben Chovatiya
<b>Spouse's Brothers</b>	Mr. Satishbhai Gondaliya Mr. Ketanbhai Gondaliya	-
<b>Spouse's Sisters</b>	Mrs. Pravinaben Vaghasiya Mrs. Sangitaben Vaghasiya	Mrs. Anjana Usdadiya Mrs. Vibha Sardhara Mrs. Toral Vaishnav Mrs. Shilpa Thumar

**B. Companies related to our Promoter Company:**

<b>Nature of Relationship</b>	<b>Entity</b>
Subsidiary or holding company of Promoter Company.	Not Applicable
Any Body corporate in which promoter (Body Corporate) holds 10% or more of the equity share capital or which holds 10% or more of the equity share capital of the promoter (Body Corporate).	Not Applicable
Any Body corporate in which a group or individuals or companies or combinations thereof which hold 20% or more of the equity share capital in that body corporate also hold 20% or more of the equity share capital of the Issuer.	Not Applicable

**C. Companies, Proprietary concerns, HUF's related to our promoters**

<b>Nature of Relationship</b>	<b>Entity</b>
Any Body Corporate in which ten percent or more of the equity share capital is held by promoter or an immediate relative of the promoter or a firm or HUF in which promoter or any one or more of his immediate relative is a member.	1. Simcon Laminators Private Limited 2. Sikko Products Private Limited 3. Sikko Trade Link Private Limited
Any Body corporate in which Body Corporate as provided above holds ten percent or more of the equity share capital.	Not Applicable
Any Hindu Undivided Family or firm in which the aggregate shareholding of the promoter and his immediate relatives is equal to or more than ten percent.	Not Applicable

For further details on our Promoter Group refer Chapter Titled — “Financial Information of our Group Companies” beginning on page no. 136 of Draft Prospectus.

## FINANCIAL INFORMATION OF OUR GROUP COMPANIES

The definition of “Group Companies” was amended pursuant to the SEBI (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2015, to include companies covered under applicable accounting standards and such other companies as are considered material by the Board. Pursuant to a Board resolution dated February 10, 2017, our Board has formulated a policy with respect to companies which it considered material to be identified as group companies, pursuant to which the following entities are identified as Group Companies of our Company.

1. Sikko Trade Link Private Limited
2. Sikko Products Private Limited
3. Simcon Laminators Private Limited

Except as stated above, there are no companies which are considered material by the Board of Directors of our Company to be identified as group companies.

As per sub clause C (2) of clause (IX) of Schedule VIII, we have provided the financial information of unlisted group companies.

### 1. Sikko Trade Link Private Limited (STLPL)

#### Brief Corporate Information

Sikko Trade Link Private Limited is a Private Company incorporated on September 30, 2008 under the provisions of Companies Act, 1956 and has its registered office at 310, Circle - P, Near Prahladnagar Bus stand, S.G. Highway, Vejalpur, Ahmedabad – 380 051. The Corporate Identification Number of STLPL is U51909GJ2008PTC055146.

#### Current Nature of Activities

STLPL is engaged in the business of trading of agricultural products.

#### Board of Directors

As on date of this Draft Prospectus, the following are the Directors of the STLPL;

Sr. No.	Name	Designation
1.	Mr. Jayantibhai Kumbhani	Director
2.	Mr. Ghanshyam Kumbhani	Director
3.	Mrs. Bhavna Kumbhani	Director

#### Shareholding Pattern

As on date of this Draft Prospectus, the following are the Shareholders of the STLPL;

Sr. No.	Name of the shareholder	Number of Equity shares held	Percentage holding (%)
1.	Mr. Ghanshyambhai Kumbhani	3,334	33.34
2.	Mr. Jayantibhai Kumbhani	3,333	33.33
3.	Mrs. Bhavnaben Kumbhani	3,333	33.33
<b>Total</b>		<b>10,000</b>	<b>100.00</b>

#### Financial Performance

The summary of audited financials for the previous three years is as follows:

(₹ in lakhs except per share data)

Particulars	March 31, 2016	March 31, 2015	March 31, 2014
Equity Share Capital (face value ₹ 10/- each)	1.00	1.00	1.00
Reserves & Surplus (excluding revaluation reserve)	30.78	58.16	58.69
Total Income	23.06	648.96	589.95
Profit/ (Loss) after Tax	(27.38)	0.06	19.48
Earnings Per Share (in ₹)	(273.79)	0.57	194.84
Net Asset Value Per Share (in ₹)	31.78	59.16	59.69

## 2. Sikko Products Private Limited (SPPL)

### Brief Corporate Information

Sikko Products Private Limited is a Private Company incorporated on December 19, 2007 under the provisions of Companies Act, 1956 and has its registered office at 311, Circle – P, Nr. Prahladnagar Pickup Stand, S. G. Highway, Vejalpur, Ahmedabad – 380 051. The Corporate Identification Number of SPPL is U24200GJ2007PTC052395.

### Current Nature of Activities

SPPL is engaged in the business of manufacturing of Bio agricultural products.

### Board of Directors

As on date of this Draft Prospectus, the following are the Directors of the SPPL;

Sr. No.	Name	Designation
1.	Mrs. Bhavnaben Kumbhani	Director
2.	Ms. Jinal Kumbhani	Director

### Shareholding Pattern

As on date of this Draft Prospectus, the following are the Shareholders of the SPPL;

Sr. No.	Name of the shareholder	Number of Equity shares held	Percentage holding (%)
1.	Mrs. Alpaben Kumbhani	10,000	20.00
2.	Mrs. Nandaben Kumbhani	10,000	20.00
3.	Mr. Pravinbhai Kumbhani	10,000	20.00
4.	Mr. Jayantibhai Kumbhani	10,000	20.00
5.	Mrs. Bhavnaben Kumbhani	5,000	10.00
6.	Mr. Ghanshyambhai Kumbhani	4,000	08.00
7.	Ms. Jinal Kumbhnai	1,000	02.00
<b>Total</b>		<b>50,000</b>	<b>100.00</b>

### Financial Performance

The summary of audited financials for the previous three years is as follows:

(₹ in lakhs except per share data)

Particulars	March 31, 2016	March 31, 2015	March 31, 2014
Equity Share Capital (face value ₹ 10/- each)	5.00	5.00	5.00
Reserves & Surplus (excluding revaluation reserve)	42.09	45.96	52.16
Total Income	0.38281	0.00	113.80
Profit/ (Loss) after Tax	(3.88)	(6.10)	(4.75)
Earnings Per Share (in ₹)	(7.56)	(12.21)	(9.51)
Net Asset Value Per Share (in ₹)	94.17	101.93	114.32

## 3. Simcon Laminators Private Limited (SLPL)

### Brief Corporate Information

Simcon Laminators Private Limited is a Private Company incorporated on May 1, 2013 under the provisions of Companies Act, 1956 and has its registered office at Baba Hydrotech, Plot no. 40-1-BA, Changodar, Ashwamegh Estate, Sanand Ahmedabad – 382 110. The Corporate Identification Number of Company is U25200GJ2013PTC074805.

### Current Nature of Activities

SLPL is strategically diversified company engaged in the field of manufacturing and producing precision printing, flexible packaging, printing materials, rolls and pouches with a keen focus on superior service and customer based design and technical solutions.

### Board of Directors

As on date of this Draft Prospectus, the following are the Directors of the SLPL;

Sr. No.	Name	Designation
1.	Mr. Jayantibhai Kumbhani	Director
2.	Mr. Vinodbhai Dobaria	Director
3.	Mr. Anandkumar Patel	Director

### Shareholding Pattern

As on date of this Draft Prospectus, the following are the Shareholders of the SLPL;

Sr. No.	Name of the shareholder	Number of Equity shares held	Percentage holding (%)
1.	Mr. Jayantibhai M Kumbhani	2,16,667	24.08
2.	Mr. Vinodbhai Dobariya	3,41,667	37.96
3.	Mr. Anandkumar Patel	3,41,666	37.96
<b>Total</b>		<b>9,00,000</b>	<b>100.00</b>

### Financial Performance

The summary of audited financials for the previous three years is as follows:

(₹ in lakhs except per share data)

Particulars	March 31, 2016	March 31, 2015	March 31, 2014
Equity Share Capital (face value ₹ 10/- each)	90.00	90.00	50.00
Reserves & Surplus (excluding revaluation reserve)	(36.41)	(36.58)	(26.44)
Total Income	522.24	720.21	221.56
Profit/ (Loss) after Tax	0.17	(10.14)	(26.44)
Earnings Per Share (in ₹)	0.02	(1.13)	(5.29)
Net Asset Value Per Share (in ₹)	5.95	5.94	4.71

### General Disclosure

- None of the above mentioned Group Companies is listed Company.
- None of the above mentioned Group Companies is a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1985 or is under winding up.
- None of the above mentioned Group Companies is in defaults in meeting any Statutory/bank/institutional dues and no proceedings have been initiated for economic offences against any of the Group Companies.

### Common Pursuit

Our group companies have some of the objects similar to that of our Company's Business. The details of Group Companies which are in similar line of business activities, as carried out by our Company, are stated below;

1. Sikko Trade Link Private Limited is doing the same business activity that is being carried out by our Company.
2. Sikko Products Private Limited is doing the same business activities that are being carried out by our Company. However, since last two years, Sikko Products Private Limited has not carried out any business activity.

### Related Business transactions within the group company and its significance on the financial performance of our Company

Sales or Purchases between our group Company and associated company with our Company is given below:

(₹ In Lacs)

Particulars	For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the year ended 31 March 2015	For the year ended 31 March 2016	For the period ended 31 October 2016
<b>Total Purchase</b>	<b>873.79</b>	<b>379.76</b>	<b>473.71</b>	<b>603.73</b>	<b>1,329.53</b>	<b>396.57</b>
Sikko Tradelink Private	-	-	-	-	-	-

Particulars	For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the year ended 31 March 2015	For the year ended 31 March 2016	For the period ended 31 October 2016
Limited						
%	0	0	0	0	0	0
Sikko Products Private Limited	-	-	-	-	-	0
%	0	0	0	0	0	0
Simcon Laminators Private Ltd.	-	-	-	-	-	-
%	0	0	0	0	0	0
<b>% of total Purchase</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Sales</b>	<b>1,364.47</b>	<b>868.01</b>	<b>1,132.46</b>	<b>1,140.61</b>	<b>2,029.42</b>	<b>1,244.00</b>
Sikko Tradelink Private Limited	245.98	237.10	288.40	294.12	-	-
%	18.03	27.31	25.47	25.79	0	0
Sikko Products Private Limited	-	-	-	-	-	-
%	0	0	0	0	0	0
Simcon Laminators Private Ltd.	-	-	-	-	-	0
%	0	0	0	0	0	0
<b>% of total Sales</b>	<b>18.03</b>	<b>27.31</b>	<b>25.47</b>	<b>25.79</b>	<b>0</b>	<b>0</b>

For details, please see the section “Related Party Transactions” on page no. 140 of this Prospectus.

#### Defunct /Struck-off Company

- None of Promoters, Promoter Group and our Group Companies has remained defunct and no application has been made to Registrar of Companies for Striking off their name from the Register of Companies, during the five years preceding the date of filing this prospectus.
- None of the securities of our Group Entity are listed on any stock exchange and our Group Entity has not made any public or rights issue of securities in the preceding three years.
- Our Group Entity has not been debarred from accessing the capital market for any reasons by the SEBI or any other authorities.
- Our Group Entity has not been identified as a Willful Defaulter.

#### Business Interests amongst our Company and Group Companies /Associate Companies

Except as mentioned under section titled “Financial Information”, Annexure 32 – “Related Party Transactions” beginning on page 170 of this Prospectus there is no business interest among Group Company.

#### Changes in Accounting Policies in the last three years

Except as mentioned under the paragraph Changes in Significant Accounting Policies, “Annexure 4” under Chapter titled “Auditors’ Report and Financial Information of our Company” beginning on page 142 of the Draft Prospectus, there have been no changes in the accounting policies in the last three years.

## **RELATED PARTY TRANSACTIONS**

For details of the related party transaction of our Company, see Annexure 32 and Annexure 4 to Accounts to the financial statements respectively, in “Auditors Report and Financial Information of our Company” beginning from page no. 142 of this Draft Prospectus.

## **DIVIDEND POLICY**

Under the Companies Act, our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the Annual General Meeting. The shareholders of the Company have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends.

Our Company does not have any formal dividend policy for the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

## SECTION VI – FINANCIAL INFORMATION

### AUDITOR’S REPORT FINANCIAL INFORMATION OF OUR COMPANY

To

**The Board of Directors**

**Sikko Industries Limited**

508, Iscon Elegance, Nr. Jain temple,

Nr. Prahladnagar Pick Up Stand,

Vejalpur, Ahmedabad – 380 051

Dear Sirs,

1. We have examined the attached Restated Statement of Assets and Liabilities of **Sikko Industries Limited** (the “Company”) as at 31<sup>st</sup> October 2016, 31<sup>st</sup> March, 2016, 31<sup>st</sup> March, 2015, 2014, 2013 and 2012 and the related Restated Statement of Profit & Loss and Restated Statement of Cash Flow for the period ended on 31<sup>st</sup> October 2016, 31<sup>st</sup> March, 2016, 31<sup>st</sup> March, 2015, 2014, 2013 and 2012 annexed to this report for the purpose of inclusion in the offer document prepared by the Company (collectively the ”**Restated Summary Statements**” or “**Restated Financial Statements**”). These Restated Summary Statements have been prepared by the Management of the Company and approved by the Board of Directors of the Company in connection with the Initial Public Offering (IPO) in SME Platform of NSE Limited (NSE Emerge).
2. These Restated Summary Statements have been prepared in accordance with the requirements of:
  - (i). Part I of Chapter III to the Companies Act, 2013 (“**Act**”) read with Companies (Prospectus and Allotment of Securities) Rules 2014;
  - (ii). The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 (“**ICDR Regulations**”) issued by the Securities and Exchange Board of India (“**SEBI**”) in pursuance to Section 11 of the Securities and Exchange Board of India Act, 1992 and related amendments / clarifications from time to time;
  - (iii). The terms of reference to our engagements with the Company letter dated 23<sup>th</sup> January 2016 requesting us to carry out the assignment, in connection with the Draft Prospectus/ Prospectus being issued by the Company for its proposed Initial Public Offering of equity shares in SME Platform of NSE (NSE EMERGE) (“**IPO**” or “**SME IPO**”); and
  - (iv). The Guidance Note on Reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India (“**Guidance Note**”).
3. The Restated Summary Statements of the Company have been extracted by the management from the Audited Financial Statements of the Company for the financial year ended on 31<sup>st</sup> October 2016, 31<sup>st</sup> March, 2016, 31<sup>st</sup> March, 2015, 2014, 2013 and 2012 which has been approved by the Board of Directors.
4. In accordance with the requirements of Part I of Chapter III of Act including rules made therein, ICDR Regulations, Guidance Note and Engagement Letter, we report that:
  - (i) The “**Statement of Assets and Liabilities as Restated**” as set out in **Annexure 1** to this report, of the Company as at 31<sup>st</sup> October 2016, 31<sup>st</sup> March, 2016, 31<sup>st</sup> March, 2015, 2014, 2013 and 2012 are prepared by the Company and approved by the Board of Directors. These Statement of Assets and Liabilities, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully.
  - (ii) Described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV(A)** to this Report.
  - (iii) The “**Statement of Profit and Loss as Restated**” as set out in **Annexure 2** to this report, of the Company for the period ended 31<sup>st</sup> October 2016, 31<sup>st</sup> March, 2016, 31<sup>st</sup> March, 2015, 2014, 2013 and 2012 are prepared by the Company and approved by the Board of Directors. These Statement of Profit and Loss, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure 4** to this Report.

- (iv) The “**Statement of Cash Flow as Restated**” as set out in **Annexure 3** to this report, of the Company for the period ended 31<sup>st</sup> October 2016, 31<sup>st</sup> March, 2016, 31<sup>st</sup> March, 2015, 2014, 2013 and 2012 are prepared by the Company and approved by the Board of Directors. These Statement of Cash Flow, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure 4** to this Report.
5. Based on the above, we are of the opinion that the Restated Financial Statements have been made after incorporating:
- Adjustments for the changes in accounting policies retrospectively in respective financial period/years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any.
  - Adjustments for prior period and other material amounts in the respective financial years/period to which they relate and there are no qualifications which require adjustments.
  - There are no extra-ordinary items that need to be disclosed separately in the accounts and qualifications requiring adjustments.
  - There were no qualifications in the Audit Reports issued by the Statutory Auditors for the financial period/year ended on 31<sup>st</sup> October 2016, 31<sup>st</sup> March, 2016, 31<sup>st</sup> March, 2015, 2014, 2013 and 2012 which would require adjustments in this Restated Financial Statements of the Company.
  - These Profits and Losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Polices and Notes to Accounts as set out in **Annexure 4**to this report.
6. Audit for the period / financial year ended on 31<sup>st</sup> October 2016, 31<sup>st</sup> March, 2016, 31<sup>st</sup> March, 2015, 2014, 2013 and 2012 was conducted by M/s. Ashok K. Bhatt & Co. (Chartered Accountants) and accordingly reliance has been placed on the financial information examined by them for the said years. The financial report included for these years is based solely on the report submitted by them and no routine audit has been carried out by us. Further financial statements for the financial period ended on 31<sup>st</sup> October, 2016 and for the financial year ended 31<sup>st</sup> March, 2016 have been re-audited by us as per the relevant guidelines.
7. We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for the financial period/year ended on 31<sup>st</sup> October 2016, 31<sup>st</sup> March, 2016, 31<sup>st</sup> March, 2015, 2014, 2013 and 2012 proposed to be included in the Draft Prospectus/Prospectus (“**Offer Document**”).

#### **Annexure of Restated Financial Statements of the Company:-**

- Significant Accounting Policies and Notes to Accounts as restated in Annexure 4;
- Reconciliation of Restated Profit as appearing in Annexure 5 to this report.
- Details of Share Capital as Restated as appearing in Annexure 6 to this report;
- Details of Reserves and Surplus as Restated as appearing in Annexure 7 to this report;
- Details of Long Term Borrowings as Restated as appearing in Annexure 8 to this report;
- Nature of Security and Terms of Repayment for Long term/ Short term Borrowings as appearing in Annexure 9 to this report
- Details of Deferred Tax Liabilities (Net) as Restated as appearing in Annexure 10 to this report;
- Details of Short Term Borrowings as Restated as appearing in Annexure 11 to this report;
- Details of Trade Payables as Restated as appearing in Annexure 12 to this report;
- Details of Other Current Liabilities as Restated as appearing in Annexure 13 to this report;
- Details of Short Term Provisions as Restated as appearing in Annexure 14 to this report;
- Details of Fixed Assets as Restated as appearing in Annexure 15 to this report;
- Details of Long Term Loans & Advances as Restated as appearing in Annexure 16 to this report;
- Details of Inventories as Restated as appearing in Annexure 17 to this report;
- Details of Trade Receivables as Restated enclosed as Annexure 18 to this report;
- Details of Cash and Cash Equivalents as Restated enclosed as Annexure 19 to this report;
- Details of Short Term Loans & Advances as Restated as appearing in Annexure 20 to this report;
- Details of Other Current Assets as Restated as appearing in Annexure 21 to this report;
- Details of Contingent Liabilities and Commitments as Restated as appearing in Annexure 22 to this report;
- Details of Revenue from operations as Restated as appearing in Annexure 23 to this report;

21. Details of Other Income as Restated as appearing in Annexure 24 to this report;
  22. Details of Cost of raw material Consumed as Restated as appearing in Annexure 25 to this report;
  23. Details of Purchase of Stock-In-trade as Restated as appearing in Annexure 26 to this report;
  24. Details of Changes in Inventories as Restated as appearing in Annexure 27 to this report;
  25. Details of Employee Benefit Expenses as Restated as appearing in Annexure 28 to this report;
  26. Details of Finance Cost as Restated as appearing in Annexure 29 to this report;
  27. Details of Depreciation and Amortisation as Restated as appearing in Annexure 30 to this report;
  28. Details of Other expenses as Restated as appearing in Annexure 31 to this report;
  29. Details of Related Parties Transactions as Restated as appearing in Annexure 32 to this report;
  30. Details of Summary of Accounting Ratios as Restated as appearing in Annexure 33 to this report
  31. Capitalization Statement as Restated as at 31st October 2016 as appearing in Annexure 34 to this report;
  32. Statement of Tax Shelters as Restated as appearing in Annexure 35 to this report.
- 
8. We, Doshi Maru & Associates, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (“ICAI”) and hold a valid peer review certificate issued by the “Peer Review Board” of the ICAI.
  9. The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.
  10. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other Firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.
  11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
  12. In our opinion, the above financial information contained in Annexure 1 to 35 of this report read with the respective Significant Accounting Policies and Notes to Accounts as set out in Annexure 4 are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note.
  13. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the SME IPO. Our report should not be used, referred to or adjusted for any other purpose except with our consent in writing.

**For Doshi Maru & Associates  
Chartered Accountants**

**Sarvesh A. Gohil  
Partner**

**FRN No. 0112187W**

**Membership No. 135782**

**Place : Jamnagar**

**Date : 25/02/2017**

## Annexure 1: Restated Balance Sheet

(₹ in Lakh)

Particulars		As At 31st March 2012	As At 31st March 2013	As At 31st March 2014	As At 31st March 2015	As At 31st March 2016	As at 31st October 2016
<b>I.</b>	<b>EQUITY AND LIABILITIES</b>						
<b>1</b>	<b>Shareholders' funds</b>						
	(a) Share capital	200.00	200.00	200.00	200.00	200.00	200.00
	(b) Reserves and surplus	104.28	219.51	347.07	340.85	335.26	396.50
<b>2</b>	<b>Non-current liabilities</b>						
	(a) Long-term borrowings	174.12	104.74	72.91	28.42	15.28	10.02
	(b) Deferred tax liabilities (Net)	65.58	86.58	117.84	89.23	67.74	58.53
	(c) Long-term Provisions	-	-	-	-	-	-
	(d) Other Long-term Liabilities	-	-	-	-	-	-
<b>3</b>	<b>Current liabilities</b>						
	(a) Short-term borrowings	273.43	231.61	380.65	364.85	461.42	587.13
	(b) Trade payables	109.73	67.46	200.01	283.47	889.10	1,222.30
	(c) Other current liabilities	201.39	140.89	157.87	199.27	175.56	148.85
	(d) Short-term provisions	25.07	28.74	38.99	17.35	6.13	18.93
	<b>TOTAL</b>	<b>1,153.61</b>	<b>1,079.54</b>	<b>1,515.34</b>	<b>1,523.45</b>	<b>2,150.49</b>	<b>2,642.26</b>
<b>II.</b>	<b>ASSETS</b>						
<b>1</b>	<b>Non-current assets</b>						
	(a) Fixed assets						
	(i) Tangible assets	686.47	709.96	761.16	788.73	800.80	811.15
	(ii) Intangible Assets	0.72	0.72	1.35	1.75	3.51	3.51
	(iii) Intangible Assets under development	-	-	-	-	-	-
	(iv) Capital Work in Progress	61.57	-	-	-	-	-
	Less: Accumulated Depreciation	113.38	180.97	243.77	359.41	450.16	491.36
	Net Block	635.38	529.71	518.74	431.08	354.14	323.30
	(b) Non Current Investments	-	-	-	-	-	-
	(c) Long-term loans and advances	8.57	10.62	270.03	269.91	268.41	272.03
	(d) Other Non Current Assets	-	-	-	-	-	-
	(e) Deferred Tax Assets	-	-	-	-	-	-
<b>2</b>	<b>Current assets</b>						
	(a) Current Investments	-	-	-	-	-	-
	(b) Inventories	222.49	289.89	266.08	466.84	617.80	677.14
	(c) Trade receivables	182.22	153.15	281.00	237.14	811.36	1,294.83
	(d) Cash and cash equivalents	56.97	4.72	64.44	10.67	9.54	8.01
	(e) Short-term loans and advances	39.70	78.15	107.76	91.59	80.04	61.35
	(f) Other Current Assets	8.27	13.31	7.29	16.21	9.19	5.60
	<b>TOTAL</b>	<b>1,153.61</b>	<b>1,079.54</b>	<b>1,515.34</b>	<b>1,523.45</b>	<b>2,150.49</b>	<b>2,642.26</b>

For Doshi Maru & Associates  
Chartered Accountants

Sarvesh A. Gohil  
Partner

FRN No. 0112187W  
Membership No. 135782

Place : Jamnagar  
Date : 25/02/2017

**Annexure 2: Restated Statement of Profit & Loss****(₹ in Lakh)**

Particulars		For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the year ended 31 March 2015	For the year ended 31 March 2016	For the period ended 31 October 2016
I.	Revenue from operations	1,355.50	860.66	1,115.35	1,121.09	2,014.05	1,230.48
II.	Other income	2.15	2.21	4.14	20.79	120.70	70.20
<b>III.</b>	<b>Total Revenue (I + II)</b>	<b>1,357.64</b>	<b>862.87</b>	<b>1,119.49</b>	<b>1,141.87</b>	<b>2,134.76</b>	<b>1,300.68</b>
IV.	Expenses:						
	Cost of Material Consumed	840.54	302.80	541.42	467.11	1,308.93	379.57
	Purchases of Stock-In-Trade	78.40	-	-	280.01	419.28	557.50
	Changes in inventories of Stock-in-Trade	(81.97)	46.69	7.78	(27.97)	(84.90)	(11.28)
	Employee benefits expense	36.17	98.65	99.24	98.64	106.28	65.04
	Finance costs	52.97	37.56	43.73	47.73	60.15	28.92
	Depreciation and amortization expense	63.71	67.60	62.79	113.89	90.76	41.20
	Other expenses	243.59	167.39	176.04	166.34	240.16	147.58
	Total expenses	1,233.41	720.68	931.01	1,145.76	2,140.66	1,208.53
<b>V.</b>	<b>Profit before tax (III-IV)</b>	<b>124.24</b>	<b>142.19</b>	<b>188.48</b>	<b>(3.88)</b>	<b>(5.90)</b>	<b>92.15</b>
					-		
VI	Tax expense:						
	(1) Current tax	24.86	28.45	38.73	27.54	20.75	40.12
	(2) Deferred tax	65.69	21.00	31.26	(28.61)	(21.49)	(9.22)
	(3) Less : MAT Credit Entitlement	17.97	24.69	10.21	-	-	-
<b>VII</b>	<b>Profit (Loss) for the period (V-VI)</b>	<b>51.66</b>	<b>117.43</b>	<b>128.70</b>	<b>(2.81)</b>	<b>(5.17)</b>	<b>61.25</b>

**Accounting Policies & Notes on Accounts**  
As per our Report on Even date attached

**For Doshi Maru & Associates**  
**Chartered Accountants**

**Sarvesh A. Gohil**  
**Partner**

**FRN No. 0112187W**

**Membership No. 135782**

**Place : Jamnagar**

**Date : 25/02/2017**

**Annexure 3: Restated Statement of Cash Flows**
**(₹ in Lakh)**

Particulars	For the year ended 31 March 2012		For the year ended 31 March 2013		For the year ended 31 March 2014		For the year ended 31 March 2015		For the year ended 31 March 2016		For the period ended 31 October 2016	
<b>Cash flow from Operating Activities</b>												
Net Profit Before tax as per Statement of Profit & Loss		124.24		142.19		188.48		(3.88)		(5.90)		92.15
Adjustments for :												
Depreciation & Amortization Exp.	63.71		67.60		62.79		113.89		90.76		41.20	
Interest Income	(0.81)		(0.75)		(0.74)		(0.77)		(0.03)		(0.09)	
Finance Cost	52.97	115.87	37.56	104.41	43.73	105.78	47.73	160.86	60.15	150.88	28.92	70.03
<b>Operating Profit before working capital changes</b>		240.11		246.60		294.27		156.97		144.98		162.18
<b>Changes in Working Capital</b>												
Trade receivable	(47.62)		29.07		(127.85)		43.86		(574.22)		(483.47)	
Other Loans and advances receivable	(5.91)		23.12		(29.62)		16.18		11.55		18.69	
Inventories	(190.87)		(67.40)		23.81		(200.77)		(150.96)		(59.34)	
Other Current Assets	(1.60)		(5.04)		6.02		(8.92)		7.02		3.60	
Trade Payables	98.14		(42.27)		132.55		83.46		605.63		333.20	
Other Current Liabilities	47.99		(60.50)		16.98		41.40		(23.71)		(26.71)	
Short term Provisions	7.45		1.47		9.10		(25.47)		(11.64)		12.79	
		(92.43)		(121.55)		30.99		(50.26)		(136.33)		(201.25)
<b>Net Cash Flow from Operation</b>		147.68		125.05		325.26		106.71		8.65		(39.07)
Less : Income Tax paid		6.89		3.76		28.52		27.54		20.75		40.12
<b>Net Cash Flow from Operating Activities (A)</b>		140.79		121.29		296.74		79.18		(12.11)		(79.19)
<b>Cash flow from investing Activities</b>												
Purchase of Fixed Assets	(178.98)		(23.49)		(51.83)		(25.80)		(13.82)		(10.35)	
Sale of Fixed Assets	-		-		-		-		-		-	
Other Non Current Assets (Net)	-		-		-		-		-		-	
Movement in Loans & Advances	-		(2.04)		(259.41)		0.12		1.50		(3.62)	
Purchase/Sale of Investment	-		-		-		-		-		-	
Interest Income	0.81		0.75		0.74		0.77		0.03		0.09	
		(178.17)		(24.78)		(310.50)		(24.92)		(12.30)		(13.88)
<b>Net Cash Flow from Investing Activities (B)</b>		(178.17)		(24.78)		(310.50)		(24.92)		(12.30)		(13.88)
<b>Cash Flow From Financing</b>												

<b>Activities</b>												
Proceeds From long Term Borrowing (Net)	(20.94)		(69.38)		(31.83)		(44.49)		(13.14)		(5.25)	
Short Term Borrowing (Net)	115.48		(41.82)		149.04		(15.80)		96.56		125.72	
Interest Paid	(52.97)		(37.56)		(43.73)		(47.73)		(60.15)		(28.92)	
Dividend paid ( Including DDT)	-	41.57	-	(148.77)	-	73.48	-	(108.02)	-	23.27	-	91.54
<b>Net Cash Flow from Financing Activities (C)</b>		41.57		(148.77)		73.48		(108.02)		23.27		91.54
<b>Net (Decrease)/ Increase in Cash &amp; Cash Equivalents(A+B+C)</b>		<b>4.19</b>		<b>(52.25)</b>		<b>59.72</b>		<b>(53.77)</b>		<b>(1.13)</b>		<b>(1.53)</b>
Opening Cash & Cash Equivalents		52.78		56.97		4.72		64.44		10.67		9.54
<b>Cash and cash equivalents at the end of the period</b>		<b>56.97</b>		<b>4.72</b>		<b>64.44</b>		<b>10.67</b>		<b>9.54</b>		<b>8.01</b>
<b>Cash And Cash Equivalents Comprise :</b>												
Cash		1.13		4.20		14.06		9.43		9.09		7.34
<b>Bank Balance :</b>												
Current Account		55.85		0.51		50.37		1.24		0.45		0.67
Deposit Account		-		-		-		-		-		-
<b>Total</b>		<b>56.97</b>		<b>4.72</b>		<b>64.44</b>		<b>10.67</b>		<b>9.54</b>		<b>8.01</b>

For Doshi Maru & Associates  
Chartered Accountants

Sarvesh A. Gohil  
Partner

FRN No. 0112187W  
Membership No. 135782

Place : Jamnagar  
Date : 25/02/2017

## NOTES FORMING PART OF THE RESTATED FINANCIAL STATEMENTS

### ❖ **BACKGROUND :-**

Sikko Industries Limited was originally incorporated as “Sikko Sprayers Private Limited” on February 8, 2000 under the provisions of Companies Act, 1956 vide certificate of Incorporation issued by Deputy Registrar of Companies, Gujarat, Dadra and Nagar Haveli at Ahmedabad. Consequent up on the conversion of our Company into public limited company, the name of our Company was changed to “Sikko Sprayers Limited” vide fresh certificate of incorporation dated March 16, 2010 issued by the Assistant Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Subsequently the name of our company was changed to “Sikko Industries Limited” and Fresh certificate of Incorporation pursuant to change of name was issued by Assistant Registrar of Companies, Gujarat and Dadra Nagar Haveli on March 17, 2010. The Corporate Identification Number of our Company is U51909GJ2000PLC037329.

The Company is engaged in manufacturing & trading of various types of Pesticides & Fertilizers used for agriculture items.

### ANNEXURE – 4: Restated Significant accounting policies and notes on Accounts:

#### **a. Basis of preparation of financial statements: -**

The financial statements are prepared and presented under the historical cost convention and evaluated on a going-concern basis using the accrual system of accounting in accordance with the accounting principles generally accepted in India (Indian GAAP) and the requirements of the Companies Act, 1956 (up to March 31, 2014), and notified sections, schedules and rules of the Companies Act 2013 (with effect from April 01, 2014), including the Accounting Standards as prescribed by the Companies (Accounting Standards) Rules, 2006 as per section 211(3C) of the Companies Act, 1956 (which are deemed to be applicable as Section 133 of the Companies Act, 2013 (“the Act”) read with Rule 7 of Companies (Accounts) Rules, 2014).

The presentation of financial statements requires estimates and assumption to be made that affect the reported amount of assets & Liabilities on the date of financial statements and the reported amount of revenue and expenses during the reporting period. Difference between the actual result and estimates are recognized in the period in which results are known/ materialized.

#### **b. Use of Estimates**

The preparation and presentation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities, if any, as at the date of the financial statements and reported amounts of income and expenses during the year. Examples of such estimates include provisions for doubtful debts, employee retirement benefit plans, provision for income tax and the useful lives of fixed assets. The difference between the actual results and estimates are recognized in the period in which results are known or materialized.

#### **c. Valuation of Inventory: -**

Stock-In-Trade : At Lower of Cost or Net realizable value.

#### **d. Cash Flow Statement: -**

Cash flow statement has been prepared as per requirements of Accounting Standard - 3. Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. Cash flows from operating, investing and financing activities of the Company are segregated, accordingly.

#### **e. Contingencies and Events Occurring After the Balance Sheet Date: -**

Effects of, events occurred after Balance Sheet date and having material effect on financial statements are reflected where ever required.

#### **f. Net Profit or loss for the period, prior period items and changes in accounting policies: -**

Material items of prior period, non-recurring and extra ordinary items are shown separately, If any.

**g. Depreciation accounting: -**

Depreciation has been provided as per Written Down Value (WDV) Method at the rates and manner, specified in Schedule XIV to the Companies Act, 1956 for the year ending on 31st March 2012, 2013, and 2014 and it is provided as per the useful life prescribed under schedule II of the Companies Act, 2013 on single shift for the year/ period ending on 31st March, 2015, 2016 and 31st October 2016 till the residual value of the asset is reduced equal to 5% of the original cost.

Pro Rata Basis to result in a more appropriate preparation or presentation of the financial statements.

In respect of assets added/sold during the period/year, pro-rata depreciation has been provided at the rates prescribed under Schedule II.

**h. Revenue Recognition:-**

Sale of goods is recognized at the point of dispatch of goods to customers, sales are exclusive of Sales tax, Vat and Freight Charges if any. The revenue and expenditure are accounted on a going concern basis. Sale of Services are recognized at the point of provision of services.

Interest Income is Recognized on a time proportion basis taking into account the amount outstanding and the rate applicable i.e. on the basis of matching concept.

Dividend from investments in shares / units is recognized when the company receives it, if any.

Other items of Income are accounted as and when the right to receive arises.

**i. Accounting for Fixed Assets:-**

Fixed assets are stated at historical cost less accumulated depreciation and impairment losses, if any. Cost includes purchase price and all other attributable cost to bring the assets to its working condition for the intended use.

Assets under erection/installation are shown as "Capital Work in Progress". Expenditure during construction period are shown as "pre-operative expenses" to be capitalized on completion of erection/ installations of the assets.

Intangible assets are stated at acquisition cost, Net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized on a written down value basis over their estimated useful lives.

**j. Accounting for effects of changes in foreign exchange rates: -**

- i. All transactions in foreign currency are recorded at the rates of exchange prevailing at the date of transaction. Any gain/ loss on account of the fluctuation in the rate of exchange is recognized in the statement of Profit and Loss.
- ii. Monetary items in the form of Loans, Current Assets and Current Liabilities in foreign currencies outstanding at the close of the year are converted in Indian currency at the appropriate rates of exchange prevailing on the date of Balance Sheet. Resultant gain or loss on account of the fluctuation in the rate of exchange is recognized in the statement of Profit and Loss.
- iii. In respect of Forward Exchange contracts entered into to hedge foreign currency risks, the difference between the forward rate and the exchange rate at the inception of the contract is recognized as income or expense over the life of the contract. Further, the exchange differences arising on such contracts are recognized as income or assets/liabilities.

**k. Accounting for Government Grants: -**

Capital subsidiary receivable specific to fixed assets is treated as per accounting standard 12 and other revenue grants is recorded as revenue items.

**l. Accounting for Investments: -**

Investments are classified in Long-term and Short-term. Long term Investments are valued at cost. Provision is also made to recognize any diminution other than temporary in the value of such investments. Short term investments are carried at lower of cost and fair value.

**m. Employees Retirement Benefit Plan:-**

**i. Provident Fund: -**

Provident fund is a defined contribution scheme as the company pays fixed contribution at pre-determined rates. The obligation of the company is limited to such fixed contribution. The contributions are charged to Profit & Loss A/c.

**ii. Leave Encashment: -**

The Management has decided to apply pay-as-you-go method for payment of leave encashment. So amount of leave encashment will be accounted in the Profit & Loss A/c in the financial year in which the employee retires and provision will not be made on yearly basis.

**iii. Provision for Gratuity: -**

The Management has decided to apply Projected Unit Credit (PUC) method of gratuity provision. So gratuity will be accounted in the Profit & Loss A/c in each financial year when the claim is recognized by the company which is against the prescribed treatment of AS – 15. The Quantum of provision required to be made for the said retirements benefits can be decided on actuarial basis and the said information could not be gathered. To the extent of such amount, the reserve would be lesser.

**n. Borrowing Cost: -**

Borrowing costs directly attributable to the acquisition of qualifying assets are capitalized till the same is ready for its intended use. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing cost is charged to revenue.

**o. Segment Reporting:-**

The Company is engaged in Manufacturing & Trading of Fertilizers & Pesticides which are ultimately used in growing of agriculture products. So there is same market both for fertilizers & pesticides as well as risk & return for both type of products. Thus there is no different market, risk & return for each type of products and so there is no separate segment of each product.

The Company has market in all over India which have almost same risk & return. Sales of the products is seasonal in nature.

**p. Related Party Disclosure :-**

The Disclosures of Transaction with the related parties as defined in the Accounting Standard are given in ANNEXURE 32.

**q. Accounting for Leases :-**

The Company has not entered into any lease agreements during the years/period.

**r. Earnings Per Share: -**

Disclosure is made in the Annexure 33 as per the requirements of the Accounting Standard - 20.

In determining the Earnings Per share, the company considers the net profit after tax which does not include any post tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period.

The number of shares used in computing Diluted earnings per share comprises the weighted average number of shares considered for computing Basic Earnings per share and also the weighted number of equity shares that would have been issued on conversion of all potentially dilutive shares.

In the event of issue of bonus shares, or share split the number of equity shares outstanding is increased without an increase in the resources. The number of Equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported.

**s. Accounting for Taxes on Income :-**

**Current Tax :-**

Provision for current tax is made after taken into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

**Deferred Taxes:-**

Deferred Income Tax is provided using the liability method on all temporary difference at the balance sheet date between the tax basis of assets and liabilities and their carrying amount for financial reporting purposes.

1. Deferred Tax Assets are recognized for all deductible temporary differences to the extent that it is probable that taxable profit will be available in the future against which this items can be utilized.
2. Deferred Tax Assets and liabilities are measured at the tax rates that are expected to apply to the period when the assets is realized or the liability is settled, based on tax rates (and the tax) that have been enacted or enacted subsequent to the balance sheet date.

**t. Discontinuing Operations:-**

During the years/period, the company has not discontinued any of its operations.

**u. Provisions Contingent liabilities and contingent assets :-**

- Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.
- Contingent Liabilities are not recognized but are disclosed in the Annexure 22.
- Contingent Assets are neither recognized nor disclosed in the financial statements.
- Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet Date.

**v. Changes in Accounting Policies in the period/ years covered in the restated financials :-**

There are no changes in significant accounting policies for the period/ years covered in the restated financials.

**w. Notes on accounts as restated**

- ❖ The financial statements including financial information have been reworked, regrouped, and reclassified wherever considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in financial statements/ information may not be necessarily same as those appearing in the respective audited financial statements for the relevant period/years.
- ❖ *The Company has not made an actuarial valuation for provision of Gratuity as per AS 15 and accounted for gratuity when gratuity is claimed by the employee at the time of retirement. To that extent the profit & loss account of the company does not represent true & fair result of the company performance.*
- ❖ *The Company has no outstanding litigations except following o/s demand with Central Excise Department: -*

*The Search was conducted by the Central Excise Department in which the benefit of Concessional rate of duty under Notification No. 01/2011-CE as amended dated 01.03.2012 and Notification No. 12/2012 dated 17.3.2012 is denied to the Company. After giving Show Cause Notices and Personal Hearing to the Company, The Commissioner of Central Excise, Ahmedabad – II has made demand of Central Excise Duty of ₹ 169.60 Lakhs, interest of ₹ 6.01 Lakhs, Penalty of ₹ 84.80 Lakhs & Fine of ₹ 5.71 Lakhs by order no. V.38/15-20/OA/2016 dated 12.01.2017 for which the Company has already paid Central Excise Duty of ₹ 242.74 Lakhs under Protest. The Company is in the process of filing of Appeal to the Commissioner of Central Excise (Appeals) against the above order. The amount is shown as Contingent liabilities in the Restated Financial Statements.*

❖ **Details of outstanding demand in respect of TDS :**

The details of outstanding demand in respect of TDS as per the Demand Notice issued by TDS – CPC are as under:

(in ₹)

Financial Year	Quarter	Form	Particulars	Default Amount	Total Amount	
2009-10	Q4	24Q	Short Payment	4,000.00		
			Interest	1,900.00	5,900.00	
2010-11	Q4	24Q	Interest on Late Payment	260.00	260.00	
		26Q	Short Payment	45,000.00		
2011-12	Q3	26Q	Interest	10,800.00	55,800.00	
			Short Payment	52,440.00		
2012-13	Q4	24Q	Interest	4,200.00	56,640.00	
			Short Deduction	52,455.40		
2013-14	Q1	24Q	Interest	5,244.60	57,700.00	
			Interest on Late Payment	2,280.00	2,280.00	
2013-14	Q1	26Q	Interest on Late Payment	220.00	220.00	
		Q2	26Q	Short Deduction	770.70	
				Interest	9.30	780.00
2014-15	Q2	26Q	Short Deduction	245.00		
			Interest	5.00	250.00	
2014-15	Q3	24Q	Late Filing Fees	800.00	800.00	
		26Q	Late Filing Fees	800.00	800.00	
2015-16	Q1	26Q	Short Deduction	410.00		
			Interest	10.00	420.00	
			Short Deduction	545.00		
2016-17	Q3	26Q	Interest	15.00	560.00	
			Short Deduction	1,300.00		
			Interest	50.00	1,350.00	
<b>Total</b>					<b>1,83,760.00</b>	

- ❖ Credit and Debit balances of unsecured loans, sundry creditors, sundry Debtors, loans and Advances are subject to confirmation and therefore the effect of the same on profit could not be ascertained.
- ❖ The current maturities of the Secured Long Term Borrowings have been correctly reclassified Current maturities of Long Term Debt (which is shown in other Current Liabilities) and Long Term Borrowings.

**Annexure 5: Reconciliation of Restated profit:****(₹ in Lakh)**

Adjustments for	For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the year ended 31 March 2015	For the year ended 31 March 2016	For the period ended 31 October 2016
Net profit/(Loss) after Tax as per Audited Profit & Loss Account	116.31	127.90	123.78	(12.03)	(38.26)	49.52
<b>Adjustments for:</b>						
Income Tax Provision	17.11	(2.55)	(4.27)	5.54	(4.25)	10.12
Deferred Tax Liability / Asset Adjustment	65.71	37.81	29.18	(14.76)	(28.73)	(21.77)
Income Tax Expense	(0.20)	(0.10)	(19.63)	-	(0.11)	(0.07)
MAT Credit	(17.97)	(24.69)	(10.21)	-	-	-
<b>Net Profit/ (Loss) After Tax as Restated</b>	<b>51.66</b>	<b>117.43</b>	<b>128.70</b>	<b>(2.81)</b>	<b>(5.17)</b>	<b>61.25</b>

**Notes:****1. Income Tax Provision**

Company covered in the Basket of MAT due to the Deduction u/s 35AD due to which normal tax is not payable by the Company till F.Y. 2013-14 and covered in the Basket of MAT only and due to these Net NIL Tax Expenses till F.Y. 2013-14 because the Credit will be available to taken in the Next 10 Years as credit. From F.Y. 2014-15, the Company covered under normal taxation & difference is due to approximate provision in the Audit Report & actual Tax Provision in the Restated Financial Statements.

**2. Deferred Tax Liability/ Asset Adjustment**

In Audited Financial Statements, there was mistake in calculating Deferred Tax Asset/Liability which is rectified in Restated Financial Statements.

**3. Income Tax Exp**

In Audited Financial Statements, Income Tax Expense was debited in to Profit & Loss account, while in the Restated Financial Statements, it was deducted from Balance of Profit & Loss Account shown in Reserve & surplus Account in the Balance Sheet as it was not allowable expense in the income Tax Act.

**Annexure 6: Share Capital:**
**(₹ in Lakh)**

Share Capital	As At 31st March 2012		As At 31st March 2013		As At 31st March 2013		As At 31st March 2015		As At 31st March 2016		As at 31st October 2016	
	Number	Amt. ₹	Number	Amt. ₹	Number	Amt. ₹	Number	Amt. ₹	Number	Amt. ₹	Number	Amt. ₹
<b>Authorized</b>												
Equity Shares of ₹10 each	3,000,000	300.00	3,000,000	300.00	3,000,000	300.00	3,000,000	300.00	3,000,000	300.00	3,000,000	300.00
<b>Issued</b>												
Equity Shares of ₹10 each	2,000,000	200.00	2,000,000	200.00	2,000,000	200.00	2,000,000	200.00	2,000,000	200.00	2,000,000	200.00
<b>Subscribed &amp; Paid up</b>												
Equity Shares of ₹10 each fully paid up	2,000,000	200.00	2,000,000	200.00	2,000,000	200.00	2,000,000	200.00	2,000,000	200.00	2,000,000	200.00
<b>Total</b>	<b>2,000,000</b>	<b>200.00</b>	<b>2,000,000</b>	<b>200.00</b>	<b>2,000,000</b>	<b>200.00</b>	<b>2,000,000</b>	<b>200.00</b>	<b>2,000,000</b>	<b>200.00</b>	<b>2,000,000</b>	<b>200.00</b>
<b>RECONCILIATION OF NUMBER OF SHARES</b>												
Particulars	Equity Shares		Equity Shares		Equity Shares		Equity Shares		Equity Shares		Equity Shares	
	Number	Amt. ₹	Number	Amt. ₹	Number	Amt. ₹	Number	Amt. ₹	Number	Amt. ₹	Number	Amt. ₹
Shares outstanding at the beginning of the year	2,000,000	200.00	2,000,000	200.00	2,000,000	200.00	2,000,000	200.00	2,000,000	200.00	2,000,000	200.00
Shares Issued during the year	-	-	-	-	-	-	-	-	-	-	-	-
Shares bought back during the year	-	-	-	-	-	-	-	-	-	-	-	-
Shares outstanding at the end of the year	2,000,000	200.00	2,000,000	200.00	2,000,000	200.00	2,000,000	200.00	2,000,000	200.00	2,000,000	200.00
<b>Details of Shares held by shareholders holding more than 5% of the aggregate shares in the co.</b>												
Name of Shareholder	As At 31st March 2012		As At 31st March 2013		As At 31st March 2013		As At 31st March 2015		As At 31st March 2016		As at 31st October 2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
GhanshyambhaiKumbhani	114,150	5.71%	114,150	5.71%	114,150	5.71%	114,150	5.71%	114,150	5.71%	180,370	9.02%
BhavnabenKumbhani	192,575	9.63%	192,575	9.63%	192,575	9.63%	192,575	9.63%	192,575	9.63%	192,575	9.63%
AlpabenKumbhani	179,460	8.97%	179,460	8.97%	179,460	8.97%	179,460	8.97%	179,460	8.97%	279,660	13.98%
Mohanbhai Kumbhani	156,070	7.80%	156,070	7.80%	156,070	7.80%	156,070	7.80%	156,070	7.80%	165,370	8.27%
NandabenKumbhani	170,000	8.50%	170,000	8.50%	170,000	8.50%	170,000	8.50%	170,000	8.50%	170,000	8.50%
JayantibhaiKumbhani	359,621	17.98%	359,621	17.98%	359,621	17.98%	359,621	17.98%	359,621	17.98%	763,521	38.18%
PravinbhaiKumbhani	112,400	5.62%	112,400	5.62%	112,400	5.62%	112,400	5.62%	112,400	5.62%	162,500	8.13%

**Annexure 7: Reserve and Surplus:****(₹ in Lakh)**

Particulars	As at 31 March 2012	As at 31 March 2013	As at 31st March 2014	As at 31st March 2015	As at 31st March 2016	As at 31st October 2016
<b>A. Securities Premium Account</b>						
Opening Balance	-	-	-	-	-	-
Add : Credited on Share issue	-	-	-	-	-	-
Closing Balance	-	-	-	-	-	-
<b>B. Surplus</b>						
Opening balance	52.92	104.28	219.51	347.07	340.85	335.26
(+) Net Profit/(Net Loss) For the current year	51.66	117.43	128.70	(2.81)	(5.17)	61.25
(-) Tax Provision Set Off	0.30	2.20	1.14	1.66	0.42	0.01
(-) Adjustment in F.A as per Companies Act,2013	-	-	-	1.75	-	-
Closing Balance	<b>104.28</b>	<b>219.51</b>	<b>347.07</b>	<b>340.85</b>	<b>335.26</b>	<b>396.50</b>
<b>Total</b>	<b>104.28</b>	<b>219.51</b>	<b>347.07</b>	<b>340.85</b>	<b>335.26</b>	<b>396.50</b>

**Annexure 8: Long Term Borrowings:****(₹ in Lakh)**

Particulars	As at 31 March 2012	As at 31 March 2013	As at 31st March 2014	As at 31st March 2015	As at 31st March 2016	As at 31st October 2016
<b>Secured</b>						
<b>(a) Term loans</b>						
<b>From Financial Institutions</b>						
Bank of India – 1	6.39	-	-	-	-	-
BOI - Office loan	32.87	21.25	11.05	0.85	-	-
BOI – Fertilizer	74.10	50.70	27.30	0.60	-	-
BOI – Plant	59.66	32.79	5.92	-	-	-
HDFC - Car Loan	1.10	-	-	-	-	-
HDFC - Duster loan	-	-	3.92	1.52	-	-
HDFC - Grand i10	-	-	-	3.10	1.40	-
HDFC – Bolero	-	-	-	2.77	-	-
HDFC – BMW	-	-	24.72	19.57	13.88	10.02
Sub-total (a)	174.12	104.74	72.91	28.42	15.28	10.02
<b>Unsecured</b>						
<b>(b) From Promoters/ Promoters Group/ Group Companies</b>						
Sub-total (b)	-	-	-	-	-	-
<b>Total</b>	<b>174.12</b>	<b>104.74</b>	<b>72.91</b>	<b>28.42</b>	<b>15.28</b>	<b>10.02</b>

**Annexure 9: Nature of Security and Terms of Repayment for Long Term Borrowings:**

Sr. No.	Lender	Nature of facility	Date of Sanction of Loan	Amount outstanding as at October 31, 2016 (In Lakhs)	Rate of interest (%)	Repayment terms	Security/Principal terms and conditions
1	HDFC Bank	Vehicle Loan of ₹ 5 Lakhs	18-Dec-2014	2.13	10.26%	Payable in 36 monthly installments of ₹ 16,195/- commencing from 07.01.2015.	First Pari Passu by way of equitable mortgage of Hyundai I 10 Car.
2	HDFC Bank	Vehicle Loan of ₹ 29 Lakhs	22-Mar-2014	16.32	10.15%	Payable in 60 monthly installments of ₹ 61,835/- commencing from 05.05.2014.	First Pari Passu by way of equitable mortgage of BMW Car.

**Annexure 9: Nature of Security and Terms of Repayment for Short Term Borrowings:**

Sr. No.	Lender	Nature of facility	Date of Sanction of Loan	Loan	Amount outstanding as at October 31, 2016 (In Lakhs)	Charges for facility	Security / Principal terms and conditions
1	Bank of India	Working Capital Loan (Cash Credit & Letter of Credit)	18-Sep-2015	Working Capital Loan	383.13	Interest at 4.30 % above Base Rate less 1.00% Concession Proposed Less 0.50% Concessions rating Present ROI @ 12.75% p.a. with monthly rests. for 2nd highest external SME Rating Present ROI @ 12.75% p.a. with monthly rests.	First Pari Passu Primary Security by way of equitable mortgage of all Current Assets of the Company, Collateral Security of EQM of Factory Land & Building (Pesticides unit) Situated at Plot No. 55/a & 55/B, Ambica Ind. Estate, Sanand- Viramgam Highway, S.No. 189/A/p, MoujeIyava, Dist. Ahmedabad owned bt the Company & Hypothecation of existing plant & machinery of Fertilizer unit..

**Annexure 10: Deferred Tax Liabilities :****(₹ in Lakh)**

Particulars	As At 31st March 2012	As At 31st March 2013	As At 31st March 2014	As At 31st March 2015	As At 31st March 2016	As at 31st October 2016
WDV as per book	635.38	529.71	518.74	431.08	354.14	323.30
WDV as per IT	88.21	99.45	137.38	142.31	134.91	133.90
	-	-	-	-	-	0
Time Difference	547.17	430.26	381.36	288.76	219.23	189.41
Disallowance u/s 43B	-	(0.41)	-	-	-	-
Brought forward Unabsorbed Loss & Depreciation	(334.94)	(149.66)	-	-	-	-
<b>Total</b>	<b>212.23</b>	<b>280.19</b>	<b>381.36</b>	<b>288.76</b>	<b>219.23</b>	<b>189.41</b>
<b>As per B/S (Liability)/(Asset))</b>	<b>65.58</b>	<b>86.58</b>	<b>117.84</b>	<b>89.23</b>	<b>67.74</b>	<b>58.53</b>
<b>Transfer to P &amp; L A/c (Loss/(Profit))</b>	<b>65.69</b>	<b>21.00</b>	<b>31.26</b>	<b>(28.61)</b>	<b>(21.49)</b>	<b>(9.22)</b>

**Annexure 11: Short Term Borrowings:****(₹ in Lakh)**

Particulars	As at 31 March 2012	As at 31 March 2013	As at 31st March 2014	As at 31st March 2015	As at 31st March 2016	As at 31st October 2016
<b>Secured</b>						
<b>(a) Working Capital Loans from banks</b>						
Bank of India - CC	161.66	114.84	335.65	331.85	312.42	383.13
	161.66	114.84	335.65	331.85	312.42	383.13
<b>Unsecured</b>						
<b>(b) Loans and advances from related parties</b>	111.78	116.78	43.00	33.00	149.00	204.00
<b>(c) Loans and advances from others</b>	-	-	2.00	-	-	-
<b>Total</b>	<b>273.43</b>	<b>231.61</b>	<b>380.65</b>	<b>364.85</b>	<b>461.42</b>	<b>587.13</b>

**Annexure 12: Trade Payables:****(₹ in Lakh)**

Particulars	As at 31 March 2012	As at 31 March 2013	As at 31st March 2014	As at 31st March 2015	As at 31st March 2016	As at 31st October 2016
<b>From Promoters/ Promoter Group/ Group Companies</b>						
	-	-	0.13	3.35	172.65	296.84
<b>From Others</b>						
(a) Micro, Small and Medium Enterprise	-	-	-	-	-	-
(b) Others	109.73	67.46	199.89	280.13	716.45	925.46
<b>Total</b>	<b>109.73</b>	<b>67.46</b>	<b>200.01</b>	<b>283.47</b>	<b>889.10</b>	<b>1,222.30</b>

**Annexure 13: Other Current Liabilities:****(₹ in Lakh)**

Particulars	As at 31 March 2012	As at 31 March 2013	As at 31st March 2014	As at 31st March 2015	As at 31st March 2016	As at 31st October 2016
(i) Current maturities of Long Term Debt (i.e. Term Liability classified as current)						
Bank of India – 1	20.58	6.39	-	-	-	-
BOI - Office loan	10.20	10.20	10.20	10.20	0.01	-
BOI – Fertilizer	23.40	23.40	23.40	23.40	0.05	-
BOI – Plant	26.87	26.87	26.87	5.92	-	-
HDFC - Car Loan	1.35	1.10	-	-	-	-
HDFC - Duster loan	-	-	2.52	2.80	1.76	-
HDFC - Grand i10	-	-	-	1.54	1.70	2.13
HDFC – Bolero	-	-	-	1.24	-	-
HDFC – BMW	-	-	4.28	5.15	5.69	6.30
(ii) Statutory Remittance						
(i) Vat Payable	0.09	0.38	-	-	-	0.04
(ii) TDS Payable	0.29	1.21	1.53	1.52	3.36	1.52
(iii) Advanced from Customers	55.12	14.49	28.66	90.52	96.54	66.49
(iv) Deposits from Customers	55.15	56.73	60.28	56.86	66.24	72.09
(v) Other Payables (Specify Nature)						
Expenses Payable	0.05	0.12	0.14	0.12	0.21	0.29
Others	8.29	-	-	-	-	-
<b>Total</b>	<b>201.39</b>	<b>140.89</b>	<b>157.87</b>	<b>199.27</b>	<b>175.56</b>	<b>148.85</b>

**Annexure 14: Short Term Provisions:****(₹ in Lakh)**

Particulars	As at 31 March 2012	As at 31 March 2013	As at 31st March 2014	As at 31st March 2015	As at 31st March 2016	As at 31st October 2016
<b>Provision For</b>						
<b>(a) Employee benefits</b>						
(i) Contribution to PF	0.18	0.28	0.26	-	0.31	0.29
(ii) Contribution to ESIC	-	-	-	-	0.06	0.04
(iii) Bonus	-	-	-	-	2.85	2.85
(iv) Professional tax	0.03	0.02	-	0.02	0.12	0.31
<b>(b) Others (Specify nature)</b>						
(i) Income Tax	24.86	28.45	38.73	17.33	2.78	15.43
<b>Total</b>	<b>25.07</b>	<b>28.74</b>	<b>38.99</b>	<b>17.35</b>	<b>6.13</b>	<b>18.93</b>

## Annexure 15: Fixed Assets:

(₹ in Lakh)

Fixed Assets	Gross Block				Accumulated Depreciation				Net Block		
	Balance as at 1 April 2011	Additions	Disposals	Balance as at 31 March 2012	Balance as at 1 April 2011	Depreciated on charge for the year	Adjustment due to revaluations	On disposals	Balance as at 31 March 2012	Balance as at 31 March 2012	Balance as at 1 April 2011
<b>Tangible Assets</b>											
Land	0.50	-	-	0.50	-	-	-	-	-	0.50	0.50
Factory Building	79.92	249.81	-	329.73	22.95	28.88	-	-	51.83	277.90	56.98
Office Building	1.24	69.63	-	70.87	0.57	2.06	-	-	2.62	68.24	0.67
Plant and Equipment	27.67	151.74	-	179.40	10.41	23.14	-	-	33.55	145.86	17.26
Electrical Installations	0.55	11.79	-	12.34	0.13	0.75	-	-	0.87	11.46	0.43
Furniture and Fixtures	15.46	57.38	-	72.84	7.60	5.86	-	-	13.46	59.38	7.86
Vehicles	9.49	1.89	-	11.37	3.82	1.83	-	-	5.65	5.73	5.67
Computers & Printers	4.92	2.43	-	7.34	3.79	1.04	-	-	4.83	2.51	1.12
Office Equipment	-	2.08	-	2.08	-	0.10	-	-	0.10	1.98	-
<b>Intangible Assets</b>											
Trademark	0.63	0.09	-	0.72	0.41	0.06	-	-	0.47	0.26	0.23
<b>Capital Work-in-progress</b>	367.84	-	306.27	61.57	-	-	-	-	-	61.57	367.84
<b>Total</b>	<b>508.21</b>	<b>546.82</b>	<b>306.27</b>	<b>748.76</b>	<b>49.67</b>	<b>63.71</b>	-	-	<b>113.38</b>	<b>635.38</b>	<b>458.54</b>

Fixed Assets	Gross Block				Accumulated Depreciation				Net Block		
	Balance as at 1 April 2012	Additions	Disposals	Balance as at 31 March 2013	Balance as at 1 April 2012	Depreciated on charge for the year	Adjustment due to revaluations	On disposals	Balance as at 31 March 2013	Balance as at 31 March 2013	Balance as at 1 April 2012
<b>Tangible Assets</b>											
Land	0.50	-	-	0.50	-	-	-	-	-	0.50	0.50
Factory Building	329.73	16.47	-	346.20	51.83	28.34	-	-	80.17	266.03	277.90
Office Building	70.87	-	-	70.87	2.62	3.41	-	-	6.04	64.83	68.24
Plant and Equipment	179.40	4.69	-	184.10	33.55	20.54	-	-	54.09	130.01	145.86
Electrical Installations	12.34	1.91	-	14.24	0.87	1.68	-	-	2.56	11.69	11.46
Furniture and Fixtures	72.84	0.08	-	72.92	13.46	10.75	-	-	24.21	48.71	59.38
Vehicles	11.37	-	-	11.37	5.65	1.50	-	-	7.15	4.22	5.73
Computers & Printers	7.34	0.10	-	7.44	4.83	1.03	-	-	5.86	1.58	2.51
Office Equipment	2.08	0.25	-	2.32	0.10	0.28	-	-	0.38	1.95	1.98
<b>Intangible Assets</b>											
Trademark	0.72	-	-	0.72	0.47	0.06	-	-	0.53	0.19	0.26
<b>Total</b>	<b>687.19</b>	<b>23.49</b>	-	<b>710.68</b>	<b>113.38</b>	<b>67.60</b>	-	-	<b>180.97</b>	<b>529.71</b>	<b>573.82</b>

Fixed Assets	Gross Block				Accumulated Depreciation				Net Block	
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	Balance as at 1 April 2013	Additions	Disposals	Balance as at 31 March 2014	Balance as at 1 April 2013	Depreciation charge for the year	Adjustment due to revaluations	On disposals	Balance as at 31 March 2014	Balance as at 31 March 2014	Balance as at 1 April 2013
<b>Tangible Assets</b>											
Land	0.50	-	-	0.50	-	-	-	-	-	0.50	0.50
Factory Building	346.20	0.71	-	346.91	80.17	26.67	-	-	106.84	240.07	266.03
Office Building	70.87	-	-	70.87	6.04	3.24	-	-	9.28	61.59	64.83
Plant and Equipment	184.10	4.39	-	188.49	54.09	18.35	-	-	72.44	116.05	130.01
Electrical Installations	14.24	1.76	-	16.00	2.56	1.78	-	-	4.33	11.67	11.69
Furniture and Fixtures	72.92	1.61	-	74.54	24.21	9.03	-	-	33.24	41.30	48.71
Vehicles	11.37	41.43	-	52.81	7.15	2.46	-	-	9.61	43.19	4.22
Computers & Printers	7.44	0.90	-	8.34	5.86	0.81	-	-	6.67	1.67	1.58
Office Equipment	2.32	0.39	-	2.71	0.38	0.29	-	-	0.66	2.05	1.95
<b>Intangible Assets</b>											
Trademark	0.72	0.63	-	1.35	0.53	0.16	-	-	0.69	0.66	0.19
<b>Total</b>	<b>710.68</b>	<b>51.83</b>	<b>-</b>	<b>762.51</b>	<b>180.97</b>	<b>62.79</b>	<b>-</b>	<b>-</b>	<b>243.77</b>	<b>518.74</b>	<b>529.71</b>

Fixed Assets	Gross Block			Accumulated Depreciation					Net Block		
	Balance as at 1 April 2014	Additions	Disposals	Balance as at 31 March 2015	Balance as at 1 April 2014	Depreciation charge for the year	Adjustment due to revaluations	On disposals	Balance as at 31 March 2015	Balance as at 31 March 2015	Balance as at 1 April 2014
<b>Tangible Assets</b>											
Land	0.50	-	-	0.50	-	-	-	-	-	0.50	0.50
Factory Building	346.91	2.25	-	349.16	106.84	48.40	-	-	155.24	193.92	240.07
Office Building	70.87	-	-	70.87	9.28	3.08	-	-	12.36	58.51	61.59
Plant and Equipment	188.49	5.74	-	194.23	72.44	25.92	-	-	98.36	95.87	116.05
Electrical Installations	16.00	1.70	-	17.70	4.33	4.13	0.64	-	9.11	8.59	11.67
Furniture and Fixtures	74.54	3.04	-	77.57	33.24	15.33	-	-	48.57	29.00	41.30
Vehicles	52.81	13.18	-	65.99	9.61	14.96	-	-	24.57	41.41	43.19
Computers & Printers	8.34	1.66	-	10.01	6.67	1.39	1.11	-	9.17	0.84	1.67
Office Equipment	2.71	-	-	2.71	0.66	0.67	-	-	1.34	1.38	2.05
<b>Intangible Assets</b>											
Trademark	1.35	0.40	-	1.75	0.69	-	-	-	0.69	1.06	0.66
<b>Total</b>	<b>762.51</b>	<b>27.97</b>	<b>-</b>	<b>790.48</b>	<b>243.77</b>	<b>113.89</b>	<b>1.75</b>	<b>-</b>	<b>359.41</b>	<b>431.08</b>	<b>518.74</b>

The Company has revised useful life of certain assets as per the useful life specified in the schedule II of the Companies Act,2013 or as reassessed by the company. As prescribe Schedule II, an amount of ₹ 1.75 lakhs has been charged to the opening balance of retained earnings for the assets in respect of which the remaining useful life is Nil as on April 1,2014 and in respect of other assets on that date, depreciation has been calculated based on remaining useful life of those assets.

Fixed Assets	Gross Block			Accumulated Depreciation					Net Block		
	Balance as at 1 April 2015	Additions	Disposals	Balance as at 31 March 2016	Balance as at 1 April 2015	Depreciation charge for the year	Adjustment due to revaluations	On disposals	Balance as at 31 March 2016	Balance as at 31 March 2016	Balance as at 1 April 2015
<b>Tangible Assets</b>											
Land	0.50	-	-	0.50	-	-	-	-	-	0.50	0.50
Factory Building	349.16	0.86	-	350.02	155.24	37.92	-	-	193.15	156.87	193.92
Office Building	70.87	-	-	70.87	12.36	2.93	-	-	15.28	55.58	58.51
Plant and Equipment	194.23	7.17	-	201.40	98.36	21.20	-	-	119.56	81.84	95.87
Electrical Installations	17.70	3.37	-	21.07	9.11	3.76	-	-	12.87	8.20	8.59
Furniture and Fixtures	77.57	0.66	-	78.23	48.57	10.27	-	-	58.84	19.39	29.00
Vehicles	65.99	-	-	65.99	24.57	13.39	-	-	37.97	28.02	41.41
Computers & Printers	10.01	-	-	10.01	9.17	0.54	-	-	9.71	0.29	0.84
Office Equipment	2.71	-	-	2.71	1.34	0.45	-	-	1.78	0.93	1.38
<b>Intangible Assets</b>											
Trademark	1.75	1.76	-	3.51	0.69	0.31	-	-	1.00	2.51	1.06
<b>Total</b>	<b>790.48</b>	<b>13.82</b>	<b>-</b>	<b>804.31</b>	<b>359.41</b>	<b>90.76</b>	<b>-</b>	<b>-</b>	<b>450.16</b>	<b>354.14</b>	<b>431.08</b>

Fixed Assets	Gross Block			Accumulated Depreciation					Net Block		
	Balance as at 1 April 2016	Additions	Disposals	Balance as at 31 October 2016	Balance as at 1 April 2016	Depreciation charge for the year	Adjustment due to revaluations	On disposals	Balance as at 31 October 2016	Balance as at 31 October 2016	Balance as at 1 April 2016
<b>Tangible Assets</b>											
Land	0.50	-	-	0.50	-	-	-	-	-	0.50	0.50
Factory Building	350.02	3.66	-	353.69	193.15	17.70	-	-	210.86	142.83	156.87
Office Building	70.87	-	-	70.87	15.28	1.62	-	-	16.90	53.96	55.58
Plant and Equipment	201.40	2.97	-	204.37	119.56	10.10	-	-	129.66	74.71	81.84
Electrical Installations	21.07	2.60	-	23.67	12.87	1.91	-	-	14.78	8.88	8.20
Furniture and Fixtures	78.23	-	-	78.23	58.84	3.87	-	-	62.70	15.53	19.39
Vehicles	65.99	-	-	65.99	37.97	5.26	-	-	43.23	22.76	28.02
Computers & Printers	10.01	0.98	-	10.99	9.71	0.29	-	-	10.01	0.98	0.29
Office Equipment	2.71	0.15	-	2.86	1.78	0.18	-	-	1.97	0.90	0.93
<b>Intangible Assets</b>											
Trademark	3.51	-	-	3.51	1.00	0.25	-	-	1.25	2.26	2.51
<b>Total</b>	<b>804.31</b>	<b>10.35</b>	<b>-</b>	<b>814.66</b>	<b>450.16</b>	<b>41.20</b>	<b>-</b>	<b>-</b>	<b>491.36</b>	<b>323.30</b>	<b>354.14</b>

**Annexure 16: Long Term Loans And Advances:****(₹ in Lakh)**

Particulars	As at 31 March 2012	As at 31 March 2013	As at 31st March 2014	As at 31st March 2015	As at 31st March 2016	As at 31st October 2016
(Unsecured and Considered Good)						
<b>a. long term loans and advances recoverable from Directors/Promoters/Promoter Group/ Associates/ Relatives of Directors/Group Company</b>	-	-	-	-	-	-
<b>b. Balance with Government Authorities</b>	-	-	259.44	259.44	259.44	259.44
<b>c. Other Long Term Loans &amp; Advances</b>						
Security Deposits	8.57	10.62	10.59	10.47	8.97	12.59
<b>Total</b>	<b>8.57</b>	<b>10.62</b>	<b>270.03</b>	<b>269.91</b>	<b>268.41</b>	<b>272.03</b>

**Annexure 17: Inventories:****(₹ in Lakh)**

Particulars	As at 31 March 2012	As at 31 March 2013	As at 31st March 2014	As at 31st March 2015	As at 31st March 2016	As at 31st October 2016
a. Raw Material (Valued at Lower of Cost or NRV as per FIFO Method)	115.01	226.28	203.63	367.72	431.27	479.35
b. Packing Material (Valued at Lower of Cost or NRV as per FIFO Method)	21.03	23.86	30.48	39.18	41.68	41.67
c. Semi-Finished Goods (Valued at Estimated Cost)	-	-	-	-	-	-
d. Finished Goods (Valued at Lower of Cost or NRV as per FIFO Method)	86.45	39.76	31.97	59.95	144.85	156.12
<b>Total</b>	<b>222.49</b>	<b>289.89</b>	<b>266.08</b>	<b>466.84</b>	<b>617.80</b>	<b>677.14</b>

**Annexure 18: Trade Receivables:****(₹ in Lakh)**

Particulars	As at 31 March 2012	As at 31 March 2013	As at 31st March 2014	As at 31st March 2015	As at 31st March 2016	As at 31st October 2016
(Unsecured and Considered Good)						
<b>a. From Promoters/Promoter Group/ Group Companies</b>						
Over Six Months	-	39.11	-	-	-	-
Others	123.85	39.47	35.15	0.40	-	0.10
<b>a. From Others</b>						
Over Six Months	4.91	21.87	143.60	80.58	313.20	465.52
Others	53.47	52.70	102.25	156.17	498.16	829.21
<b>Total</b>	<b>182.22</b>	<b>153.15</b>	<b>281.00</b>	<b>237.14</b>	<b>811.36</b>	<b>1,294.83</b>

**Annexure 19: Cash and Cash Equivalents:****(₹ in Lakh)**

Particulars	As at 31 March 2012	As at 31 March 2013	As at 31st March 2014	As at 31st March 2015	As at 31st March 2016	As at 31st October 2016
a. Cash on Hand	1.13	4.20	14.06	9.43	9.09	7.34
<b>b. Balance with Banks</b>						
(i) in Current Accounts	-	-	-	-	-	-
Bank of India	55.81	0.50	50.37	0.17	0.21	0.13
Bank of India - CC	0.04	0.01	-	0.59	0.03	0.34
ICICI Bank	-	-	-	0.48	0.21	0.21
<b>Total</b>	<b>56.97</b>	<b>4.72</b>	<b>64.44</b>	<b>10.67</b>	<b>9.54</b>	<b>8.01</b>

**Annexure 20: Short Term Loans And Advances:****(₹ in Lakh)**

Particulars	As at 31 March 2012	As at 31 March 2013	As at 31st March 2014	As at 31st March 2015	As at 31st March 2016	As at 31st October 2016
(Unsecured and Considered Good)						
<b>a. Loans and advances to Directors/Promoters/Promoter Group/ Associates/ Relatives of Directors/Group Company</b>	-	-	-	-	-	-
<b>b. Balance with Government Authorities</b>	25.82	74.03	97.80	70.66	60.60	38.72
<b>c. Others (specify nature)</b>						
Advance to Suppliers	13.88	4.12	8.97	17.02	15.91	18.80
Loans & Advances To Employees	-	-	1.00	3.91	3.53	3.83
<b>Total</b>	<b>39.70</b>	<b>78.15</b>	<b>107.76</b>	<b>91.59</b>	<b>80.04</b>	<b>61.35</b>

**Annexure 21: Other Current Assets:****(₹ in Lakh)**

Particulars	As at 31 March 2012	As at 31 March 2013	As at 31st March 2014	As at 31st March 2015	As at 31st March 2016	As at 31st October 2016
<b>(a) Unamortized Expenses</b>						
<b>(b) Prepaid Expenses</b>	0.97	1.01	5.09	14.06	7.04	5.60
<b>(c) Others</b>						
Interest Subsidy Receivable	7.30	12.30	2.20	2.15	2.15	-
<b>Total</b>	<b>8.27</b>	<b>13.31</b>	<b>7.29</b>	<b>16.21</b>	<b>9.19</b>	<b>5.60</b>

**Annexure 22: Contingent Liabilities and Commitments:****(₹ in Lakh)**

Particulars	As at 31 March 2012	As at 31 March 2013	As at 31st March 2014	As at 31st March 2015	As at 31st March 2016	As at 31st October 2016
<b>(a) Contingent Liabilities</b>						
<b>a. Claims against the company not acknowledged as debts</b>	-	-	359.22	359.22	359.22	267.97
<b>b. Guarantees</b>						
<b>c. Other Money for which the company is contingently liable</b>						
<b>(b) Commitments</b>						
<b>Total</b>	-	-	<b>359.22</b>	<b>359.22</b>	<b>359.22</b>	<b>267.97</b>

**Annexure 23: Revenue From Operations:****(₹ in Lakh)**

Particulars	For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the year ended 31 March 2015	For the year ended 31 March 2016	For the period ended 31 October 2016
Sale of Products	1,364.47	868.01	1,132.46	1,140.61	2,029.42	1,244.00
<u>Less:</u>						
Excise duty	8.98	7.35	17.11	19.52	15.37	13.52
<b>Total</b>	<b>1,355.50</b>	<b>860.66</b>	<b>1,115.35</b>	<b>1,121.09</b>	<b>2,014.05</b>	<b>1,230.48</b>

**Annexure 23.1: Particulars of Gross Sale of Products:****(₹ in Lakh)**

Particulars	For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the year ended 31 March 2015	For the year ended 31 March 2016	For the period ended 31 October 2016
<b>Sale of Products</b>						
<b>Traded Goods</b>						
Fertilizers	78.40	-	-	347.21	131.42	837.62
Pesticides	-	-	-	-	370.15	-
<b>Manufactured Goods</b>						
Fertilizers	1,051.52	669.14	821.47	425.43	511.27	170.57
Pesticides	234.55	198.87	310.99	367.97	1,016.59	235.82
<b>Total</b>	<b>1,364.47</b>	<b>868.01</b>	<b>1,132.46</b>	<b>1,140.61</b>	<b>2,029.42</b>	<b>1,244.00</b>

**Annexure 24: Details of Other Income as restated:**
**(₹ in Lakh)**

Particulars	For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the year ended 31 March 2015	For the year ended 31 March 2016	For the period ended 31 October 2016	Nature
Other income	2.15	2.21	4.14	20.79	120.70	70.20	
Net Profit Before Tax as Restated	124.24	142.19	188.48	(3.88)	(5.90)	92.15	
<b>Percentage</b>	2%	2%	2%	-535%	-2045%	76%	
<b>Source of Income</b>							
Interest Income	0.81	0.75	0.74	0.77	0.03	0.09	Recurring and not related to business activity.
Leakage Material Exp	0.21	0.25	-	-	0.04	-	Recurring and related to business activity.
Rent Income	0.42	0.07	0.50	1.36	1.92	1.28	Recurring and not related to business activity.
Income Tax Refund	-	-	0.00	0.72	10.23	-	Non recurring and not related to business activity
Rate Difference Income	0.44	0.70	2.90	-	7.67	0.01	Recurring and related to business activity
C & F Charges	-	-	-	-	6.93	4.73	Recurring and related to business activity
Marketing Income	-	-	-	-	93.82	63.68	Recurring and not related to business activity
Late Payment Charges	-	-	-	6.33	-	-	Non recurring and not related to business activity
Discount	0.19	0.32	-	11.35	-	0.40	Recurring and related to business activity
Misc. Income	0.08	0.12	-	0.26	0.07	0.01	Non recurring and not related to business activity
<b>Total Other income</b>	<b>2.15</b>	<b>2.21</b>	<b>4.14</b>	<b>20.79</b>	<b>120.70</b>	<b>70.20</b>	

**Annexure 25: Cost of Material Consumed:****(₹ in Lakh)**

Particulars	For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the year ended 31 March 2015	For the year ended 31 March 2016	For the period ended 31 October 2016
<b>Raw Material</b>						
Opening Stock of Raw Material	24.25	115.01	226.28	203.63	367.72	431.27
Add: Purchase of Raw Material	873.79	379.76	473.71	603.73	1,329.53	396.57
Less: Closing Stock of Raw Material	115.01	226.28	203.63	367.72	431.27	479.35
<b>Sub Total</b>	<b>783.03</b>	<b>268.49</b>	<b>496.36</b>	<b>439.64</b>	<b>1,265.97</b>	<b>348.49</b>
<b>Packing Material</b>						
Opening Stock of Packing Material	2.88	21.03	23.86	30.48	39.18	41.68
Add: Purchase of Packing Material	75.65	37.13	51.69	36.18	45.46	31.06
Less: Closing Stock of Packing Material	21.03	23.86	30.48	39.18	41.68	41.67
<b>Sub Total</b>	<b>57.50</b>	<b>34.31</b>	<b>45.07</b>	<b>27.48</b>	<b>42.96</b>	<b>31.07</b>
<b>Total Material Consumed</b>	<b>840.54</b>	<b>302.80</b>	<b>541.42</b>	<b>467.11</b>	<b>1,308.93</b>	<b>379.57</b>

**Annexure 26: Purchase of Stock-in Trade:****(₹ in Lakh)**

Particulars	For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the year ended 31 March 2015	For the year ended 31 March 2016	For the period ended 31 October 2016
Fertilizers & Pesticides	78.40	-	-	280.01	419.28	557.50
<b>Total</b>	<b>78.40</b>	<b>-</b>	<b>-</b>	<b>280.01</b>	<b>419.28</b>	<b>557.50</b>

**Annexure 27: Changes in Inventories of Stock-in-Trade:****(₹ in Lakh)**

Particulars	For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the year ended 31 March 2015	For the year ended 31 March 2016	For the period ended 31 October 2016
<b>Inventories at the end of the year</b>						
Finished Goods	86.45	39.76	31.97	59.95	144.85	156.12
<b>Inventories at the beginning of the year</b>						
Finished Goods	4.49	86.45	39.76	31.97	59.95	144.85
<b>Net(Increase)/decrease</b>	<b>(81.97)</b>	<b>46.69</b>	<b>7.78</b>	<b>(27.97)</b>	<b>(84.90)</b>	<b>(11.28)</b>

**Annexure 28: Employee Benefits Expenses:****(₹ in Lakh)**

Particulars	For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the year ended 31 March 2015	For the year ended 31 March 2016	For the period ended 31 October 2016
(a) Salaries and Wages	35.36	95.36	97.30	96.45	103.01	63.56
(b) Contributions to Provident Fund & Other Fund						
Provident fund	0.69	1.82	1.74	1.76	1.95	1.28
ESIC	-	-	-	0.37	0.53	0.20
(c) Staff welfare expenses	0.12	1.47	0.19	0.06	0.79	-
<b>Total</b>	<b>36.17</b>	<b>98.65</b>	<b>99.24</b>	<b>98.64</b>	<b>106.28</b>	<b>65.04</b>

**Annexure 29: Finance Cost:****(₹ in Lakh)**

Particulars	For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the year ended 31 March 2015	For the year ended 31 March 2016	For the period ended 31 October 2016
(a) Interest expense :-						
(i) Borrowings / bank int.	51.68	35.13	40.51	46.30	56.39	27.90
(ii) on Service Tax	-	0.00	0.00	0.00	0.01	-
(iii) on TDS	-	-	-	0.02	-	-
(iv) on Central Excise Duty	-	-	0.00	-	-	0.01
(v) on Provident Fund	-	-	-	0.02	-	-
(vi) on Professional Tax	-	-	0.00	0.01	0.01	0.00
(b) Other borrowing costs	1.29	2.43	3.21	1.39	3.74	1.01
<b>Total</b>	<b>52.97</b>	<b>37.56</b>	<b>43.73</b>	<b>47.73</b>	<b>60.15</b>	<b>28.92</b>

**Annexure 30: Depreciation And Amortization:****(₹ in Lakh)**

Particulars	For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the year ended 31 March 2015	For the year ended 31 March 2016	For the period ended 31 October 2016
Depreciation Exp	63.71	67.60	62.79	113.89	90.76	41.20
<b>Total</b>	<b>63.71</b>	<b>67.60</b>	<b>62.79</b>	<b>113.89</b>	<b>90.76</b>	<b>41.20</b>

**Annexure 31: Other Expenses:**
**(₹ in Lakh)**

Particulars	For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the year ended 31 March 2015	For the year ended 31 March 2016	For the period ended 31 October 2016
<b>Manufacturing Expenses</b>						
Factory Expenses	4.30	1.92	2.73	3.84	3.75	7.04
Electricity Exp.	15.89	15.62	16.07	14.02	15.78	10.24
Fuel Exp.	1.77	1.54	1.24	1.16	2.54	2.00
Factory Labour Expenses	38.29	25.84	31.90	31.53	34.98	21.83
Loading - Unloading Charges	19.07	18.40	10.17	7.99	6.08	0.67
Freight charges	33.28	29.88	40.73	43.44	52.43	32.65
Clearing & Forwarding Charges	1.28	1.24	2.38	3.33	0.41	1.07
Conveyance Exp	1.20	1.42	1.42	1.63	0.97	0.63
label purchase	2.00	0.45	-	-	-	-
<b>Selling &amp; Distribution Expenses</b>						
Advertisement Exp	9.29	4.88	11.48	6.32	17.82	4.85
Sales Commission Exp	-	-	-	2.04	1.53	0.86
Marketing Exp	-	-	-	5.70	-	-
Exhibition Exp	-	-	-	9.25	0.44	5.21
Packing Exp	-	-	0.21	-	0.09	-
Discount Exp	14.68	9.20	0.05	0.32	3.33	-
Demonstration Exp	-	-	0.21	-	-	-
Sales Promotion	28.92	19.48	8.47	2.09	23.28	7.52
<b>Establishment Expenses</b>						
Rates & Taxes	6.34	6.12	2.70	2.44	3.63	10.69
Repair & Maintenance Exp	7.98	4.92	5.98	6.82	12.74	8.25
Travelling Exp	1.60	3.04	10.92	6.20	9.45	8.96
Legal & Professional Fees	17.08	2.11	3.49	3.24	6.34	4.12
Internet & website Exp	0.28	0.39	1.31	1.03	1.20	0.39
Insurance Exp	2.12	1.91	2.23	2.55	4.07	3.40
Auditor Fees	0.18	0.18	0.22	0.28	0.28	-
Telephone & Fax Exp	0.60	0.74	1.34	0.95	1.65	1.36
Printing & Stationery Exp	4.59	0.93	2.97	3.69	4.59	1.26
Membership fees	0.02	0.24	0.16	0.64	0.02	0.10
Newspaper & periodicals	0.01	0.03	0.03	0.01	-	-
Field Asst.&DevelopmentExp	9.42	5.42	3.47	-	-	0.20
Handling charges	14.01	0.50	6.87	2.05	1.85	8.44
Lab testing exp.	0.12	0.10	0.12	0.12	0.23	0.13
Licenses fees	0.43	0.13	0.21	0.18	0.54	0.60
Rate Difference Exp.	5.53	7.99	5.27	0.63	24.07	-

Office exp.	1.27	1.11	0.67	0.90	2.05	1.25
Courier & Postage Charges	1.90	1.16	0.54	0.55	1.28	0.74
Miscellaneous Expense	0.15	0.47	0.49	1.41	2.74	3.12
<b>Total</b>	<b>243.59</b>	<b>167.39</b>	<b>176.04</b>	<b>166.34</b>	<b>240.16</b>	<b>147.58</b>

**Annexure 32: Related Party Transactions:**

(₹ in Lakh)

Name	Nature of Transaction	Amount Outstanding as on 31.03.11 Payable/(Receivable)	Amount of Transaction Debit in 2011-12	Amount of Transaction Credit in 2011-12	Amount Outstanding as on 31.03.12 Payable/(Receivable)	Amount of Transaction Debit in 2012-13	Amount of Transaction Credit in 2012-13	Amount Outstanding as on 31.03.13 Payable/(Receivable)	Amount of Transaction Debit in 2013-14	Amount of Transaction Credit in 2013-14	Amount Outstanding as on 31.03.14 Payable/(Receivable)	Amount of Transaction Debit in 2014-15	Amount of Transaction Credit in 2014-15	Amount Outstanding as on 31.03.15 Payable/(Receivable)	Amount of Transaction Debit in 2015-16	Amount of Transaction Credit in 2015-16	Amount Outstanding as on 31.03.16 Payable/(Receivable)	Amount of Transaction Debit upto 31.10.16	Amount of Transaction Credit upto 31.10.16	Amount Outstanding as on 31.10.16 Payable/(Receivable)
Sikkon Crop Technology	Sales/ Rent Income	-	-	-	-	-	-	-	0.03	-	(0.03)	0.37	-	(0.40)	1.67	2.07	-	0.88	0.88	-
Sikkon Crop Technology	Purchases	-	-	-	-	-	-	-	-	-	-	-	-	-	240.03	379.54	139.51	133.85	257.04	262.70
Simcon Laminators Pvt. Ltd.	Purchases	-	-	-	-	-	-	-	3.83	3.96	0.13	2.71	3.35	0.77	12.78	12.95	0.94	-	1.01	1.95
Sikko Trade Link Pvt. Ltd.	Unsecured Loan	62.00	-	11.78	73.78	-	-	73.78	73.78	-	-	-	-	-	-	-	-	-	-	-
Sikko Trade Link Pvt. Ltd.	Sales/ C & F Charges	(161.88)	207.52	245.98	(123.43)	192.32	237.10	(78.64)	244.90	288.40	(35.15)	233.58	294.12	25.39	18.77	25.58	32.20	-	-	32.20
Sikko Products Pvt. Ltd.	Factory Rent Income/ Expense	(1.58)	0.42	1.58	(0.42)	0.06	0.48	-	-	-	-	-	0.74	0.74	0.74	-	-	-	-	-
Sikko Products Pvt. Ltd.	Current Account	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	4.36	4.26	(0.10)
Mr. Ghanshyam M. Kumbhani	Remuneration/ Salary	-	0.91	0.91	-	32.15	32.15	-	36.00	36.00	-	36.00	36.00	-	36.00	36.00	-	18.79	21.00	2.21
Mr. Ghanshyam M. Kumbhani	Unsecured Loan	-	-	-	-	-	-	-	-	-	-	-	-	-	18.00	38.00	20.00	-	5.00	25.00

Mr. Jayanti M. Kumbhani	Remuneration	-	6.02	6.02	-	36.00	36.00	-	36.00	36.00	-	36.00	36.00	-	36.00	36.00	-	21.00	21.00	-
Mr. Jayanti M. Kumbhani	Current Account	-	-	-	-	1.39	1.39	-	3.36	3.36	-	4.16	4.16	-	5.25	6.02	0.77	3.56	5.67	2.88
Mr. Jayanti M. Kumbhani	Unsecured Loan	-	-	-	-	-	-	-	-	-	-	-	-	-	55.00	70.00	15.00	-	50.00	65.00
Shivalik Bio Research	Rent Income	-	-	-	-	-	-	-	0.50	0.50	-	0.90	0.90	-	-	-	-	-	-	-
PravinbhaiKumbhani	Remuneration	-	6.02	6.02	-	6.50	6.50	-	-	-	-	-	-	-	-	-	-	-	-	-
PravinbhaiKumbhani	Unsecured Loan	-	-	-	-	-	-	-	-	-	-	-	-	-	-	9.00	9.00	-	-	9.00
Bhav nababhaiKumbhani	Salary	-	0.61	0.61	-	0.50	0.50	-	-	-	-	-	-	-	-	-	-	-	-	-
Bhav nababhaiKumbhani	Unsecured Loan	-	-	-	-	-	-	-	-	-	-	-	-	-	-	39.00	39.00	-	-	39.00
AlpabenKumbhani	Salary	-	0.61	0.61	-	0.50	0.50	-	-	-	-	-	-	-	-	-	-	-	-	-
AlpabenKumbhani	Unsecured Loan	-	-	-	-	-	-	-	-	-	-	-	-	-	-	23.00	23.00	-	-	23.00
NandabenKumbhani	Salary	-	0.61	0.61	-	0.50	0.50	-	-	-	-	-	-	-	-	-	-	-	-	-
NandabenKumbhani	Unsecured Loan	-	-	-	-	-	-	-	-	-	-	-	-	-	3.00	8.00	5.00	-	-	5.00
Green Mark Industries	Unsecured Loan	2.00	2.00	10.00	10.00	-	-	10.00	-	-	10.00	10.00	-	-	-	-	-	-	-	-
Green Mark Industries	Creditors	-	-	-	-	0.40	0.40	-	-	-	-	-	-	-	-	-	-	-	-	-
Sudarshan Bio Chem Ind.	Sales	(1.33)	-	1.33	-	-	-	-	0.68	-	(0.68)	-	-	(0.68)	-	0.68	-	-	-	-
Sudarshan Bio Chem Ind.	Unsecured Loan	3.00	10.00	35.00	28.00	-	5.00	33.00	-	-	33.00	-	-	33.00	-	5.00	38.00	-	-	38.00

**Annexure 33: Summary of Accounting Ratios:**
**(₹ in Lakh)**

Ratios	For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the year ended 31 March 2015	For the year ended 31 March 2016	For the period ended 31 October 2016
Restated PAT as per P& L Account	51.66	117.43	128.70	-2.81	-5.17	61.25
Weighted Average Number of Equity Shares at the end of the Year/Period (Pre Bonus Issue)	20	20	20	20	20	20
Weighted Average Number of Equity Shares at the end of the Year/Period (Post Bonus Issue)	40	40	40	40	40	40
No. of equity shares at the end of the year/period (Pre Bonus Issue)	20	20	20	20	20	20
No. of equity shares at the end of the year/period (Post Bonus Issue)	40	40	40	40	40	40
Net Worth	304.28	419.51	547.07	540.85	535.26	596.50
<b>Earnings Per Share</b>						
Basic & Diluted EPS	2.58	5.87	6.44	(0.14)	(0.26)	3.06
Adjusted Basic & Diluted EPS	1.29	2.94	3.22	(0.07)	(0.13)	1.53
<b>Return on Net Worth (%)</b>	16.98%	27.99%	23.53%	-0.52%	-0.97%	10.27%
<b>Net Asset Value Per Share (Rs) (Pre Bonus Issue)</b>	15.21	20.98	27.35	27.04	26.76	29.82
<b>Net Asset Value Per Share (Rs) (Post Bonus Issue)</b>	7.61	10.49	13.68	13.52	13.38	14.91
Nominal Value per Equity share (₹)	10.00	10.00	10.00	10.00	10.00	10.00

**Footnote**
**1. Ratios have been calculated as below**
**Basic and Diluted Earnings Per Share (EPS) (₹)**

$$\frac{\text{Restated Profit after Tax available to equity Shareholders}}{\text{Weighted Average Number of Equity Shares at the end of the year / period}}$$

**Return on Net Worth (%)**

$$\frac{\text{Restated Profit after Tax available to equity Shareholders}}{\text{Restated Net Worth of Equity Shareholders}}$$

**Net Asset Value per equity share (₹)**

$$\frac{\text{Restated Net Worth of Equity Shareholders}}{\text{Number of Equity Shares outstanding at the end of the year / period}}$$

**2. The figures for the period ended October 31, 2016 are not annualized.**
**3. Bonus Issue of shares are made on 10.02.2017 the effect of which has been incorporated in the restatements while calculating the above accounting Ratios.**

**Annexure 34: Capitalization statement:****(₹ in Lakh)**

<b>Particulars</b>	<b>Pre Issue</b>	<b>Post Issue</b>
<b>Borrowings</b>		
Short term debt (A)	587.13	587.13
Long Term Debt (B)	18.45	18.45
<b>Total debts (C)</b>	<b>605.59</b>	<b>605.59</b>
<b>Shareholders' funds</b>		
Equity share capital	200.00	560.00
Reserve and surplus - as restated	396.50	548.50
<b>Total shareholders' funds</b>	<b>596.50</b>	<b>1,108.50</b>
<b>Long term debt / shareholders funds</b>	0.03	0.02
<b>Total debt / shareholders funds</b>	1.02	0.55

Notes:

1. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at October 31, 2016.
2. Long term Debts includes current maturities of long term debt.
3. For post issue Capitalization calculation has been done considering the allotment of shares in the IPO & Bonus issue of 20,00,000 Equity share of ₹ 10 each amounting to ₹ 2,00,00,000/- made on 10.02.2017. Accordingly, the figures of post issue of equity share capital and reserves & surplus has been adjusted. The figure of short term/long term debt as appearing on October 31, 2016 has only been considered for calculation purpose.

## Annexure 35: Statement of Tax Shelters:

(₹ in Lakh)

	For the year ended 31 March 2012	For the year ended 31 March 2013	For the year ended 31 March 2014	For the year ended 31 March 2015	For the year ended 31 March 2016	For the period ended 31 October 2016
Profit before tax as per books (A)	124.24	142.19	188.48	- 3.88	- 5.90	92.15
Tax Rate (%)	30.90%	30.90%	30.90%	30.90%	30.90%	30.90%
Tax at notional rate on profits	38.39	43.94	58.24	(1.20)	(1.82)	28.47
<b>Adjustments :</b>						
<b>Permanent Differences(B)</b>						
Expenses disallowed/Income disallowed under Income Tax Act, 1961	0.06	0.01	0.03	0.02	2.99	1.68
<b>Total Permanent Differences(B)</b>	0.06	0.01	0.03	0.02	2.99	1.68
Income from Other Sources	0.93	0.67	1.24	-	-	0.17
Income from Specified Business U/s 35AD (Income from Manufacturing of Fertilizers)	102.13	129.18	154.64	-	-	-
<b>Total Income considered separately (C)</b>	<b>103.06</b>	<b>129.85</b>	<b>155.87</b>	<b>-</b>	<b>-</b>	<b>0.17</b>
<b>Timing Differences (D)</b>						
Difference between tax depreciation and book depreciation	(51.17)	(54.85)	(48.15)	(92.98)	(69.53)	(29.82)
Disallowance u/s 43B	-	0.41	-	-	-	-
Difference due to any other items of addition u/s 28 to 44DA	-	-	-	-	-	-
<b>Total Timing Differences (D)</b>	<b>(51.17)</b>	<b>(55.25)</b>	<b>(48.15)</b>	<b>(92.98)</b>	<b>(69.53)</b>	<b>(29.82)</b>
<b>Deductions (Depreciation of Assets used in business u/s 35AD)</b>	<b>51.05</b>	<b>56.11</b>	<b>52.84</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Other Deductions</b>	<b>-</b>	<b>0.01</b>	<b>0.02</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net Adjustments E = (B-D)</b>	<b>0.19</b>	<b>(0.85)</b>	<b>(4.67)</b>	<b>93.00</b>	<b>72.53</b>	<b>31.50</b>
<b>Tax expense / (saving) thereon</b>	<b>0.06</b>	<b>(0.26)</b>	<b>(1.44)</b>	<b>28.74</b>	<b>22.41</b>	<b>9.73</b>
<b>Income from Other Sources (F)</b>	<b>0.93</b>	<b>0.67</b>	<b>1.24</b>	<b>-</b>	<b>0.54</b>	<b>0.17</b>
<b>Gross Income from Specified Business (35AD)</b>	<b>102.13</b>	<b>129.18</b>	<b>154.64</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Addition u/s 28 to 44DA (Deduction claimed in Normal business)</b>	<b>51.05</b>	<b>56.11</b>	<b>57.91</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Deduction u/s 35AD</b>	<b>488.13</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Loss of P.Y. Brought Forward &amp; Adjusted</b>	<b>-</b>	<b>- 334.94</b>	<b>- 149.66</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net Income from Specified</b>	<b>(334.94)</b>	<b>(149.66)</b>	<b>62.89</b>	<b>-</b>	<b>-</b>	<b>-</b>

<b>Business (35AD) (G)</b>						
<b>Loss of P.Y. Brought Forward &amp; Adjusted(H)</b>	-	-	-	-	-	-
Taxable Income/(Loss) (A+C+E+F+G)	<b>22.29</b>	<b>12.17</b>	<b>92.06</b>	<b>89.12</b>	<b>67.16</b>	<b>123.65</b>
<b>Taxable Income/(Loss) as per MAT</b>	124.24	142.19	193.56	- 3.88	- 5.90	92.15
<b>Disallowance as per MAT</b>	-	-	5.08	-	-	-
<b>Tax as per MAT</b>	24.86	28.45	38.73	-	-	19.32
<b>Tax as per Normal Calculation</b>	6.89	3.76	28.52	27.54	20.75	40.12
<b>Income Tax as returned/computed</b>	24.86	28.45	38.73	27.54	20.75	40.12
Tax paid as per normal or MAT	MAT	MAT	MAT	Normal	Normal	Normal

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in the Draft Prospectus. You should also read the section entitled "Risk Factors" beginning on page no. 8 which discusses a number of factors, risks and contingencies that could affect our financial condition and results of operations. The following discussion relates to our Company and, is based on our restated financial statements, which have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI Regulations. Portions of the following discussion are also based on internally prepared statistical information and on other sources. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year ("Fiscal Year") are to the twelve-month period ended March 31 of that year.

Our Company was originally incorporated as "Sikko Sprayers Private Limited" on February 8, 2000 under the provisions of Companies Act, 1956 vide certificate of Incorporation issued by Deputy Registrar of Companies, Gujarat, Dadra and Nagar Haveli at Ahmedabad. Consequent up on the conversion of our Company into public limited company, the name of our Company was changed to "Sikko Sprayers Limited" vide fresh certificate of incorporation dated March 16, 2010 issued by the Assistant Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Subsequently the name of our company was changed to "Sikko Industries Limited" and Fresh certificate of Incorporation pursuant to change of name was issued by Assistant Registrar of Companies, Gujarat and Dadra Nagar Haveli on March 17, 2010. The Corporate Identification Number of our Company is U51909GJ2000PLC037329.

In the year 1998, Our Promoter was running proprietorship firm, namely Sikko Sprayers & Exports Co. which was engaged in the manufacturing of "Growth Promoters" and its used as supplements in agriculture by farmers. In the blanket of Growth Promoters various products are sold namely Vakil, Diamond, Vasool, Biomono which are in combination of granules and liquid form. In addition, firm was engaged in assembling of different parts of Spray Pump having Inside and cylinder without bearing. The spray pumps are used by farmers in agriculture to spray pesticides.

In the year 2000 our Company was incorporated as Sikko Sprayers Private Limited. Our Company acquired Sikko Sprayers & Exports Co., proprietorship concern Mr. Pravinbhai M. Kumbhani in the year 2000 and consequent to which entire assets-liabilities including outstanding creditors of the said proprietorship concern were taken over by our company for which there was no formal agreement for acquisition of the said business was entered.

During the year 1997 to 2000 our Company was manufacturing following growth promoters;

VAKIL (Bio Stimulant in Ampoule), SIKZYME Plus (Growth Promoter), VASOOL (Zyme Granules-Sea Weed Based), HUMISIK-12% (Humic Acid-12% Liquid Growth Promoter, HUMISIK-95% (Humic Acid -95% + Fulvic-5%-Growth Promoter, SIKKO TONE (Micronutrient Liquid Fertilizer), MONO-TEJ ( Pest Repellent ), SULPHO-100 (Liquid Sulphur-Growth Promoter + Anti Fungus agent), VOOM SPRAY(Nitrobenzene-Growth Promoter).

In the year 2001-2002, various products are added to our basket namely Zinc Plus "Nutrient Fertilizer", Sikko Zyme "Growth Plant Promoter", Sikko Tone- Micro Nutrient Liquid.

In the year 2001-2005 our company started manufacturing of NEEMOX (Neem Oil- Pest Repellent), BIO M-45 (Organic Fungus Repellent).

In the year 2008 our Company started pesticide unit. Further, during the year 2006-2010, our Company started manufacturing of VAKIL-3D Gr. (Organic Fertilizer), VAT ( Bio Pest Repellent Powder), SIKSTIK(Sticking & Spreading Agent), SAFAYO (Mealy Bug & Sucking Pest Repellent), HI- ZIB (Growth Promoter Powder), VOLVINO (Fungus Repellent), SICOP (Liquid Copper-Growth Promoter, PHORATO ( Herbal Pest Repellent +Sea Weed ), KHANJAR(Larva Repellent), SHAKTI (Thrips Repellent).

During the year 2011 to 2016 following new products were added to our basket of pesticides, fertilizer and growth promoter which help in plant growth and work as a safeguard against pests.

1. VAKIL Capsule (Bio Stimulant Capsule),
2. VAKIL (Gr)(Concentrated Zyme Granules-Organic Fertilizer),
3. MUNDAMAR (Grub Preventer Granules),
4. MOGAMBO(Growth Promoter Powder),
5. BPH Plus (Brown Plant Hooper Repellent),
6. SIGNATIC ( Amino Based Growth Promoter),
7. BLACK SURIYA (Best Soil Conditioner),
8. FUNGI Plus (Fungus Repellent Powder),
9. FERTISIK – 90% WG (Sulphur-90% WGGrowth Promoter + Anti Fungus agent),
10. BHAGAMBHAG(Pig Repellent),
11. DOKAMAR (Fruit & Shoot Borer Repellent),
12. SUPRA (White Fly & Sucking Pest Repellent),
13. MITE WIN (Red Mite Repellent), NILGO (Nil Gai Repellent).

To avail the rich experience of our promoters in the field of agrochemicals and after establishing strong foot hold in the field of agro chemicals and pesticides, Our Company also started fertilizer unit on March 30, 2011. This has improved our top line. The Company also started seed division and added following product to its existing portfolio:

Seeds of Bhindi (Okra) F1 Hybrid, Bhindi (Okra Super -350) OP, Cluster Bean Super-350, Cow Pea Super -350, Bottle Gourd Super-350, Bitter Gourd Super-350, Tomato Super -350, Brinje Super -350 etc.

In addition to manufacturing of pesticides and fertilizer, our Company Our Company is in process of starting up of new project of Bio CNG and BIO Fertilizer for which we have made an application with UP State Bio Energy Development Board, Lucknow.

#### Significant developments subsequent to the last financial year:

After the date of last financial year i.e. March 31, 2016, the Directors of our Company confirm that, there have not been any significant material developments, except issue of 20,00,000 Bonus shares in the ration of 1:1 on February 10, 2017.

#### Discussion on Results of Operation:

The following discussion on results of operations should be read in conjunction with the Audited Financial Results of our Company for the years ended March 31, 2014, 2015, 2016 and seven months period ended October 31, 2016.

#### Key factors affecting the results of operation:

Our Company's future results of operations could be affected potentially by the following factors:

- Political Stability of the Country.
- World Economy.
- Government policies for the capital markets.
- Investment Flow in the country from the other countries.
- Government policy for agro chemical products, fertilizer and pesticides sector.
- Competition from existing players
- Company's ability to successfully implement our growth strategy
- The loss of shutdown of operations of our Company at any time due to strike or labour unrest or any other reasons,
- Loss due to delay in execution of projects in time

#### OUR SIGNIFICANT ACCOUNTING POLICIES

For Significant accounting policies please refer Significant Accounting Policies, "Annexure 4" beginning under Chapter titled "Financial Information of our Company" beginning on page no. 142 of the Draft Prospectus.

#### RESULTS OF OUR OPERATION

(₹ In Lacs)

Particulars	For the Period ended on October 31, 2016	%
Revenue from Operations	1230.48	
Other Income	70.20	
<b>Total income</b>	<b>1300.68</b>	
Expenses		
Cost of Material Consumed	379.57	30.85
Purchase of Raw Material	396.57	32.23
Purchases of Raw Material- Stock in Trade	557.50	
Changes in inventories of Stock-in-Trade	(11.28)	
Employee benefits expense	65.04	5.00
Finance costs	28.92	2.22
Depreciation and amortization expense	41.20	3.17
Other expenses	147.58	11.35
Total Expenses	1208.53	
EBIDTA	268.66	
Profit before Tax	92.15	7.08
Tax Expenses	30.9	
Profit and Loss for the period as Restated	61.25	4.71

## Total Revenue

The total revenue operations for the seven months period ended October 31, 2016 is ₹1300.68 Lacs which includes sale of products amounting to ₹ 1230.48 lacs, and Other Income of ₹ 70.20 lacs. The other income includes Marketing income, Rent Income, Interest income on Fixed Deposits etc of ₹ 65.06 lacs.

## Expenditure

### Cost of Materials Consumed

The total cost of materials Consumed was ₹ 379.57 Lacs for seven months period ended on October 31, 2016 which is 30.85 % of the Revenue from sale of products.

### Purchase of raw material

The purchased of raw material was ₹ 396.57 Lacs for seven months period ended October 31, 2016 which is 32.23 % of the Revenue from sale of products.

### Employee Benefit Expenses

Employee Benefit expenses was ₹ 65.04 Lacs for seven months period ended October 31, 2016. The Employee Benefit expense was 5 % of total income.

### Other Expenses

Other Expenses were ₹ 147.58 Lacs for seven months period ended October 31, 2016.

The Other Expenses was 11.35 % of total income. The majority of other expense includes Factory, Electricity, Fuel expenses, Factory Labour Expenses, Freight charges, Clearing and Forwarding Charges, Conveyance Expense, sales promotion expenses, Rates and Taxes, Repair and Maintenance Expenses and Miscellaneous Expenses amounting to ₹ 120.00 lacs.

### Finance Costs

Finance Costs for seven months period ended October 31, 2016 is ₹ 28.92 Lacs. During this period, the Finance cost was 2.22% of total income.

### Depreciation

Depreciation on fixed assets for seven months period ended October 31, 2016 was 3.17 % of total income. The total depreciation for seven months period ended October 31, 2017 was ₹ 41.20 Lacs.

### Restated profit after tax from continuing operations

PAT for seven months period ended October 31, 2016 stood at ₹ 61.25 Lacs. During this period, our Company recorded PAT margin of 4.71 %.

## For the year ended March 31, 2016, 2015 and 2014

(₹In Lacs)

Particulars	For the year ended on		
	March 31, 2016	March 31, 2015	March 31, 2014
Revenue from operations	2,014.05	1,121.09	1,115.35
<b>Total Revenue</b>	<b>2,014.05</b>	<b>1,121.09</b>	<b>1,115.35</b>
% of growth	79.65	0.51	29.59
Other Income	120.7	20.79	4.14
% of growth	480.57	402.17	87.33
<b>Total income</b>	<b>2,134.75</b>	<b>1,141.88</b>	<b>1,119.49</b>
% of growth	86.95	2.00	29.74
<b>Expenses</b>			
Purchases of Stock-In-Trade	419.28	280.01	0
Cost of Raw Material Consumed	1,308.93	467.11	541.42
% Increase/(Decrease)	180.22	-13.73	78.80

Particulars	For the year ended on		
	March 31, 2016	March 31, 2015	March 31, 2014
Purchase of Raw Material	1329.53	603.73	473.71
Changes in inventories in stock-in-trade	-84.9	-27.97	7.78
Employee benefits expense	106.28	98.64	99.24
% Increase/(Decrease)	7.75	-0.60	0.60
Finance Costs	60.15	47.73	43.73
% Increase/(Decrease)	26.02	9.15	16.43
Other expenses	240.16	166.34	176.04
% Increase/(Decrease)	44.38	-5.51	5.17
Depreciation and amortisation expenses	90.76	113.89	62.79
% Increase/(Decrease)	-20.31	81.38	-7.12
Total Expenses	2,140.66	1,145.75	931.00
% to total revenue	100.28	100.34	83.16
EBIDT	145.00	157.75	295.01
% to total revenue	6.79	13.81	26.35
Exceptional Items	0.00	0.00	0.00
Profit before Tax	-5.91	-3.87	188.49
Total tax expense	-0.73	-1.08	59.78
<b>Profit and Loss for the period as Restated</b>	<b>-5.18</b>	<b>-2.79</b>	<b>128.71</b>
% to total revenue	-0.24	-0.24	11.50
<b>Profit and Loss for the period as Restated</b>	<b>-5.18</b>	<b>-2.79</b>	<b>128.71</b>
% Increase/(Decrease)	85.41	-102.17	9.61

#### **COMPARISON OF FY 2016 WITH FY 2015:**

##### Total Income

The Total revenue from operations for the FY 2016 was ₹ 2014.05 Lacs as compared to ₹1121.09 Lacs during the FY 2015 showing an increase of 79.65%. The growth of 79.65 % in the FY 2016 Compared to FY 2015 was due to increase in sales of Products. The other income was ₹ 120.7 Lacs in FY 2016 as compared to 20.79 in FY 2015. The Total income for the FY 2016 was ₹ 2134.75 Lacs as compared to ₹ 1141.88 Lacs during the FY 2015.

##### **Expenditure:**

##### Costs of Material Consumed

The total costs of material consumed was increased from ₹ 467.11 lacs in FY 2015 to ₹1308.93 lacs in the FY 2016 showing increase of 180.22 % on account of growth of sale of products by 79.65 % in FY 2016 as compared to FY 2015.

##### Purchase of raw material

The purchase of raw material was increased from ₹ 603.73 Lacs in FY 2015 to ₹ 1329.53 Lacs in FY 2016 showing increase of 120.38 % on account of growth of sale of products and by 79.65% in FY 2016 as compared to FY 2015.

##### Employee Benefit Expenses

Employee Benefit expenses increased from ₹ 98.64 Lacs for FY 2015 to ₹ 106.28 Lacs for FY 2016 showing an increase of 7.75 % on account of increase in salary/wages and bonus of employees. The Number of employees in the FY 2016 was 27 as against the 22 in the FY 2015.

##### Other Expenses

Other Expenses decreased from ₹ 166.34 Lacs for FY 2015 to ₹ 240.16 Lacs for FY 2016 showing increase of 44.38%. The increase is on account of increase in Factory, Electricity, Fuel expenses, Factory Labour Expenses, Freight charges, Clearing and Forwarding Charges, Conveyance Expense, sales promotion expenses, Rates and Taxes, Repair and Maintenance Expenses and Miscellaneous Expenses ₹ 166.05 lacs and ₹124.49 Lacs for the year ended March 31, 2016 and 2015 respectively.

##### Finance Cost

Finance Cost increased from ₹ 47.73 Lacs for FY 2015 to ₹ 60.15 Lacs for the FY 2016. During FY 2016, the Finance cost increased by 26.02 % compared to FY 2015 on account of increased in unsecured loan to ₹. 149 lacs.

#### Depreciation and amortisation

The total depreciation during FY 2016 was ₹ 90.76 Lacs and during FY 2015 it was ₹ 113.89 Lacs.

#### Profit before Interest, Depreciation and Taxation (EBDIT)

The EBDIT for the FY 2016 stood at 6.79% of the total revenue of the FY 2016 as against EBDIT for the FY 2015 was 13.81% of the total revenue for the FY 2015 showing reduction in EBDIT by 7.02% due to comparative higher increase in the cost of raw material purchased as against the price of our products as compared to previous financial year.

#### Profit/(Loss) after Tax

The company has incurred a loss of ₹5.18 Lacs in the FY 2016 as against loss of ₹2.79 in the FY 2015.

### **COMPARISON OF FY 2015 WITH FY 2014**

#### Total Income

The Total revenue from operations for the FY 2015 was ₹ 1121.09 Lacs as compared to ₹ 1115.35 Lacs during the FY 2014 showing increase of 0.51 %. The other income was ₹ 20.79 Lacs in FY 2015 as compared to 4.15 in FY 2014. The Total income for the FY 2015 was ₹ 1141.88 Lacs as compared to ₹ 1119.49 Lacs during the FY 2014.

#### Expenditure:

##### Costs of Material Consumed

The total costs of material consumed was decreased from ₹ 541.42 lacs in FY 2014 to ₹ 467.11 lacs in the FY 2015 showing decrease of 13.73 %.

##### Purchase of raw material

The Total value of goods purchased was increased from ₹ 473.71 Lacs in FY 2014 to ₹ 603.73. in FY 2015 showing increase of 27.45 % on account of increase in cost of raw material and sales.

##### Employee Benefit Expenses

Employee Benefit expenses decrease from ₹ 99.24 Lacs for FY 2014 to ₹ 98.64 Lacs for FY 2015 showing an decrease of 0.60 %.

##### Other Expenses

Other Expenses decreased from ₹ 176.04 lacs for FY 2014 to ₹ 166.34 Lacs for FY 2015 showing a decrease of 5.51 %.

##### Finance Cost

Finance Cost increased from ₹ 43.73 Lacs for FY 2014 to ₹ 47.73 Lacs for the FY 2015. The increase in the finance cost was on account of increase in interest Expenses.

##### Depreciation

The total depreciation during FY 2015 was ₹ 113.89 Lacs and during FY 2014 it was ₹ 62.79 Lacs. There was increase in depreciation on account of addition of fixed assets.

#### Profit before Interest, Depreciation and Taxation (EBDIT)

The EBDIT for the FY 2015 was 13.81 % of the total revenue which was 26.35 % of total revenue for the FY 2014 on account of reduction in cost of materials.

## Profit after Tax

The Profit for the FY 2014 was ₹ 128.71 Lacs and loss for the FY 2015 stood at ₹ 2.79 Lacs showing substantial decrease in the profit amount. The reason for decrease in the profit was due to cost of purchase of stock in trade in the FY 2015.

## Related Party Transactions

For further information please refer Annexure 32 on page 170 under Chapter titled “Financial Information of our Company” beginning on page no. 142 of the Draft Prospectus.

## Financial Market Risks

We are exposed to financial market risks from changes in borrowing costs, interest rates and inflation.

## Interest Rate Risk

We are currently exposed interest to rate risks to the extent of outstanding loans. However, any rise in future borrowings may increase the risk.

## Effect of Inflation

We are affected by inflation as it has an impact on the operating cost, staff costs etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

## **FACTORS THAT MAY AFFECT THE RESULTS OF THE OPERATIONS:**

1. Unusual or infrequent events or transactions.

To our knowledge there have been no unusual or infrequent events or transactions that have taken place during the last three years.

2. Significant economic changes that materially affected or are likely to affect income from continuing operations.

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above in ‘Factors Affecting our Results of Operations’ and the uncertainties described in the section entitled ‘Risk Factors’ beginning on page no. 8 of the Draft Prospectus. To our knowledge, except as we have described in the Draft Prospectus, there are no known factors which we expect to bring about significant economic changes.

3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.

Apart from the risks as disclosed under Section titled “Risk Factors” beginning on page no. 8 in the Draft Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

4. Future changes in relationship between costs and revenues, in case of events such as future increase in labour or material costs or prices that will cause a material change are known.

Our Company’s future costs and revenues will be determined by demand/supply situation, government policies.

5. Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices.

Increases in revenues are by and large linked to increases in volume of business.

6. Total turnover of each major industry segment in which the issuer company operated.

For details on the total turnover of the industry please refer to Chapter titled “Industry Overview” beginning on page no. 64 of the Draft Prospectus.

7. Status of any publicly announced new products or business segment.

Our Company has not announced any new product and segment.

8. The extent to which business is seasonal.

Our Company's business is seasonal. However the business of the company depends upon the Growth potential of the economy and growth of the country.

9. Any significant dependence on a single or few suppliers or customers.

Our top ten customers contributes 52.13% and 45.91% of our total sales and our top ten suppliers delivered 76.41% and 76.19% of the total raw materials purchased for the period ended October 31, 2016 and for the year ended March 31, 2016 respectively.

10. Competitive conditions:

Competitive conditions are as described under the Chapters titled "Industry Overview" and "Business Overview" beginning on pages no. 64 and 71 respectively of the Draft Prospectus.

## SECTION VII - LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

*Except as described below, there are no outstanding litigations, suits, civil or criminal prosecutions or proceedings against our Company, our Directors, our Promoters and Entities Promoted by our Promoters before any judicial, quasi-judicial, arbitral or administrative tribunals or any disputes, tax liabilities, nonpayment of statutory dues, over dues to banks/ financial institutions, defaults against banks/ financial institutions, defaults in dues towards instrument holders like debenture holders, fixed deposits, defaults in creation of full security as per terms of issue/ other liabilities, proceedings initiated for economic/civil/ any other offences (including past cases where penalties may or may not have been imposed and irrespective of whether they are specified under paragraph (i) of Part I of Schedule XIII of the Companies Act, 1956 and/or paragraph (i) of Part I of Schedule V of the Companies Act, 2013) against our Company, our Directors, our Promoters and the Entities Promoted by our Promoters, except the following:*

*Further, except as stated herein, there are no past cases in which penalties have been imposed on our Company, the Promoters, directors, Promoter Group companies and there is no outstanding litigation against any other company whose outcome could have a material adverse effect on the position of our Company. Neither our Company nor its Promoters, members of the Promoter Group, Subsidiaries, associates and Directors have been declared as willful defaulters by the RBI or any other Governmental authority and, except as disclosed in this section in relation to litigation, there are no violations of securities laws committed by them in the past or pending against them.*

Unless stated to the contrary, the information provided below is as of the date of this Draft Prospectus.

**This chapter has been divided into following Parts**

- 1. Outstanding litigations involving Our Company.**
- 2. Outstanding litigations involving Our Promoters.**
- 3. Outstanding litigations involving Our Directors.**
- 4. Outstanding litigations involving Our Group Companies.**
- 5. Penalties imposed in past cases for the last five years.**
- 6. Material Developments.**
- 7. Amount owned to small scale undertakings.**

#### **1. Outstanding litigations involving our Company**

##### **(a) Litigations by Company:**

Sr. No.	Case No.	Institution Date	Parties	Authority/ Court	Subject Matter and Relief Sought	Amount Involved (Rs.)	Present status
1.	2808/2011	March 18, 2011	Sikko Industries Limited Vs. Shri Krushna Trading	The Court of Chief Judicial Magistrate (Rural) At Ahmedabad	The Company has filed case u/s 138 read with section 142 of the Negotiable Instruments Act 1881 against Shri Krushna Trading for dishonoured of cheque issued by Shri Krishna Trading toward the goods sold by the Company.	32,000/-	Evidence
2.	6337/2013	February 02, 2013	Sikko Industries Limited Vs. Yamuna Agro Agency	The Court Of Chief Judicial Magistrate (Rural) At Ahmedabad	The Company has filed case u/s 138 read with section 142 of the Negotiable Instruments Act 1881 against Yamuna Agro Agency for dishonoured of cheque issued by Yamuna Agro Agency toward the goods sold by the Company.	2,44,980/- -	Bailable Warrant
3.	6345/2013	April 29 , 2013	Sikko Industries Limited	The Court Of Chief Judicial	The Company has filed case u/s 138 read with section 142 of the	58,080/-	PLEA

Sr. No.	Case No.	Institution Date	Parties	Authority/ Court	Subject Matter and Relief Sought	Amount Involved (Rs.)	Present status
			Vs. Marshal Agro Agency	Magistrate (Rural) At Ahmedabad	Negotiable Instruments Act 1881 against Marshal Agro Agency for dishonoured of cheque issued by Marshal Agro Agency toward the goods sold by the Company.		
4.	6346/2013	April 29 , 2013	Sikko Industries Limited Vs. Dharti Agro Centre	The Court Of Chief Judicial Magistrate (Rural) At Ahmedabad	The Company has filed case u/s 138 read with section 142 of the Negotiable Instruments Act 1881 against Dharti Agro Centre for dishonoured of cheque issued by Dharti Agro Centre toward the goods sold by the Company.	91,870/-	Bailable Warrant
5.	4409/2015	November 5, 2015	Sikko Industries Limited Vs. Agro Service Centre	The Court Of Chief Judicial Magistrate (Rural) At Ahmedabad	The Company has filed case u/s 138 read with section 142 of the Negotiable Instruments Act 1881 against Agro Service Centre for dishonoured of cheque issued by Agro Service Centre toward the goods sold by the Company.	2,28,265/-	Verification
6.	4412/2015	November 5, 2015	Sikko Industries Limited Vs. Durga Agro Centre	The Court Of Chief Judicial Magistrate (Rural) At Ahmedabad	The Company has filed case u/s 138 read with section 142 of the Negotiable Instruments Act 1881 against Durga Agro Centre for dishonoured of cheque issued by Durga Agro Centre toward the goods sold by the Company.	3,29,470/-	Verification
7.	4410/2015	November 5, 2015	Sikko Industries Limited Vs. Sidhi Vinayak Agro	The Court Of Chief Judicial Magistrate (Rural) At Ahmedabad	The Company has filed case u/s 138 read with section 142 of the Negotiable Instruments Act 1881 against Sidhi Vinayak Agro for dishonoured of cheque issued by Sidhi Vinayak Agro toward the goods sold by the Company.	17,15,881/-	Verification
8.	142/2016	January 5, 2016	Sikko Industries Limited Vs. Jay Samadhi Agro Centre	The Court Of Chief Judicial Magistrate (Rural) At Ahmedabad	The Company has filed case u/s 138 read with section 142 of the Negotiable Instruments Act 1881 against Jay Samadhi Agro Centre for dishonoured of cheque issued by Jay Samadhi Agro Centre toward the goods sold by the Company.	1,83,980/-	Bailable Warrant
9.	P.A. No.	January 21,	Sikko	The Court	The Company has filed	2,49,978/-	Verification

Sr. No.	Case No.	Institution Date	Parties	Authority/ Court	Subject Matter and Relief Sought	Amount Involved (Rs.)	Present status
	85/2016	2016	Industries Limited Vs. Riddhi Agro Centre	Of Chief Judicial Magistrate (Rural) At Ahmedabad	case u/s 138 read with section 142 of the Negotiable Instruments Act 1881 against Riddhi Agro Centre for dishonoured of cheque issued by Riddhi Agro Centre toward the goods sold by the Company.	-	n
10.	2613/2016	October 13, 2016	Sikko Industries Limited Vs. Yahamogi Ago Centre	Ahmedabad Addl Chief Metro Politin Judicial Magistrate The Negotiable Instruments Act Cort No 30	The Company has filed case u/s 138 read with section 142 of the Negotiable Instruments Act 1881 against Yahamogi Ago Centre for dishonoured of cheque issued by Yahamogi Ago Centre toward the goods sold by the Company.	4,50,123/-	Service Of Summons
11.	2600/2016	October 13, 2016	Sikko Industries Limited Vs. Jayvir Traders	Ahmedabad Addl Chief Metro Politin Judicial Magistrate The Negotiable Instruments Act Cort No 30	The Company has filed case u/s 138 read with section 142 of the Negotiable Instruments Act 1881 against Jayvir Traders for dishonoured of cheque issued by Jayvir Traders toward the goods sold by the Company.	25,550/-	Service Of Summons
12.	2612/2016	October 13, 2016	Sikko Industries Limited Vs. Khodiyar Krupa Agro Chemicals	Ahmedabad Addl Chief Metro Politin Judicial Magistrate The Negotiable Instruments Act Cort No 30	The Company has filed case u/s 138 read with section 142 of the Negotiable Instruments Act 1881 against Khodiyar Krupa Agro Chemicals for dishonoured of cheque issued by Khodiyar Krupa Agro Chemicals toward the goods sold by the Company.	14,47,330/-	Service Of Summons
13.	2624/2016	October 13, 2016	Sikko Industries Limited Vs. Asta Traders	Ahmedabad Addl Chief Metro Politin Judicial Magistrate The Negotiable Instruments Act Cort No 30	The Company has filed case u/s 138 read with section 142 of the Negotiable Instruments Act 1881 against Astha Traders for dishonoured of cheque issued by Astha Traders toward the goods sold by the Company.	1,85,945/-	Plea
14.	2605/2016	October 13, 2016	Sikko Industries Limited Vs.	Ahmedabad Addl Chief Metro Politin Judicial Magistrate	The Company has filed case u/s 138 read with section 142 of the Negotiable Instruments Act 1881 against Maha Shakti Center for	42,295/-	Service Of Summons

Sr. No.	Case No.	Institution Date	Parties	Authority/ Court	Subject Matter and Relief Sought	Amount Involved (Rs.)	Present status
			Maha Shakti Center	The Negotiable Instruments Act Cort No 30	dishonoured of cheque issued by Maha Shakti Center toward the goods sold by the Company.		
15.	5004595/2016	November 23, 2016	Sikko Industries Limited Vs. Vacharaj Agro Traders	Ahmedabad Addl Chief Metro Politin Judicial Magistrate The Negotiable Instruments Act Cort No 30	The Company has filed case u/s 138 read with section 142 of the Negotiable Instruments Act 1881 against Vacharaj Agro Traders for dishonoured of cheque issued by Vacharaj Agro Traders toward the goods sold by the Company.	1,27,459/-	Service Of Summons
16.	5004561/2016	November 23, 2016	Sikko Industries Limited Vs. Dharti Agro Tech	Ahmedabad Addl Chief Metro Politin Judicial Magistrate The Negotiable Instruments Act Cort No 30	The Company has filed case u/s 138 read with section 142 of the Negotiable Instruments Act 1881 against Dharti Agro Tech for dishonoured of cheque issued by Dharti Agro Tech toward the goods sold by the Company.	11,39,298/-	Service Of Summons
17.	611/16	2016	Sikko Industries Limited Vs. Ashwini And Co	The Court Of Chief Judicial Magistrate (Rural) At Ahmedabad	The Company has filed case u/s 138 read with section 142 of the Negotiable Instruments Act 1881 against Ashwini And Co for dishonoured of cheque issued by Ashwini And Co toward the goods sold by the Company.	22,19,519/-	Service Of Summons
18.	9713	February 10, 2017	Sikko Industries Limited Vs. Globe Agro Zone	Ahmedabad Addl Chief Metro Politin Judicial Magistrate The Negotiable Instruments Act Cort No 30	The Company has filed case u/s 138 read with section 142 of the Negotiable Instruments Act 1881 against Globe Agro Zone for dishonoured of cheque issued by Globe Agro Zone toward the goods sold by the Company	70,410/-	Service of Summons

**(b) Litigation against Company:**

**i. Under the Income Tax Act, 1961:**

Financial Year	Quarter	Form	Particulars	Default Amount	Total Amount (in Rs.)
2009-10	Q4	24Q	Short Payment	4,000.00	
			Interest	1,900.00	5,900.00
2010-11	Q4	24Q	Interest on Late Payment	260.00	260.00
		26Q	Short Payment	45,000.00	

Financial Year	Quarter	Form	Particulars	Default Amount	Total Amount (in Rs.)
			Interest	10,800.00	55,800.00
2011-12	Q3	26Q	Short Payment	52,440.00	
			Interest	4,200.00	56,640.00
2012-13	Q4	24Q	Short Deduction	52,455.40	
			Interest	5,244.60	57,700.00
2013-14	Q1	24Q	Interest on Late Payment	2,280.00	2,280.00
	Q1	26Q	Interest on Late Payment	220.00	220.00
	Q2	26Q	Short Deduction	770.70	
			Interest	9.30	780.00
2014-15	Q2	26Q	Short Deduction	245.00	
			Interest	5.00	250.00
	Q3	24Q	Late Filing Fees	800.00	800.00
	Q3	26Q	Late Filing Fees	800.00	800.00
2015-16	Q1	26Q	Short Deduction	410.00	
			Interest	10.00	420.00
	Q3	26Q	Short Deduction	545.00	
			Interest	15.00	560.00
2016-17	Q3	26Q	Short Deduction	1,300.00	
			Interest	50.00	1,350.00

## ii. Under Central Excise Act, 1944:

### Asst year 2011-12 to 2014-15

The Goods valued of ₹ 2313.04 Lacs cleared by the Sikko Industries Limited (SIL) during the period 2011-12 to 2014-15 appeared to have been cleared without payment of appropriate central excise duty and therefore the goods are liable for confiscation under Rule 25(1) of the Central Excise Rules, 1944. In addition, the Company has contravened the provision of Section 6 of the Central Excise Act, 1944 and contravened the provision of Rule 4, 5, 6, 8 and 11 of the Central Excise Rules, 2002. The Search was conducted by the Central Excise Department in which the benefit of Concessional rate of duty under Notification No. 01/2011-CE as amended dated 01.03.2012 and Notification No. 12/2012 dated 17.3.2012 is denied to the Company. After giving Show Cause Notices and Personal Hearing to the Company, the Commissioner of Central Excise, Ahmedabad – II has made demand of Central Excise Duty of ₹ 169.60 Lakhs, interest of ₹ 6.01 Lakhs and Penalty of ₹ 84.80 Lakhs by order no. V.38/15-20/OA/2016 dated 12.01.2017 against the Show Cause Notice no. SCN. F.No. V38 /15-20/OA/2016/394 for which the Company has already paid Central Excise Duty of ₹ 242.74 Lakhs under Protest. The Company is in the process of filing of Appeal to the Commissioner of Central Excise (Appeals) against the above order.

## 2. Outstanding litigations involving Our Promoters.

### (a) Litigations by Promoters: NIL

### (b) Litigation against Promoters:

The Goods valued of ₹ 2313.04 Lacs cleared by the Sikko Industries Limited (SIL) during the period 2011-12 to 2014-15 appeared to have been cleared without payment of appropriate central excise duty and therefore the goods are liable for confiscation under Rule 25(1) of the Central Excise Rules, 1944. In addition, the Company has contravened the provision of Section 6 of the Central Excise Act, 1944 and contravened the provision of Rule 4, 5, 6, 8 and 11 of the Central Excise Rules, 2002. The Search was conducted by the Central Excise Department in which the benefit of Concessional rate of duty under Notification No. 01/2011-CE as amended dated 01.03.2012 and Notification No. 12/2012 dated 17.3.2012 is denied to the Company. After giving Show Cause Notices and Personal Hearing to the Company, the Commissioner of Central Excise, Ahmedabad – II has imposed penalty of ₹ 25.00 Lakhs against Mr. Jayantibhai M. Kumbhbhani, Managing Director of the Company under Rule 26(1) of Central Excise Rules, 2002. The Company is in the process of filing of Appeal to the Commissioner of Central Excise (Appeals) against the above order. Mr. Jayantibhai Kumbhani is in process of filing appeal to the Commissioner of Central Excise (Appeals) against the penalty imposed on him.

## 3. Outstanding litigations involving Our Directors.

### (a) Litigations by Directors: NIL

**(b) Litigation against Directors:**

The Goods valued of ₹ 2313.04 Lacs cleared by the Sikko Industries Limited (SIL) during the period 2011-12 to 2014-15 appeared to have been cleared without payment of appropriate central excise duty and therefore the goods are liable for confiscation under Rule 25(1) of the Central Excise Rules, 1944. In addition, the Company has contravened the provision of Section 6 of the Central Excise Act, 1944 and contravened the provision of Rule 4, 5, 6, 8 and 11 of the Central Excise Rules, 2002. The Search was conducted by the Central Excise Department in which the benefit of Concessional rate of duty under Notification No. 01/2011-CE as amended dated 01.03.2012 and Notification No. 12/2012 dated 17.3.2012 is denied to the Company. After giving Show Cause Notices and Personal Hearing to the Company, the Commissioner of Central Excise, Ahmedabad – II has imposed penalty of ₹ 25.00 Lakhs against Mr. Jayantibhai M. Kumbhbhani, Managing Director of the Company under Rule 26(1) of Central Excise Rules, 2002. The Company is in the process of filing of Appeal to the Commissioner of Central Excise (Appeals) against the above order. Mr. Jayantibhai Kumbhani is in process of filing appeal to the Commissioner of Central Excise (Appeals) against the penalty imposed on him.

**4. Outstanding litigations involving Our Group Companies.****(a) Litigation by Group Companies**

Sr. No.	Case No.	Institution Date	Parties	Authority/ Court	Subject Matter and Relief Sought	Amount Involved (Rs.)	Present status
1.	2126/2011	February 28, 2011	Sikko Trade Link Private Limited Vs. Maruti Agro Center	The Court of Chief Judicial Magistrate (Rural) At Ahmedabad	The Sikko Trade Link Private Limited has filed acase, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Maruti Agro Center for dishonored of Cheque issued by Maruti Agro Center toward the goods sold by the Sikko Trade Link Private Limited.	2,45,740/-	Evidence
2.	2127/2011	February 28, 2011	Sikko Trade Link Private Limited Vs. Mr. Pradhanji Thakor, Proprietor of Pariwar Agro Center	The Court of Chief Judicial Magistrate (Rural) At Ahmedabad	The Sikko Trade Link Private Limited has filed acase, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Pariwar Agro Center for dishonored of Cheque issued by Pariwar Agro Center toward the goods sold by the Sikko Trade Link Private Limited.	48,000/-	Non Bailable Warrant for Service
3.	7845/2011	June 20, 2011	Sikko Trade Link Private Limited Vs. Mr. Rameshwar Yadav, Proprietor of Yadav Krishi	The Court of Chief Judicial Magistrate (Rural) At Ahmedabad	The Sikko Trade Link Private Limited has filed acase, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Yadav Krishi Mandir for dishonored of Cheque issued by Yadav Krishi Mandir with a reason "Payment Stopped by the Drawer" towards the goods sold by the	65,000/-	Service of Summons

Sr. No.	Case No.	Institution Date	Parties	Authority/ Court	Subject Matter and Relief Sought	Amount Involved (Rs.)	Present status
			Mandir		Sikko Trade Link Private Limited.		
4.	2805/2011	March 18, 2011	Sikko Trade Link Private Limited Vs. Bजारंग Agro Trading	The Court of Chief Judicial Magistrate (Rural) At Ahmedabad	The Sikko Trade Link Private Limited has filed a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Bजारंग Agro Trading for dishonored of Cheque issued by Bजारंग Agro Trading towards the goods sold by the Sikko Trade Link Private Limited.	55,059/-	Non Bailable Warrant for Service
5.	7846/2011	June 20, 2011	Sikko Trade Link Private Limited Vs. Mr. Jigneshbhai J Pandya, Proprietor of Dhanlaxmi Agro	The Court of Chief Judicial Magistrate (Rural) At Ahmedabad	The Sikko Trade Link Private Limited has filed a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Dhanlaxmi Agro for dishonored of Cheque issued by Dhanlaxmi Agro towards the goods sold by the Sikko Trade Link Private Limited.	3,36,887/-	Service of Summons
6.	P.A 446/2011	March 09, 2016	Sikko Trade Link Private Limited Vs. Mr. Bhaveshbhai M Dabhi and Chamunda Agro Center	The Court of Chief Judicial Magistrate (Rural) At Ahmedabad	The Sikko Trade Link Private Limited has filed a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Mr. Bhaveshbhai M Dabhi and Chamunda Agro Center for dishonored of Cheque issued by Mr. Bhaveshbhai M Dabhi and Chamunda Agro Center towards the goods sold by the Sikko Trade Link Private Limited.	2,57,737/-	Service of Summons
7.	6338/2013	April 29, 2013	Sikko Trade Link Private Limited Vs. Mr. Bhaveshkumar Prajapati, Proprietor of Mayur Agro	The Court of Chief Judicial Magistrate (Rural) At Ahmedabad	The Sikko Trade Link Private Limited has filed a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Mayur Agro Corporation for dishonored of Cheque issued by Mayur Agro Corporation towards the goods sold by the Sikko Trade Link Private Limited.	51,881/-	Bailable issue

Sr. No.	Case No.	Institution Date	Parties	Authority/ Court	Subject Matter and Relief Sought	Amount Involved (Rs.)	Present status
			Corporation				
8.	4608/2016	July 1, 2016	Sikko Trade Link Private Limited Vs. Mr. Vipulkumar N Patel, Proprietor of Uma Marketing	The Court of Chief Judicial Magistrate (Rural) At Ahmedabad	The Sikko Trade Link Private Limited has filed a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Uma Marketing for dishonored of Cheque issued by Uma Marketing towards the goods sold by the Sikko Trade Link Private Limited.	85,288/-	Service of Summons
9.	6348/2013	April 29, 2013	Sikko Trade Link Private Limited Vs. Mr. Balabhai V Thanth, Proprietor of Krishna Agro Agency	The Court of Chief Judicial Magistrate (Rural) At Ahmedabad	The Sikko Trade Link Private Limited has filed a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Krishna Agro Agency for dishonored of Cheque issued by Krishna Agro Agency towards the goods sold by the Sikko Trade Link Private Limited.	54,130/-	Service of Summons
10.	978/2015	October 25, 2013	Sikko Trade Link Private Limited Vs. Mr. Viththalbhai R Panchal, Proprietor of Darshana Seeds	The Court of Chief Judicial Magistrate (Rural) At Ahmedabad	The Sikko Trade Link Private Limited has filed a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Darshana Seeds for dishonored of Cheque issued by Darshana Seeds towards the goods sold by the Sikko Trade Link Private Limited.	76,323/-	Verification
11.	4411/2016	November 5, 2015	Sikko Trade Link Private Limited Vs. Mr. Jeshingai Jagambhai Kher, Proprietor of Somnath Agro Center	The Court of Chief Judicial Magistrate (Rural) At Ahmedabad	The Sikko Trade Link Private Limited has filed a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Somnath Agro Center for dishonored of Cheque issued by Somnath Agro Center towards the goods sold by the Sikko Trade Link Private Limited.	65,350/-	Verification

Sr. No.	Case No.	Institution Date	Parties	Authority/ Court	Subject Matter and Relief Sought	Amount Involved (Rs.)	Present status
12.	21/2016	January 5, 2016	Sikko Trade Link Private Limited  Vs.  M/s. Dhanlaxmi Kishan Seva Kendra, Partnership Firm	The Court of Chief Judicial Magistrate (Rural) At Ahmedabad	The Sikko Trade Link Private Limited has filed a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Kishan Seva Kendra, Partnership Firm for dishonored of Cheque issued by Kishan Seva Kendra, Partnership Firm towards the goods sold by the Sikko Trade Link Private Limited.	65,165/-	Verification
13.	08/2016	January 8, 2016	Sikko Trade Link Private Limited  Vs.  Mr. Arvindbhai Kanabhai Vejia, Proprietor of Bhavani Agro Center	The Court of Chief Judicial Magistrate (Rural) At Ahmedabad	The Sikko Trade Link Private Limited has filed a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Bhavani Agro Center, Partnership Firm for dishonored of Cheque issued by Bhavani Agro Center, Partnership Firm towards the goods sold by the Sikko Trade Link Private Limited.	65,320/-	Verification
14.	5249/2017	January 25, 2017	Sikko Trade Link Private Limited  Vs.  Parth Raj Agro	Ahmedabad Addl Chief Metro Politin Judicial Magistrate The Negotiable Instruments Act Cort No 30	The Sikko Trade Link Private Limited has filed a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Parth Raj Agro for dishonored of Cheque issued by Parth Raj Agro toward the goods sold by the Sikko Trade Link Private Limited.	1,54,988/-	Service of Summons
15.	7188/2016	December 05, 2016	Sikko Trade Link Private Limited  Vs.  Raj Shree Beej Bhandar	Ahmedabad Addl Chief Metro Politin Judicial Magistrate The Negotiable Instruments Act Cort No 30	The Sikko Trade Link Private Limited has filed a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Raj Shree Beej Bhandar for dishonored of Cheque issued by Raj Shree Beej Bhandar toward the goods sold by the Sikko Trade Link Private Limited.	1,42,461/-	service of summons
16.	5004578/2016	November 23, 2016	Sikko Trade Link Private Limited	Ahmedabad Addl Chief Metro Politin Judicial	The Sikko Trade Link Private Limited has filed a case, u/s 138 read with Section 141 and 142 of the Negotiable	6,91,254/-	service of summons

Sr. No.	Case No.	Institution Date	Parties	Authority/ Court	Subject Matter and Relief Sought	Amount Involved (Rs.)	Present status
			Vs. National Pesticides Through	Magistrate The Negotiable Instruments Act Cort No 30	Instruments Act, 1881, against National Pesticides Through for dishonored of Cheque issued by National Pesticides Through toward the goods sold by the Sikko Trade Link Private Limited.		
17.	5004547/2016	November 23, 2016	Sikko Trade Link Private Limited  Vs. Agri Clinic and Agri Business Center	Ahmedabad Addl Chief Metro Politin Judicial Magistrate The Negotiable Instruments Act Cort No 30	The Sikko Trade Link Private Limited has filed acase, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Agri Clinic and Agri Business Center for dishonored of Cheque issued by Agri Clinic and Agri Business Center toward the goods sold by the Sikko Trade Link Private Limited.	9,68,068/-	service of summons
18.	5004573/2016	November 23, 2016	Sikko Trade Link Private Limited  Vs. Kishna Beej Bhandat	Ahmedabad Addl Chief Metro Politin Judicial Magistrate The Negotiable Instruments Act Cort No 30	The Sikko Trade Link Private Limited has filed acase, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Kishna Beej Bhandat for dishonored of Cheque issued by Kishna Beej Bhandat toward the goods sold by the Sikko Trade Link Private Limited.	9,68,068/-	service of summons
19.	5002618/2016	November 18, 2016	Sikko Trade Link Private Limited  Vs. Krishi Agro	Ahmedabad Addl Chief Metro Politin Judicial Magistrate The Negotiable Instruments Act Cort No 30	The Sikko Trade Link Private Limited has filed acase, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Krishi Agro for dishonored of Cheque issued by Krishi Agro toward the goods sold by the Sikko Trade Link Private Limited.	2,68,905/-	service of summons
20.	2630/2016	October 13, 2016	Sikko Trade Link Private Limited  Vs. J.P Seeds Company	Ahmedabad Addl Chief Metro Politin Judicial Magistrate The Negotiable Instruments Act Court No 30	The Sikko Trade Link Private Limited has filed acase, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against J.P Seeds Company for dishonored of Cheque issued by J.P Seeds Company toward the goods sold by the	1,79,814/-	service of summons

Sr. No.	Case No.	Institution Date	Parties	Authority/ Court	Subject Matter and Relief Sought	Amount Involved (Rs.)	Present status
					Sikko Trade Link Private Limited.		
21.	2622/2016	October 13, 2016	Sikko Trade Link Private Limited  Vs.  Sandesh Beej Bhandar	Ahmedabad Addl Chief Metro Politin Judicial Magistrate The Negotiable Instruments Act Court No 30	The Sikko Trade Link Private Limited has filed acase, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Sandesh Beej Bhandar for dishonored of Cheque issued by Sandesh Beej Bhandar toward the goods sold by the Sikko Trade Link Private Limited.	42,646/-	service of summons
22.	2617/2016	October 13, 2016	Sikko Trade Link Private Limited  Vs.  Singh Khad Bhandar	Ahmedabad Addl Chief Metro Politin Judicial Magistrate The Negotiable Instruments Act Court No 30	The Sikko Trade Link Private Limited has filed acase, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Singh Khad Bhandar for dishonored of Cheque issued by Singh Khad Bhandar toward the goods sold by the Sikko Trade Link Private Limited.	1,07,535/-	service of summons
23.	2609/2016	October 13, 2016	Sikko Trade Link Private Limited  Vs.  Gujarat Agro Agency	Ahmedabad Addl Chief Metro Politin Judicial Magistrate The Negotiable Instruments Act Court No 30	The Sikko Trade Link Private Limited has filed acase, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Gujarat Agro Agency for dishonored of Cheque issued by Gujarat Agro Agency toward the goods sold by the Sikko Trade Link Private Limited.	1,76,384/-	Plea
24.	2616/2016	October 13, 2016	Sikko Trade Link Private Limited  Vs.  Khetwadi Corner	Ahmedabad Addl Chief Metro Politin Judicial Magistrate The Negotiable Instruments Act Court No 30	The Sikko Trade Link Private Limited has filed acase, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, gainst Khetwadi Corner for dishonored of heque issued by Khetwadi Corner toward the goods sold by the Sikko Trade Link Private Limited.	67,749/-	service of summons
25.	2602/2016	October 13, 2016	Sikko Trade Link Private Limited  Vs.	Ahmedabad Addl Chief Metro Politin Judicial Magistrate	The Sikko Trade Link Private Limited has filed acase, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881,	1,90,124/-	service of summons

Sr. No.	Case No.	Institution Date	Parties	Authority/ Court	Subject Matter and Relief Sought	Amount Involved (Rs.)	Present status
			Shiv Traders	The Negotiable Instruments Act Court No 30	against Shiv Traders for dishonored of Cheque issued by Shiv Traders toward the goods sold by the Sikko Trade Link Private Limited.		
26.	2619/2016	October 13, 2016	Sikko Trade Link Private Limited Vs. Shakti Agro	Ahmedabad Addl Chief Metro Politin Judicial Magistrate The Negotiable Instruments Act Court No 30	The Sikko Trade Link Private Limited has filed acase, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Shakti Agro for dishonored of Cheque issued by Shakti Agro toward the goods sold by the Sikko Trade Link Private Limited.	81,497/-	service of summons
27.	2603/2016	October 13, 2016	Sikko Trade Link Private Limited Vs. Jay Shree Chamunda Fertiliser	Ahmedabad Addl Chief Metro Politin Judicial Magistrate The Negotiable Instruments Act Court No 30	The Sikko Trade Link Private Limited has filed acase, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Jay Shree Chamunda Fertiliser for dishonored of Cheque issued by Jay Shree Chamunda Fertiliser toward the goods sold by the Sikko Trade Link Private Limited.	1,01,354/-	service of summons
28.	2638/2016	October 38, 2016	Sikko Trade Link Private Limited Vs. Jayveer Traders	Ahmedabad Addl Chief Metro Politin Judicial Magistrate The Negotiable Instruments Act Court No 30	The Sikko Trade Link Private Limited has filed acase, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Jayveer Traders for dishonored of Cheque issued by Jayveer Traders toward the goods sold by the Sikko Trade Link Private Limited.	52,658/-	service of summons
29.	2601/2016	October 13, 2016	Sikko Trade Link Private Limited Vs. Krishna Agro Center	Ahmedabad Addl Chief Metro Politin Judicial Magistrate The Negotiable Instruments Act Court No 30	The Sikko Trade Link Private Limited has filed acase, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Krishna Agro Center for dishonored of Cheque issued by Krishna Agro Center toward the goods sold by the Sikko Trade Link Private Limited.	2,16,592/-	service of summons
30.	2604/2016	October 13, 2016	Sikko Trade Link	Ahmedabad Addl Chief	The Sikko Trade Link Private Limited has filed	83,713/-	service of summons

Sr. No.	Case No.	Institution Date	Parties	Authority/ Court	Subject Matter and Relief Sought	Amount Involved (Rs.)	Present status
			Private Limited Vs. Maruti Fertilisers	Metro Politin Judicial Magistrate The Negotiable Instruments Act Court No 30	a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Maruti Fertilisers for dishonored of Cheque issued by Maruti Fertilisers toward the goods sold by the Sikko Trade Link Private Limited.		
31.	84/2016	January 21, 2016	Sikko Trade Link Private Limited Vs. Riddhi Agro Center	The Court Of Chief Judicial Magistrate (Rural) At Ahmedabad	The Sikko Trade Link Private Limited has filed a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Riddhi Agro Center for dishonored of Cheque issued by Riddhi Agro Center toward the goods sold by the Sikko Trade Link Private Limited	2,72,834/-	Verification
32.	4325/2016	January 21, 2016	Sikko Trade Link Private Ltd Vs. Khedut Agro	The Court Of Chief Judicial Magistrate (Rural) At Ahmedabad	The Sikko Trade Link Private Limited has filed a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Khedut Agro for dishonored of Cheque issued by Khedut Agro toward the goods sold by the Sikko Trade Link Private Limited	90,274/-	Verification
33.	86/2016	January 21, 2016	Sikko Trade Link Private Ltd Vs. Pratik Agro Centre	The Court Of Chief Judicial Magistrate (Rural) At Ahmedabad	The Sikko Trade Link Private Limited has filed a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Pratik Agro Centre for dishonored of Cheque issued by Pratik Agro Centre toward the goods sold by the Sikko Trade Link Private Limited	1,42,399/-	Verification
34.	384/2016	March 03,2016	Sikko Trade Link Private Ltd Vs. Shiva Agro	The Court Of Chief Judicial Magistrate (Rural) At Ahmedabad	The Sikko Trade Link Private Limited has filed a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Shiva Agro for dishonored of Cheque issued by Shiva Agro	2,97,968/-	Filed

Sr. No.	Case No.	Institution Date	Parties	Authority/ Court	Subject Matter and Relief Sought	Amount Involved (Rs.)	Present status
					toward the goods sold by the Sikko Trade Link Private Limited		
35.	2501/2016	March 03,2016	Sikko Trade Link Private Ltd  Vs.  Mahakali Agro Center	The Court Of Chief Judicial Magistrate (Rural) At Ahmedabad	The Sikko Trade Link Private Limited has filed a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Mahakali Agro Center for dishonored of Cheque issued by Mahakali Agro Center toward the goods sold by the Sikko Trade Link Private Limited	1,01,136/-	Service Of Summons
36.	5326/2016	January 21, 2016	Sikko Trade Link Private Ltd  Vs.  Agro Business Center	The Court Of Chief Judicial Magistrate (Rural) At Ahmedabad	The Sikko Trade Link Private Limited has filed a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Agro Business Center for dishonored of Cheque issued by Agro Business Center toward the goods sold by the Sikko Trade Link Private Limited	87,840/-	Service of Summons
37.	2593/2016	March 03, 2016	Sikko Trade Link Private Ltd  Vs.  Sainath Agro Chemicals	The Court Of Chief Judicial Magistrate (Rural) At Ahmedabad	The Sikko Trade Link Private Limited has filed a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Sainath Agro Chemicals for dishonored of Cheque issued by Sainath Agro Chemicals toward the goods sold by the Sikko Trade Link Private Limited	1,56,329/-	Service Of Summons
38.	383/2016	March 03, 2016	Sikko Trade Link Private Ltd  Vs.  Khedut Agro Agency	The Court Of Chief Judicial Magistrate (Rural) At Ahmedabad	The Sikko Trade Link Private Limited has filed a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Khedut Agro Agency for dishonored of Cheque issued by Khedut Agro Agency toward the goods sold by the Sikko Trade Link Private Limited	1,88,299/-	Filed
39.	2625/2016	October 13,2016	Sikko Trade Link	Ahmedabad Addl Chief	The Sikko Trade Link Private Limited has filed	2,57,131/-	Service Of Summons

Sr. No.	Case No.	Institution Date	Parties	Authority/ Court	Subject Matter and Relief Sought	Amount Involved (Rs.)	Present status
			Private Ltd Vs. Akash Seeds	Metro Politin Judicial Magistrate The Negotiable Instruments Act Court No 30	a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Akash Seeds for dishonored of Cheque issued by Akash Seeds toward the goods sold by the Sikko Trade Link Private Limited		
40.	2611/2016	October 13, 2016	Sikko Trade Link Private Ltd Vs. Duaba Kishan Seva Kendra	Ahmedabad Addl Chief Metro Politin Judicial Magistrate The Negotiable Instruments Act Court No 30	The Sikko Trade Link Private Limited has filed a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Duaba Kishan Seva Kendra for dishonored of Cheque issued by Duaba Kishan Seva Kendra toward the goods sold by the Sikko Trade Link Private Limited	64,917/-	Service Of Summons
41.	2626/2016	October 13, 2016	Sikko Trade Link Private Ltd Vs. Jaiswal Traders	Ahmedabad Addl Chief Metro Politin Judicial Magistrate The Negotiable Instruments Act Court No 30	The Sikko Trade Link Private Limited has filed a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Jaiswal Traders for dishonored of Cheque issued by Jaiswal Traders toward the goods sold by the Sikko Trade Link Private Limited	5,63,381/-	Service Of Summons
42.	2620/2016	October 13,2016	Sikko Trade Link Private Ltd Vs. Jai Kishan Seva Kendra	Ahmedabad Addl Chief Metro Politin Judicial Magistrate The Negotiable Instruments Act Court No 30	The Sikko Trade Link Private Limited has filed a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Jai Kishan Seva Kendra for dishonored of Cheque issued by Jai Kishan Seva Kendra toward the goods sold by the Sikko Trade Link Private Limited	3,21,911/-	Service Of Summons
43.	2610/2016	October 13, 2016	Sikko Trade Link Private Ltd Vs. Jai Gurudev	Ahmedabad Addl Chief Metro Politin Judicial Magistrate The Negotiable	The Sikko Trade Link Private Limited has filed a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Jai Gurudev Khad Bikri Kendra for	3,39,106/-	Service Of Summons

Sr. No.	Case No.	Institution Date	Parties	Authority/ Court	Subject Matter and Relief Sought	Amount Involved (Rs.)	Present status
			Khad Bikri Kendra	Instruments Act Court No 30	dishonored of Cheque issued by Jai Gurudev Khad Bikri Kendra toward the goods sold by the Sikko Trade Link Private Limited		
44.	2631/2016	October 13, 2016	Sikko Trade Link Private Ltd  Vs.  Jeet Beej Bhandar	Ahmedabad Addl Chief Metro Politin Judicial Magistrate The Negotiable Instruments Act Court No 30	The Sikko Trade Link Private Limited has filed a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Jeet Beej Bhandar for dishonored of Cheque issued by Jeet Beej Bhandar toward the goods sold by the Sikko Trade Link Private Limited	1,32,348/-	Service Of Summons
45.	2627/2016	October 13, 2016	Sikko Trade Link Private Ltd  Vs.  Kheti Bari Kendra	Ahmedabad Addl Chief Metro Politin Judicial Magistrate The Negotiable Instruments Act Court No 30	The Sikko Trade Link Private Limited has filed a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Kheti Bari Kendra for dishonored of Cheque issued by Kheti Bari Kendra toward the goods sold by the Sikko Trade Link Private Limited	1,89,096/-	Service Of Summons
46.	2615/2016	October 13, 2016	Sikko Trade Link Private Ltd  Vs.  Kirti Agri Clinic and Agri Business Center	Ahmedabad Addl Chief Metro Politin Judicial Magistrate The Negotiable Instruments Act Court No 30	The Sikko Trade Link Private Limited has filed a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Kirti Agri Clinic and Agri Business Center for dishonored of Cheque issued by Kirti Agri Clinic and Agri Business Center toward the goods sold by the Sikko Trade Link Private Limited	75,470/-	Service Of Summons
47.	2634/2016	October 13, 2016	Sikko Trade Link Private Ltd  Vs.  Kisan Beej Bhandar	Ahmedabad Addl Chief Metro Politin Judicial Magistrate The Negotiable Instruments Act Court	The Sikko Trade Link Private Limited has filed a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Kisan Beej Bhandar for dishonored of Cheque issued by Kisan Beej Bhandar	48,752/-	Service Of Summons

Sr. No.	Case No.	Institution Date	Parties	Authority/ Court	Subject Matter and Relief Sought	Amount Involved (Rs.)	Present status
				No 30	toward the goods sold by the Sikko Trade Link Private Limited		
48.	2632/2016	October 13, 2016	Sikko Trade Link Private Ltd  Vs.  Kisan Beej Bhnandar	Ahmedabad Addl Chief Metro Politin Judicial Magistrate The Negotiable Instruments Act Court No 30	The Sikko Trade Link Private Limited has filed a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Kisan Beej Bhnandar for dishonored of Cheque issued by Kisan Beej Bhnandar toward the goods sold by the Sikko Trade Link Private Limited	1,40,352/-	Service Of Summons
49.	2614/2016	October 13, 2016	Sikko Trade Link Private Ltd  Vs.  Kishan Fertiliser	Ahmedabad Addl Chief Metro Politin Judicial Magistrate The Negotiable Instruments Act Court No 30	The Sikko Trade Link Private Limited has filed a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Kishan Fertiliser for dishonored of Cheque issued by Kishan Fertiliser toward the goods sold by the Sikko Trade Link Private Limited	88,090/-	Service Of Summons
50.	2635/2016	October 13, 2016	Sikko Trade Link Private Ltd  Vs.  Kisan Kalyan Samitee	Ahmedabad Addl Chief Metro Politin Judicial Magistrate The Negotiable Instruments Act Court No 30	The Sikko Trade Link Private Limited has filed a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Kisan Kalyan Samitee for dishonored of Cheque issued by Kisan Kalyan Samitee toward the goods sold by the Sikko Trade Link Private Limited	5,49,707/-	Service Of Summons
51.	2606/2016	October 13, 2016	Sikko Trade Link Private Ltd  Vs.  Mishra Khed Bhandar	Ahmedabad Addl Chief Metro Politin Judicial Magistrate The Negotiable Instruments Act Court No 30	The Sikko Trade Link Private Limited has filed a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Mishra Khed Bhandar for dishonored of Cheque issued by Mishra Khed Bhandar toward the goods sold by the Sikko Trade Link Private Limited	1,39,106/-	Service Of Summons
52.	2608/2016	October 13, 2016	Sikko Trade Link Private Ltd	Ahmedabad Addl Chief Metro Politin	The Sikko Trade Link Private Limited has filed a case, u/s 138 read with Section 141 and 142 of	6,26,790/-	Service Of Summons

Sr. No.	Case No.	Institution Date	Parties	Authority/ Court	Subject Matter and Relief Sought	Amount Involved (Rs.)	Present status
			Vs. New Praveen Beej Bhandar	Judicial Magistrate The Negotiable Instruments Act Court No 30	the Negotiable Instruments Act, 1881, against New Praveen Beej Bhandar for dishonored of Cheque issued by New Praveen Beej Bhandar toward the goods sold by the Sikko Trade Link Private Limited		
53.	2633/2016	October 13, 2016	Sikko Trade Link Private Ltd  Vs. Om Beej Bhandar	Ahmedabad Addl Chief Metro Politin Judicial Magistrate The Negotiable Instruments Act Court No 30	The Sikko Trade Link Private Limited has filed a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Om Beej Bhandar for dishonored of Cheque issued by Om Beej Bhandar toward the goods sold by the Sikko Trade Link Private Limited	66,172/-	Service Of Summons
54.	2636/2016	October 13, 2016	Sikko Trade Link Private Ltd  Vs. Green Agro Hybrid Seeds	Ahmedabad Addl Chief Metro Politin Judicial Magistrate The Negotiable Instruments Act Court No 30	The Sikko Trade Link Private Limited has filed a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Green Agro Hybrid Seeds for dishonored of Cheque issued by Green Agro Hybrid Seeds toward the goods sold by the Sikko Trade Link Private Limited	97,241/-	Service Of Summons
55.	2607/2016	October 13, 2016	Sikko Trade Link Private Ltd  Vs. Rohni Seeds	Ahmedabad Addl Chief Metro Politin Judicial Magistrate The Negotiable Instruments Act Court No 30	The Sikko Trade Link Private Limited has filed a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Rohni Seeds for dishonored of Cheque issued by Rohni Seeds toward the goods sold by the Sikko Trade Link Private Limited	1,14,048/-	Service Of Summons
56.	2628/2016	October 13, 2016	Sikko Trade Link Private Ltd  Vs. Shanker Fertilisers	Ahmedabad Addl Chief Metro Politin Judicial Magistrate The Negotiable Instruments Act Court No 30	The Sikko Trade Link Private Limited has filed a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Shanker Fertilisers for dishonored of Cheque issued by Shanker Fertilisers toward the goods sold by the Sikko Trade Link	80,991/-	Service Of Summons

Sr. No.	Case No.	Institution Date	Parties	Authority/ Court	Subject Matter and Relief Sought	Amount Involved (Rs.)	Present status
					Private Limited		
57.	2623/2016	October 13, 2016	Sikko Trade Link Private Ltd  Vs.  Shashank Beej Bhandar	Ahmedabad Addl Chief Metro Politin Judicial Magistrate The Negotiable Instruments Act Court No 30	The Sikko Trade Link Private Limited has filed a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Shashank Beej Bhandar for dishonored of Cheque issued by Shashank Beej Bhandar toward the goods sold by the Sikko Trade Link Private Limited	29,226/-	Service Of Summons
58.	2618/2016	October 13, 2016	Sikko Trade Link Private Ltd  Vs.  Shivam Fertilizer And Krushi Seva Kendra	Ahmedabad Addl Chief Metro Politin Judicial Magistrate The Negotiable Instruments Act Court No 30	The Sikko Trade Link Private Limited has filed a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Shivam Fertilizer And Krushi Seva Kendra for dishonored of Cheque issued by Shivam Fertilizer And Krushi Seva Kendra toward the goods sold by the Sikko Trade Link Private Limited	1,31,546/-	Service Of Summons
59.	2621/2016	October 13, 2016	Sikko Trade Link Private Ltd  Vs.  Shivam Fertilizer And Krushi Seva Kendra	Ahmedabad Addl Chief Metro Politin Judicial Magistrate The Negotiable Instruments Act Court No 30	The Sikko Trade Link Private Limited has filed a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Shivam Fertilizer And Krushi Seva Kendra for dishonored of Cheque issued by Shivam Fertilizer And Krushi Seva Kendra toward the goods sold by the Sikko Trade Link Private Limited	2,27,195/-	Service Of Summons
60.	2629/2016	October 13, 2016	Sikko Trade Link Private Ltd  Vs.  Shivam Kishan Ghar	Ahmedabad Addl Chief Metro Politin Judicial Magistrate The Negotiable Instruments Act Court No 30	The Sikko Trade Link Private Limited has filed a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Shivam Kishan Ghar for dishonored of Cheque issued by Shivam Kishan Ghar toward the goods sold by the Sikko Trade Link Private Limited	1,59,518/-	Service Of Summons
61.	2637/2016	October 13, 2016	Sikko Trade Link	Ahmedabad Addl Chief	The Sikko Trade Link Private Limited has filed	1,17,342/-	Service Of Summons

Sr. No.	Case No.	Institution Date	Parties	Authority/ Court	Subject Matter and Relief Sought	Amount Involved (Rs.)	Present status
			Private Ltd Vs. Tiwari Khad Bhandar	Metro Politin Judicial Magistrate The Negotiable Instruments Act Court No 30	a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Tiwari Khad Bhandar for dishonored of Cheque issued by Tiwari Khad Bhandar toward the goods sold by the Sikko Trade Link Private Limited		
62.	5000075/2016	October 13, 2016	Sikko Trade Link Private Ltd Vs. Dau Krashak Sewa Kendra	Ahmedabad Addl Chief Metro Politin Judicial Magistrate The Negotiable Instruments Act Court No 30	The Sikko Trade Link Private Limited has filed a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Dau Krashak Sewa Kendra for dishonored of Cheque issued by Dau Krashak Sewa Kendra toward the goods sold by the Sikko Trade Link Private Limited	3,32,496/-	Service Of Summons
63.	9706/2017	February 10, 2017	Sikko Trade Link Private Ltd Vs. Saurasthra Agro Chemicals	Ahmedabad Addl Chief Metro Politin Judicial Magistrate The Negotiable Instruments Act Court No 30	The Sikko Trade Link Private Limited has filed a case, u/s 138 read with Section 141 and 142 of the Negotiable Instruments Act, 1881, against Saurasthra Agro Chemicals for dishonored of Cheque issued by Saurasthra Agro Chemicals toward the goods sold by the Sikko Trade Link Private Limited	67,057/-	Service of Summons

**(b) Litigation against Group Companies: NIL**

**5. Penalties imposed in past cases for the last five years: NIL**

**6. Material Developments**

Except as stated above, there are no material developments after the date of the last audited balance sheet, which may materially affect the performance, or prospects of the Company.

**7. Amount Outstanding to SSI Undertaking or other creditors (specify if any)**

There are no SSI Undertakings or other creditors to whom the Company owes an amount exceeding ₹ 1 Lac which is outstanding for more than 30 days from the due date.

**Other defaults**

There is no other default involving the issuer company or its subsidiary, its director, promoters, promoter group entities.

## GOVERNMENT AND OTHER STATUTORY APPROVALS

In view of the approvals listed below, the Company can undertake this Issue and its current business activities and no further major approvals from any governmental or regulatory authority except otherwise stated in this section.

Following statement sets out the details of licenses, permissions and approvals obtained, applied and yet to receive and yet to apply by the Company under various Central and State Laws for carrying out its business.

### 1) Approvals for the Proposed Issue:

1. The Board of Directors has, pursuant to a resolution passed at its meeting held on January 12, 2017, authorized the Issue, subject to the approval of the shareholders of the Company under Section 62(1)(c) of the Companies Act, 2013 and approvals by such other authorities, as may be necessary.
2. The shareholders of the Company have, pursuant to a resolution passed in EGM held on January 23, 2017, authorized the Issue under Section 62(1)(c) of the Companies Act, 2013.
3. The Company has obtained in-principle listing approval dated [•] from NSE for using its name in this offer document for listing of our shares on the NSE-EMERGE Platform.
4. The Company has entered into an agreement dated [•] with the Central Depository Services (India) Limited (“CDSL”) and Purva Shareregistry India Private Limited, the Registrar and Transfer Agent for the dematerialization of its shares.
5. Similarly, the Company has also entered into an agreement dated [•] with the National Securities Depository Limited (“NSDL”) and Purva Shareregistry India Private Limited, the Registrar and Transfer Agent for the dematerialization of its shares.
6. The Company's International Securities Identification Number (“ISIN”) is [•].

### 2) Registration under the Companies Act, 1956 and 2013:

Sr. No.	Authority Granting Approval	Approval/ Registration No.	Applicable Laws	Nature of Approvals	Validity
1.	Registrar of Companies, Gujarat, Dadra & Nagar Haveli	CIN: U51909GJ2000PTC037329 dated February 8, 2000	Companies Act, 1956	Certificate of Incorporation in name of Sikko Sprayers Private Limited	Valid, till Cancelled
2.	Registrar of Companies, Gujarat, Dadra & Nagar Haveli	CIN: U51909GJ2000PLC037329 dated March 16, 2010	Companies Act, 1956	Fresh Certificate of Incorporation Consequent up on conversion into public limited company.	Valid, till Cancelled
3.	Registrar of Companies, Gujarat, Dadra & Nagar Haveli	CIN: U51909GJ2000PLC037329 dated March 17, 2010	Companies Act, 2013	Fresh Certificate of Incorporation pursuant to change of name of the Company to Sikko Industries Limited.	Valid, till Cancelled

### 3) Registration under various Acts/Rules relating to Income Tax, Sales Tax, Value Added Tax, Central Excise and Service Tax:

Sr. No.	Authority Granting Approval	Approval/ Registration No.	Applicable Laws	Nature of Approvals	Validity
1.	Income Tax Department	AAGCS0629C	Income Tax Act, 1961	Permanent Account Number	Valid, till Cancelled
2.	Income Tax Department	AHMS05869D	Income Tax Act, 1961	Tax Deduction	Valid, till Cancelled

				Account Number	
3.	Office of the Deputy Commissioner of Service Tax	AAGCS0629CST001 Issued on January 12, 2006	Finance Act, 1994 read with Service Tax Rules, 1994	Service Tax registration Number^	Valid, till Cancelled
4.	Office of the Deputy Commissioner of Service Tax	AAGCS0629CSD002 Issued on October 15, 2014	Finance Act, 1994 read with Service Tax Rules, 1994	Service Tax registration Number*	Valid, till Cancelled
5.	Deputy Commissioner of Central Excise	AAGCS0629CXM001 Issued on March 30, 2010	Central Excise Act, 1944 read with Central Excise Rules, 2002	Central Excise Duty Registration Number*	Valid, till Cancelled
6.	Deputy Commissioner of Central Excise	AAGCS0629CEM002 Issued on December 27, 2013,	Central Excise Act, 1944 read with Central Excise Rules, 2002	Central Excise Duty Registration Number^	Valid, till Cancelled
7.	Central Sales Tax under Gujarat Commercial Tax	24573902348	Central Sales Tax (Registration and Turnover) Rules, 1957	Central Sales Tax Number	Valid, till Cancelled
8.	Assistant Commissioner of Commercial Tax Department, Government of Gujarat	24073902348	The Gujarat Value added Tax Act, 2003	VAT Registration Number	Valid, till Cancelled

\* Approval is for "Pesticidies-Division", situated at 55-A & B, Ambica Estate, Sanand, Viramgam Highway, Iyara, Ahmedabad, Gujarat.

^ Approval is for "Fertilizer-Division", situated at 193/2 & 193/2/2, Ambica Estate, Iyara, Sanand, Ahmedabad, Gujarat.

#### 4) Licenses/ Approvals under Statutory Authorities:

Sr. No.	Authority Granting Approval	Approval/ License/ Certificate No./ Registration No.	Applicable Laws	Nature of Approvals	Validity
1.	Licensing Authority and Deputy Director of Agriculture (Pesticide) Gujarat State, Gandhinagar	License No. 477 issued on November 10, 2003 – <i>refer Table A provided below</i>	Insecticides Act, 1968	License to manufacture the Insecticide(s) at premises situated at 55 A&B, Ambica Estate, Nr. Super ATTA, Nr. Ambica Weight Bridge, Sanand, Viramgam Highway, Iyara, Sanand, Dist. Ahmedabad	Valid, till Cancelled
2.	Foreign Trade Development Officer, Office of Jt. Director General Of Foreign Trade	IEC Number: 0803014261 issued on March 5, 2013	Foreign Trade (Development & Regulation) Act, 1992	Import Export Code	Valid, till Cancelled
3.	Joint Director of Agriculture (Ext), Ahmedabad Division, Ahmedabad, Gujarat	Certificate No. JDA(Ext)/A-BD/ORG/City/New No.175 issued on September 26, 2014	Fertilizer (Control) Order, 1985	Certificate for manufacture of the physical Organic Fertilizer – City Compost 1) (B.A.P.), 2) (BIO STAR)	Valid up to September 25, 2017
4.	Joint Director of	Certificate No.	Fertilizer	Certificate for	Valid up to

	Agriculture (Ext), Ahmedabad Division, Ahmedabad, Gujarat	JDA(Ext)/ABD/ORG/Prom/New No.179 issued on November, 11, 2014	(Control) Order, 1985	manufacture of the physical Organic Fertilizer – Prom (SIKKO SUPER)	November 10, 2017
5.	Joint Director of Agriculture (Ext), Ahmedabad Division, Ahmedabad, Gujarat	Certificate No. JDA(Ext)/ABD/BIO/New / No. 37 issued on October 10, 2016	Fertilizer (Control) Order, 1985	Certificate for manufacture of the Bio Fertilizer – MYCORRHIZAL	Valid up to October 9, 2019
6.	Joint Director of Agriculture (Ext), Ahmedabad Division, Ahmedabad, Gujarat	Certificate No. JDA(Ex)/A-BD/Mix-Fer/Renew No. 4 issued on September 19, 2016	Fertilizer (Control) Order, 1985	Certificate for manufacture of Granulated Mix Fertilizer	Valid up to October 9, 2019
7.	Joint Director of Agriculture (Ext), Ahmedabad Division, Ahmedabad, Gujarat	Certificate No. JDA(Ext)/ABD/Mix-Micro/ Renew No. 234 issued on July 25, 2016	Fertilizer (Control) Order, 1985	Certificate for manufacture of Granulated Mix Fertilizer	Valid up to July 14, 2019
8.	Joint Director of Agriculture (Ext), Ahmedabad Division, Ahmedabad, Gujarat	Certificate No. JDA(Ext)/ABD/Mix-Micro/ Renew No. 234 issued on July 25, 2016	Fertilizer (Control) Order, 1985	Certificate for manufacture of Granulated Mix Fertilizer	Valid up to July 14, 2019
9.	Joint Director of Agriculture (Ext), Ahmedabad Division, Ahmedabad, Gujarat	Certificate No. JDA(Ext)/ABD/Mix-Micro/ Renew No. 222 issued on June 2, 2016.	Fertilizer (Control) Order, 1985	Certificate for manufacture of Physical/mix micro fertilizer (Karnataka State Grade).	Valid up to April 30, 2017
10.	Joint Director of Agriculture (Ext), Ahmedabad Division, Ahmedabad, Gujarat	Certificate No. JDA(Ext)/ABD/Mix-Micro/ Renew No. 221 issued on June 2, 2016.	Fertilizer (Control) Order, 1985	Certificate for manufacture of Physical/mix micro fertilizer (Rajasthan State Grade).	Valid up to April 30, 2017
11.	Deputy Director of Agriculture (Ext), Ahmedabad, Gujarat	License No. 459 issued on December 19, 2013	Fertilizer (Control) Order, 1985	Certificate for Source for carrying on the business of selling following fertilizers in wholesale/retail for agriculture use; SIKKO BRAND NPK – NPK MIX GRANULATED FERTILIZER 20:20:00; 20:10:10; 12:32:06;, 18:18:10; 15:10:00; 20:10:05 MgSo4; Ammonium	

				Sulphate; BAP/BIO STAR – City Compost SIKKO SUPER – Phosphat Rich Organic Manure (PROM)	
12.	Director of Agriculture, Gujarat State, Gandhinagar	Provision Registration No. IQ/Seed-2/registration/27/2709- 10/2017 dated January 27, 2017	Seeds (Control) Order, 1983	Provisional Registration of the research hybrid/variety of the crop, for its varietal traits for following crops; 1. GREENGRAM – JETTA 350 OP; 2. OKRA – Sikko Bhindi 350 F1 and Sikko Bhindi 350-OP; 3. SESAMUM – Diamond 350-OP 4. GUAR – Sikko Guwar 350-OP	Valid up to January 20, 2018
13.	Director of Agriculture, Gujarat State, Gandhinagar	Registration No. IQ/Seed- 2/Bj.Reg./45-13/27236- 237/2013 issued on June 24, 2013.	Seeds (Control) Order, 1983	Registration of Research variety of BAJARA CORP – VAKIL-350 for commercial cultivation in Gujarat State.	Valid up to June 10, 2018
14.	Designated Officer Food and Drugs Control Administration, Ahmedabad Zone	License No. 10716001000039	Food Safety and Standards Act, 2006	Approval for Manufacturing, re- packing, re-labeling of Wheat, Masur, Urd Whole, Moong Whole, Channa Dal, Split pulse Masur, Rice, Toor Dal, Cumin, Sesame 0.6.1 including whole selling and supplying of cereals and cereal products, derived from cereals grains, from roots and tubers, pulses, legumes (fresh pulses and legumes are covered in category 4.2) and pith or soft core of palm tree, excluding bakery wares of food category 07.0.	Valid up to March 21, 2018
15.	Office of Director of Agriculture, Gandhinagar, Gujarat State	No Objection Certificate No. IQ/QC-V/Export./M-47/15926- 932/15	Fertilizer (Control) Order, 1985	No Objection Certificate for producing and exporting following products in the state of Rajasthan; 1) Inorganic Foliar Spray 2) Inorganic Soil Application 3) Partially Chelated Foliar Spray 4) Partially Chelated Soil Application No Objection Certificate for producing and exporting following products in the state of Karnataka;	April 30, 2017

				1) Foliar 2) Soil Application	
16.	The Joint Director of Agriculture (Extn.)	License No. 2430	The Seeds (Control) Order, 1983	Approval for carrying on the business of Seeds.	April 9, 2018
17.	Controller Legal metrology and Director Consumer Affairs, Gujarat	Certificate No. 58/38 issued on March 13, 2015	Legal Metrology Act, 2009	Certificate under weight measurement- Fertilizer Unit and fertilizer unit	Valid up to March 14, 2017
18.	Directorate of Plant Protection, Quarantine & Storage, Haryana	<i>As Listed below – Table B</i>	Insecticides Act, 1968	License to manufacture the Products, listed below, for the use in India as well as Export	Valid Till Cancelled
19.	Gujarat Pollution Control Board	Consent Order No. AWH-80702 issued on July 30, 2016	The Water (Prevention and Control of Pollution) Act, 1974	Approval for the discharge of trade effluent & emission due to operation of industrial plant for manufacture of following products; 1) NKP-12:32:06 – Quantity 260 MT/Month 2) NKP-15:10:00 – Quantity 260 MT/Month 3) NKP-18:18:10 – Quantity 260 MT/Month 4) NKP-20:10:05 – Quantity 520 MT/Month 5) NKP-20:10:10 – Quantity 520 MT/Month 6) NKP-20:20:00 – Quantity 780 MT/Month 7) Organic Fertilizer – 520 MT/Month	Valid up to May 7, 2021
20.	Gujarat Pollution Control Board	Consent Order No. AWH-80702 issued on July 30, 2016	The Air (Prevention and Control of Pollution) Act, 1981	Approval for emission of flue gas under Air (Prevention and Control of Pollution Act, 1981)	Valid Upto May 7, 2021
21.	Gujarat Pollution Control Board	Consent Order No. AWH-80702 issued on July 30, 2016	Hazardous Waste (Management, Handling & Trans-boundary Movement) Rules, 2008	Authorisation for operating facility of Hazardous Waste – Discarded Containers/ Barrels/Liners	Valid up to May 7, 2021
22.	Gujarat Pollution Control Board	Consent Order No. AWH-16831 issued on February 09, 2015	The Water (Prevention and Control of Pollution) Act, 1974	Approval for the discharge of trade effluent & emission due to operation of industrial plant for manufacture of following products;	Valid upto April 01, 2019

				<p>(A) Liquid Formulation:</p> <ol style="list-style-type: none"> <li>1. Monocrotophos(36%) -500 Liter/Month</li> <li>2. Fenvalerate(20%) - 100 Liter/Month</li> <li>3. Cyprmethrin(25%) - 200 Liter/Month</li> <li>4. Chlorpyrifos(20%) - 100 Liter/Month</li> <li>4. Alfamethrin(10%) - 50 Liter/Month</li> <li>5. Cypermethrin + Chlorpyrifos (5%+50%) - 200 Liter/Month</li> <li>6. Hexaconazole(5%) - 100 Liter/Month</li> <li>7. Pendimethalin(30%) - 500 Liter/Month</li> <li>8. Glyphosate (41%) - 600 Liter/Month</li> <li>9. Imidacloprid (17.8%) - 1000 Liter/Month</li> <li>10. 2-4-D Ethyl Ester (38%) - 100 Liter/Month</li> <li>11. Imidacloprid(22.5%) - 200 Liter/Month</li> <li>12. Spinosad (45%) - 50 Liter/Month</li> <li>13. Quinalphos(25%) - 100 Liter/Month</li> <li>14. Diflufenican((18.5%) - 100 Liter/Month</li> <li>15. Propiconazole chloride(24%) - 200 Liter/Month</li> <li>16. Carbosulfen(25%) - 200 Liter/Month</li> <li>17. Profenofos(50%) - 500 Liter/Month</li> <li>18. Trifluralin(40%) - 100 Liter/Month</li> </ol> <p>(B) Powder Formulation:</p> <ol style="list-style-type: none"> <li>1. Mefenoxam Methyl(20%) - 10 Kg/Month</li> <li>2. Acetamiprid(20%) - 500 Kg/Month</li> <li>3. Imidacloprid (25%) - 50 Kg/Month</li> <li>4. Mancozeb (75%) - 200 Kg/Month</li> <li>5. Acephate (75%) - 300 Kg/Month</li> <li>6. Mancozeb + Metalaxyl(64% + 85%) - 100 Kg/Month</li> <li>7. Sulfur(80%) - 600</li> </ol>	
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				Kg/Month 8. Copper Oxochloride (50%) - 100 Kg/Month 9. Thirum(75%) - 200 Kg/Month 10. Atrazine(50%) - 500 Kg/Month	
23.	Gujarat Pollution Control Board	Consent Order No. AWH-16831 issued on February 09, 2015	The Air (Prevention and Control of Pollution) Act, 1981	Approval for emission of flue gas under Air (Prevention and Control of Pollution Act, 1981)	Valid upto April 01, 2019
24.	Gujarat Pollution Control Board	Consent Order No. AWH-16831 issued on February 09, 2015	Hazardous Waste (Management, Handling & Trans-boundary Movement) Rules, 2008	Authorisation for operating facility of Hazardous Waste – Discarded Containers/ Barrels/Liners	Valid upto April 01, 2019
25.	District Industrial Center, Ahmedabad.	Enterprise Memorandum No. 24-007-11-33847 issued on December 2, 2011	The Micro, Small and Medium Enterprise Development Act, 2006	MSME Udyog Aadhaar Registration Certificate.	Valid till Cancelled
26.	Deputy Director of Agriculture (Extension), Ahmedabad	License No. 4 issued on January 1, 2016	Insecticides Act, 1968	License to sell, stock, exhibit for sale or distribute and use of insecticide commercial Pest Control Operations. <b>List of Insecticides are provided under Table C</b>	Valid till Cancelled
27.	Directorate Of Farmer Welfare And Agriculture Development Vindhya Pradesh, Bhopal	Authorisation Letter No. 135/Bio/16 issued on August 09, 2016		License for organic fertilizer 1. City Compost “BAP / BIO STAR” BRAND and 2. Phosphate Rich Organic Manuare (PROM) “SIKKO SUPER BRAND”	Valid up to August 08,2019
28.	Director of agriculture (input & quality control)	License No is 10010295		Renewal and Amendment Application of License to sell stock or exhibit for sale or distribution of insecticides in Maharashtra State.	January 23, 2017
29.	Joint Director of Agriculture, Rajasthan	License No. F.4(II)/Fertilizer/2015-16/13253 – 300 dated October 14, 2015	Fertilizer (Control) Order, 1985	License for sell of Prom (Phosphat Reach Organic Manuare), CITY Composed.	Valid up to Prom Prom (Phosphat Reach Organic Manuare) – up to November 10, 2017; CITY

Composed  
– up to  
September  
25, 2017.

**Table A**

Sr. No	Particulars of the insecticide [+ % of W/W AI + Type]	Registration No	Date of grant of License	Validity of License	Remarks
1.	2,4- D AMINE SALT 58.000 % SL	CIR-60,826/2008-2, 4-D, Amine Salt (SL) (292)-1269	December 8, 2008	Permanent	
2.	2,4- D STHYL ESTER (HAVING 2-4-D, ACID 34% W/W ) 38,000 % EC	CIR-57,115/2007-2, 4-D, Ethyl Ester(EC) (275)-1200	October 9, 2007	Permanent	
3.	ACEPHATE 75.000 % SP*	CIR-38,283(219)/2002/ Acephate (SP)-848	November 10, 2003	Permanent	SIKTHEN
4.	ACEPHATE 50% + IMIDACLOPRID 1.8% SP	CIR-104360/2013-Acephate + Imida-(SP) (335) -1	February 18, 2013	Permanent	
5.	ACETAMIPRID 20.000 % SP*	CIR-49,025/2004- Acetamiprid (SP) (246)-197	November 6, 2004	Permanent	SIKPRID
6.	ALPHA CYPERMENTHRIN 10.000 % EC*	CIR-38,168/(219)/2002- Alphacypermenthrin (EC)- 38	November 11, 2003	Permanent	
7.	AMMONIUM SALT OF GLYPHOSATE 71 .000 % SG	CIR-136325/2017-Ammonium Sail of Glyphosate (SG) (372)-729	February 9, 2017	Permanent	
8.	ATRAZINE 50.000 % WP*	CIR-58,533/2007- Atrazine (WP) (282)-412	July 9, 2008	Permanent	
9.	BIFENTHRIN 10.000 % EC*	CIR-64,608/2010- Bifenthrin (EC) (310)-92	October 8, 2010	Permanent	
10.	BUPROFEZIN 25.000 % SC	CIR- 103984/2013- Buprofezin (SC) (334)-1	February 18, 2013	Permanent	
11.	CARBENDAZIM 12 % + MencoZEEB 63% WP	CIR-103986/2013- Carbendazim + Mencozeeb, (WP) (334)-1	February 18, 2013	Permanent	
12.	CARBOSULFAN 25.000 % EC*	CIR- 47,677/2004-Carbosulfan(E.C.)(242)-89	May 24, 2004	Permanent	
13.	CARTAP HYDROCHLORIOE 4.000 % GR*	CIR-56,074/2007-Cartap Hydrochlonde (GR) (272)-808	March 14, 2007	Permanent	
14.	CARTAP HYDROCHLORIDE 50.000 % SP*	CIR-60,827/2008-Cartap Hydrochloride(SP) (292)-918	December 8, 2008	Permanent	
15.	CHLORPYRIFOS 50.000 % EC	CIR.103985/2013-Chlorpyrifos (EC)(334)-1	February 18, 2013	Permanent	
16.	CHLORPYRIPHOS 20.000 % EC	CIR-38, 166/2002(219)/Chlorpynphos (EC)-2277	November 10, 2003	Permanent	SIKKOBAN
17.	COPPER OXYCHLORIDE 50.000 % WP	CIR-56,078/2007-Copper Oxychloride (WP) (272)-958	March 14, 2007	Permanent	
18.	CYPERMETHRIN 25.000 % EC	CIR-38,246/(219)/2002- Cypermethrin(EC)-1747	November 10, 2003	Permanent	
19.	DELTAMETHRIN 11.000 % w/w, EC	CIR-122072/2015 - Dellamethrin (EC)(352)-288	December 27, 2015	Permanent	
20.	DJAFENTHIURON 50.000 % WP	CIR-104367/2013 - Diafenthiuron (WP) (335)-1	February 18, 2013	Permanent	
21.	DICHLORVOS 76.000 % EC	CIR-57 , 113/2007- Dichlorvovous(EC)(275)-916	October 9, 2007	Permanent	
22.	DICOFOL18.500 % EC	CIR-47 ,638/2004-Dicofol(EC)(242) - 481	May 24, 2004	Permanent	

23.	EMAMECTIN BENZOATE 5.000 % SG	CIR-101409/2012- Emamectin Benzoate (SG) (325)-1	January 18, 2016	Permanent	
24.	ETHEPHON 39.000 % SL	CIR-103987/2013-Ethephon (SL) (334)- 1	February 18, 2013	Permanent	
25.	ETHION 50.000 % EC	CIR-60,829/2008-Ethlon(EC)(292)-918	December 8, 2008	Permanent	
26.	FENVALERATE 0.400 % DP	CIR-38257/(219) 2002-Fenvalerate (DP) - 687	November 27, 2006	Permanent	
27.	FENVALERATE 20.000 % EC	CIR-38,284/(219)/2002- Fenvalerate(EC)-1689	November 10, 2003	Permanent	SIKKOFEN
28.	FIPRONIL 0.300 % GR	CIR-1Q4361/2013- Fipronil (GR)(335)- 1	February 18, 2013	Permanent	
29.	FIPRONIL 5.000 % SC	CIR-61,764/2009-Fipronil (SC)(296)- 290	May 25, 2009	Permanent	
30.	FLUBENDIAMIOE 39.350 m/m, SC	CIR-122226/2015-Flubendiamide (SC)(352)-76	December 27, 2015	Permanent	
31.	GL YPHOSATE 41.000 % SL	CIR-56,077/2007-Glyphosate (SL)(272)-383	March 14, 2007	Permanent	
32.	HEXACONAZOLE 5.000 % EC	CIR-56,07512007-Hexaconazole (EC) (272)-413	March 14, 2007	Permanent	
33.	HEXACONAZOLE 5.000 % SC	CIR-62,392/2009-Hexaconazole 5%(SC)(298)-566	June 19, 2009	Permanent	
34.	IMAZETHAPYR 10.000 % SL	CIR-54 ,640/2006-Imazethapyr (SL){266}-18	September 29, 2006	Permanent	
35.	IMIOACLOPRID 17.800 % SL	CIR-47,637/2004-Imidacloprid (SL)(242)-598	May 24, 2004	Permanent	SIKKOMIDA
36.	IMIDACLOPRID 30.500 % SC	CIR-102242/2012-Imidacloprid (SC)(329)-3	July 25, 2012	Permanent	
37.	IMIOACLOPRIO 70.000 % WS	CIR-57,114/2007- Imidachloprid(W)(275)-1095	October 9, 2007	Permanent	
38.	INOXACARB 14.500 % SC	CIR-64,609/2010-Indoxcarb (SC)(310)-377	October 8, 2010	Permanent	
39.	LAMBACYHALOTH RIN 5.000%EC	CIR-52,135/2005- Lambdacyhalothrin(EC)(257)-411	May 25, 2006	Permanent	
40.	LIME SULPHUR 22.000 % SC	CIR-43,480/2003-Lime Sulphur(S. C.)(230)-1065	November 10, 2003	Permanent	SULPHO
41.	MALATHION 50.000 % EC	CIR-64,607/2010-Malathion (EC) (310)- 2562	October 8, 2010	Permanent	
42.	MANCOZEB 75.000 % WP	CIR-50,969/2005-Mancozeb (WP)(246)-922	October 19, 2005	Permanent	SIKKOZEB-45
43.	METAIXYL 8% + MANCOZEB 64%WP WP	CIR-53,234/2006-Metalaxyl + Mancozeb (WP) (262)-372	July 1, 2006	Permanent	
44.	METHYL PARATHION 2.000 % DP	CIR-38136(219)/2001 -Methyl Parathion(DP)-1655	May 25, 2006	Permanent	
45.	METRIBUZIN 70.000 % WP	CIR-103983/2013-Metribuzin (WP)(334)-1	February 18, 2013	Permanent	
46.	METSUIFURON METHYL 20.000%WP	CIR-53,189/2006-Metsulfuron Methyl(WP)(262)- 99	July 1, 2006	Permanent	
47.	MONOCROTOPHOS 36.000 % SL	CIR- 38115(219)/2002/Monocrotophos(SL)- 1528	November 10, 2003	Permanent	SIKKOCIL
48.	NEEM OIL BASED EC CONTAINING AZADIRACTIN 0.03% (300 PPM MINIMUM) W/W MIN. BOTANICAL	CIR-103988/2013-Neem Oil Based-EC (containing Azadirachtin) (334)-1	February 18, 2013	Permanent	

	FUNGICIDE				
49.	NEEM SEED KERNAL BASED EC CONTAINING AZADIRACHTIN 1.000% MIN	CIR-54,638/2006-Azadirachtin (EC)(266)-967	September 29, 2006	Permanent	10000 PPM
50.	OXYFLUORFEN 23.500% EC	CIR-104369/2013- Oxyfluorfen-(EC)(335)-1	February 18, 2013	Permanent	
51.	PARAQUATE DICHLORIDE 24.000 % SL	CIR-56,076/2007-Paraquate Dichloride(SL)(272)-195	October 9, 2007	Permanent	
52.	PENDIMETHALIN 30.000 % EC	CIR-43,577/2003-Pendimethalin (E.C)(230)-132	November 10, 2003	Permanent	
53.	PERMETHRIN 25.000 % EC	CIR-122227/2015 Permethrin (EC)(352)-72	December 27, 2015	Permanent	
54.	PHORATE 10.000 % CG	CIR-52,123/2005-Phorate(CG) (257)-953	May 25, 2006	Permanent	
55.	PROFENOFOS 40% + CYPERMETHRIN 4% EC	CIR-60,830/2008-Profenolos +Cypermethrin (EC)(292)-871	December 8, 2008	Permanent	
56.	PROFENOPHOS 50.000 % EC	CIR-53, 185/2006-Profenophos (EC)(262)-668	July 1, 2006	Permanent	
57.	PROPARGITE 57.000 % EC	CIR-61,765/2009-Propargite(EC)(296)-56	May 25, 2009	Permanent	
58.	QUINALPHOS 1.500 % DP	CIR-38,179(219)/2002/Quinalphos (EC)-1389	November 27, 2006	Permanent	
59.	QUINALPHOS 25.000 % EC	CIR-38,169/(219)/2002/ Quinalphos(DP)-1388	November 10, 2003	Permanent	SIKQUIN
60.	SPINOSAD 45.000 % SC	CIR-52,121/2005-Spinosad(SC) (257)-240	May 25, 2006	Permanent	
61.	SULFOSULFURON 75.000 % WG	CIR-103982/2013-Sulfosulfuron (WG)(334)-2	February 18, 2013	Permanent	
62.	SULPHUR 80.000 % WP	CIR-39197/2002-Sulphur (W.P)-902	November 6, 2004	Permanent	SIKSULF
63.	THIAMETHOXAM 25.000 % WG	CIR-54 ,639/2006-Thimethoxam (WG)(266)-223	September 29, 2006	Permanent	
64.	THIOPHANATE METHAYL 70.000% WP	CIR-54,637/2006-Thlphanate Methyl (WP)(266)-176	September 29, 2006	Permanent	
65.	THIRAM 75.000 % WS	CIR-47,639/2004-Thiram(W.S.)(242)-328	May 24, 2004	Permanent	
66.	TRIACONTANOL 0.050 % EC	CIR-65,539/2011-Triacontanol (EC)(314)-561	February 18, 2013	Permanent	
67.	TRICYCIAZOLE 18% + MANCOZEB 62% WP	CIR-104368/2013-Tricyclozole-18% +Mancozeb(WP)(335)-1	February 18, 2013	Permanent	
68.	TRIZOPHOS 40.000 % EC	CIR-52,122/2005-Triazophos(EC)(257)-542	May 25, 2006	Permanent	

\* Approval is in the name of Sikko Sprayers Private Limited.

**Table B**

Sr. No.	Name of Products	Registration No.
1.	Acephate 50% + Imida-1.8% SP	CIR-104360/2013-Acephate+Imida-(SP)(335)-1
2.	Acephate 75% SP	CIR-38, 283(219)/2002/Acephate(SP)-848
3.	Acetamiprid 20% SP	CIR-49,025/2004-Acetamiprid(SP)(246)-197
4.	Alphacypermethrin 10% EC	CIR-38,168(219)/2002-Alphacypermethrin(EC)-38
5.	Altrazine-50% WP	CIR-58,533/2007-Altrazine(WP)(282)-412
6.	Ammonium Salt of Glyphosate 71% S G	CIR-136325/2017-Ammonium Salt of Glyphosate (SG)(372)-729
7.	Azadirachtin-1% EC (10000ppm Mim.)	CIR-54, 638/2006- Azadirachtin (EC)(266)-967
8.	Bifenthrin-10% EC	CIR-64, 608/2010-Bifenthrin(EC) (310)-92
9.	Buprofenzin-25% SC	CIR-103984/2013-Buprofezin (SC)(334)-1
10.	Carbendazim 12%+Mancozeb 63% WP	CIR-103986/2013- Carbendazim+Mancozeb(WP)(334)-

		1
11.	Carbosulfan 25% EC	CIR-47, 677/2004-Carbosulfan(E.C.)(242)-89
12.	Cartap Hydrochloride 4% GR	CIR-56,074/2007-Cartap Hydrochloride (GR)(272)-808
13.	Cartap Hydrochloride 50% SP	CIR-60,827/2008-Cartap Hydrochloride (SR)(292)-918
14.	Chlorpyrifos 50% EC	CIR-103985/2013-Chlorpyrifos (EC)(334)-1
15.	Chlorpyrifos 50% + Cypermethrin 5% EC*	CIR-38, 295(219)/202-Chlorpyrifos + Cypermethrin (EC)-2287
16.	Chlorpyrifos 20% EC*	CI-38, 166/2002(219) Chlorpyrifos(EC)-2277
17.	Copper Oxychloride 50% WP*	CIR-56,078/2007-Copper Oxychloride (WP)(272)-958
18.	Cypermethrin 25% EC*	CIR-38, 2046(219)/2002- Cypermethrin(EC)-1747
19.	Deltamethrin 11% w/w EC	CIR-122072/2015-Deltamethrin (EC)(352)-288
20.	Diafenthiuron 50% WP	CIR-104367/2013-Diafenthiuron (WP)(335)-1
21.	Dichlorvos-76% EC*	CIR-57, 113/2007-Dichlorvos(EC)(275)-916
22.	Dicofol 18.5% EC*	CIR-47, 638/2004-Dicofol(EC)(242)-481
23.	Emamectin Benzoate 5% SG	CIR-101409/2012-Emamectin Benzoate (SG)(325)-1
24.	Ethephon 39% SL	CIR-103987/2013-Ethephon(SL)(334)-1
25.	Ethion-50% EC*	CIR-60,829/2008-Ethion(EC)(292)-850
26.	Fenvalerate 0.4% DP*	CIR-38,284/(219)/2002-Fenvalerate(DP)-1687
27.	Fenvalerate 20% EC	CIR-38,284/(219)/2002 Fenvalerate (EC)-1689
28.	Fipronil 0.3% GR	CIR-104361/2013-Fipronil(GR)(335)-1
29.	Fipronil 5% SC*	CIR-61,764/2009-Fipronil(SC)(296)-290
30.	Flubendiamide 39.35% m/m SC	CIR-122226/2015-Flubendiamide (SC)(352)-76
31.	Glyphosate 41% SL*	CIR-56,077/2007-Glyphosate (SL)(272)-383
32.	Glyphosate 71% SG	CIR-136325/2017-Ammonium Salt of Glyphosate (SG) (372)-729
33.	Hexaconazole 5% EC*	CIR-60,828/2008-hexaconazole (EC)(292)-510
34.	Hexaconazole 5% SC*	CIR-62,392/2009-Hexaconazole 5% (SC) (298)-566
35.	Imazethapyr 10% SL*	CIR-54,640/2006-Imazethapyr (SL)(266)-18
36.	Imidachlopride 70% WS	CIR-57,114/2007- Imidachlopride (WS) (275)-1095
37.	Imidacloprid 17.8% SL*	CIR-47,637/2004-Imidacloprid (SL)(242)-598
38.	Imidacloprid 30.5% SC	CIR-102242/2012-Imidacloprid (SC)(329)-3
39.	Indoxacarb-14.5% SC*	CIR-64,609/2010-Indoxacarb (SC)(310)-377
40.	Lambdacyhalothrin 5% EC*	CIR-52,135/2005-Lambdacyhalothrin(EC)(257)-411
41.	Lime Sulphur 22% S.C.	CIR-43,480/2003-Lime Sulphur (SC)(230)-1065
42.	Malathion-50%EC*	CIR-64,607/20140-Melasik (EC) (310)-2562
43.	Mancozeb 75% W.P*	CIR-52,134/2005-Mancozeb (WP)(257)-941
44.	Metalaxy 8% + Mancozeb 64% WP*	CIR-53,234/2006-Metalaxy + Mancozeb (WP)(262)-372
45.	Methyl Parathion 2% DP	CIR-38136(219)/2001-Methyl Parathion(DP)-1655
46.	Metribuzin 70% WP	CIR-103983/2013-Metribuzin (WP)(334)-1
47.	Metsulfuron Methy 20% WP*	CIR-53,189/2006-Metsulfuron Methy(WP)(262)-99
48.	Monocrotophos 36% SL*	CIR-38115(219)/2002/ Monocrotophos(SL)-1528
49.	Neem Oil Based-EC Containing Azadirachtin 0.03%(300PPM)	CIR-103988/2013-Neem Oil Based-EC (containing Azadirachtin) (334)-1
50.	Oxyfluorfen 23.5% EC	CIR-104369/2013-Oxyfluorfen-23.5% (EC)(335)-1
51.	Paraquate Dichlorite-24% SL*	CIR-56,076/2007-Paraquate Dichloride(SL)(272)-195
52.	Pendimethalin 30% E.C.*	CIR-43,577/20063-Pendimethalin (E.C.)(230)-132
53.	Permethrin 25% EC	CIR-122227/2015 Permethrin(EC)(352)-72
54.	Phorate 10% CG	CIR-52,123/2005-Phorate(CG)(257)-953
55.	Profenophos 40% + Cypermethrin 4% EC*	CIR-60,830/2008- Profenophos + Cypermethrin (EC)(292)-871
56.	Profenophos 50% EC*	CIR-53, 185/2006-Profenophos (EC)(262)-668
57.	Propargite 57% EC*	CIR-61,765/2009-Propargite(EC)(296)-56
58.	Quinalphos 25% EC*	CIR-38,179(219)/2002/Quinalphos (EC)-1389
59.	Quinalphos-1.5% DP	CIR-38,169/(219)/2002/ Quinalphos(DP)-1388
60.	Spinosad 45% SC*	CIR-52,121/205-Spinosad(SC)(257)-240
61.	Sulfosulfuron 75% WG	CIR-103982/2013-Sulfosulfuron (WG)(334)-2
62.	Sulphur 80% WP	CIR-39197/2002-Sulphur (W.P.)-902
63.	Thiamethoxam 25% WG*	CIR-54,639/2006-Thiamethoxam (WG)(266)-223
64.	Thiophanate Methy 70% WP*	CIR-54m637/2006- Thiophanate (WG)(266)-176

65.	Thirum 75% W.S.	CIR-47, 639//2004-Thirum(W.S.)(242)-328
66.	Triacantanol EC 0.05% Min.*	CIR-65,539/2011-Triacantanol (EC)(314)-561
67.	Triazophos 40% EC*	CIR-52, 122/2005-Triazophos(EC) (257)-542
68.	Tricyclozole 18%+Mancozeb-62% WP	CIR-104368/2013-Tricyclozole-18% + Mancozeb (WP)(335)-1
69.	2-4-D Amine Salt-58% SL*	CIR-60, 826/2008-2,4-D, Amine Salt(SL)(292)-1269
70.	2-4D, Ethyl Ester -38% EC*	CIR-57,115/2007-2-4-D Ethyl Ester (EC)(275)-1200

\* Approval is in the name of Sikko Sprayers Private Limited.

**Table C**

Sr. No.	Product Name	Trade name	CIB Registration No.	Date of issue
01.	ACEPHATE 50% + IMIDACLOPRID 1.8% SP	ANCAR Gold	CIR-104360/2013-Acephate + Imida- (SP) (335) -1	29.01.2013
02.	ACEPHATE 75.000 % SP	SIKTHEN	CIR-38,283(219)/2002/ Acephate (SP)-848	23.05.2002
03.	ACETAMIPRID 20.000 % SP	SIKPRIDE	CIR-49,025/2004- Acetamiprid (SP) (246)-197	12.10.2004
04.	ALPHA CYPERMENTHRIN 10.000 % EC	ALFASIK	CIR-38,168/(219)/2002-Alphacypermenthrin (EC)- 38	28.06.2002
05.	ALTRAZINE 50.000 % WP	ATRASIK	CIR-58,533/2007- Atrazine (WP) (282)-412	23.11.2007
06.	Azadirachtin-1% EC (1000ppm Mim.)	NEEMSIK	CIR-54, 638/2006- Azadirachtin (EC)(266)-967	30.08.2006
07.	Ammonium Salt of Glyphosate 71% S G	ANGARE	CIR-136325/2017-Ammonium Salt of Glyphosate (SG)(372)-729	01.02.2017
08.	Bifenthrin-10% EC	BIFENSIK	CIR-64, 608/2010-Bifenthrin(EC) (310)-92	08.09.2010
09.	Buprofezin-25% SC	BUPROSIK	CIR-103984/2013-Buprofezin (SC)(334)-1	02.01.2013
10.	Carbendazim 12%+Mancozeb 63% WP	COMBOSIK	CIR-103986/2013-Carbendazim+Mancozeb(WP)(334)-1	02.01.2013
11.	Carbosulfan 25% EC	CARBOSIK	CIR-47, 677/2004-Carbosulfan(E.C.)(242)-89	04.03.2004
12.	Cartap Hydrochloride 4% GR	SIKCART	CIR-56,074/2007-Cartap Hydrochloride (GR)(272)-808	12.02.2007
13.	Cartap Hydrochloride 50% SP	CARTSIK	CIR-60,827/2008-Cartap Hydrochloride (SR)(292)-918	19.09.2008
14.	Chlorpyrifos 50% EC	CHLORSIK	CIR-103985/2013-Chlorpyrifos (EC)(334)-1	02.01.2013
15.	Chlorpyriphos 20% EC	SIKKOBAN	CIR-38, 166/2002(219) Chlorpyriphos(EC)-2277	18.06.2002
16.	Copper Oxychloride 50% WP	BLUESIK	CIR-56,078/2007-Copper Oxychloride (WP)(272)-958	12.02.2007
17.	Cypermethrin 25% EC	SIKKORIN	CIR-38, 2046(219)/2002- Cypermethrin(EC)-1747	23.05.2002
18.	Diafenthiuron 50% WP	DIASIK	CIR-104367/2013-Diafenthiuron (WP)(335)-1	30.01.2013
19.	Dichlorvovous-76% EC	SIKKODVP	CIR-57, 113/2007-Dichlorvovous(EC)(275)-916	01.06.2007
20.	Dicofol 18.5% EC	SIKKOFOL	CIR-47, 638/2004-Dicofol(EC)(242)-481	03.03.2004
21.	Ethephon 39% SL	ETHESIK	CIR-103987/2013-Ethephon(SL)(334)-1	02.01.2013
22.	Ethion-50% EC	SIKMITE	CIR-60,829/2008-Ethion(EC)(292)-918	19.09.2008
23.	Fenvalerate 0.4% DP	SIKKOFEN-DP	CIR-38,284/(219)/2002-Fenvalerate(DP)-687	18.06.2002
24.	Fenvalerate 20% EC*	SIKKOFEN	CIR-38,284/(219)/2002 Fenvalerate (EC)-1689	24.05.2002
25.	Fipronil 0.3% GR	FIPROSIK (GR)	CIR-104361/2013-Fipronil(GR)(335)-1	29.01.2013
26.	Fipronil 5% SC	SIKNIL	CIR-61,764/2009-Fipronil(SC)(296)-290	16.03.2009
27.	Glyphosate 41% SL	GLYSIK	CIR-56,077/2007-GLyphosate (SL)(272)-383	12.02.2007
28.	Hexaconazole 5% EC	HEXASIK	CIR-56,075/2007-Hexaconazole (EC) (272)-413	12.02.2007
29.	Hexaconazole 5% SC	SIKKOTAF	CIR-62,392/2009-Hexaconazole 5% (SC) (298)-566	21.05.2009

30.	Imazethapyr 10% SL	SIKPRY	CIR-54,640/2006-Imazethapyr (SL)(266)-18	30.08.2006
31.	Imidachlopride 70% WS*	SIKKOMIDA	CIR-57,114/2007- Imidachlopride (WS) (275)-1095	01.06.2006
32.	Imidacloprid 17.8% SL	SIKKOMIDA	CIR-47,637/2004-Imidacloprid (SL)(242)-598	03.03.2004
33.	Imidalcoprid 30.5% SC	MIDASIK	CIR-102242/2012-Imidacloprid (SC)(329)-3	30.06.2012
34.	Indoxacarb-14.5% SC	SIKKOVANT	CIR-64,609/2010-Indoxacarb (SC)(310)-377	08.09.2010
35.	Lambdacyhalothrin 5% EC	LAMSIK	CIR-52,135/2005-Lambdacyhalothrin(EC)(257)-411	23.12.2005
36.	Lime Sulphur 22% S.C.*	SULPHO	CIR-43,480/2003-Lime Sulphur (SC)(230)-1065	11.03.2003
37.	Malathion-50%EC	MELASIK	CIR-64,607/20140-Melasik (EC) (310)-2562	08.09.2010
38.	Mencozeb 75% W.P	SIKKOZEB	CIR-50,969/2005-Mencozeb (WP)(246)-922	30.07.2005
39.	Metalaxy 8% + Mancozeb 64% WP	MEMSIK	CIR-53,234/2006-Metalaxyl + Mancozeb (WP)(262)-372	18.05.2006
40.	Methyl Parathion 2% DP*	SIKDOL	CIR-38136(219)/2001-Methyl Parathion(DP)-1655	22.05.2002
41.	Metribuzin 70% WP	METRISIK	CIR-103983/2013-Metribuzin (WP)(334)-1	02.01.2013
42.	Metsulfuron Methy 20% WP	SIKGRIP	CIR-53,189/2006-Metsulfuron Methy(WP)(262)-99	17.05.2006
43.	Monocrotophos 36% SL	SIKKOCIL	CIR-38115(219)/2002/ Monocrotophos(SL)-1528	24.05.2002
44.	Neem Oil Based-EC Containing Azadirachtin 0.03%(300PPM)	AZASIK	CIR-103988/2013-Neem Oil Based-EC (containing Azadirachtin) (334)-1	02.01.2013
45.	Oxyfluorfen 23.5% EC	OXISIK	CIR-104369/2013-Oxyfluorfen-23.5% (EC)(335)-1	30.01.2013
46.	Paraquate Dichlorite-24% SL	PARASIK	CIR-56,076/2007-Paraquate Dichloride(SL)(272)-195	12.02.2007
47.	Pendimethalin 30% E.C.	PENDISIK	CIR-43,577/20063-Pendimethalin (E.C.)(230)-132	13.03.2003
48.	Phorate 10% CG*	SIKKOPHOR	CIR-52,123/2005-Phorate(CG)(257)-953	23.12.2006
49.	Profenophos 40% + CYpermethrin 4% EC	CYPROSIK	CIR-60,830/2008- Profenophos + CYpermethrin (EC)(292)-871	19.09.2008
50.	Profenophos 50% EC	PROSIK	CIR-53, 185/2006-Profenophos (EC)(262)-668	17.05.2006
51.	Propargite 57% EC	PROPSIK	CIR-61,765/2009-Propargite(EC)(296)-56	16.03.2009
52.	Quinalphos 25% EC	SIKQUIN	CIR-38,179(219)/2002/Quinalphos (EC)-1389	18.06.2002
53.	Quinalphos-1.5% DP*	SIKQUIN-DP	CIR-38,169(219)/2002/ Quinalphos(DP)-1388	18.06.2002
54.	Spinosad 45% SC	TAKKAR	CIR-52,121/205-Spinosad(SC)(257)-240	23.12.2005
55.	Sulfosulfuron 75% WG	FUROSIK	CIR-103982/2013-Sulfosulfuron (WG)(334)-2	02.01.2013
56.	Sulphur 80% WP	SIKSULF	CIR-39197/2002-Sulphur (W.P.)-902	26.04.2002
57.	Thimethoxam 25% WG	SIKTARA	CIR-54,639/2006-Thimethoxam (WG)(266)-176	30.08.2006
58.	Thiophanate Methy 70% WP	TPOSIK	CIR-54m637/2006-Thimerthoxam (WG)(266)-223	30.08.2006
59.	Thirum 75% W.S.*	SIKTHIRUM	CIR-47, 639//2004-Thirum(W.S.)(242)-328	03.03.2004
60.	Triacantanol-0.05% EC	TRICON	CIR-65,539/2011-Triacantanol (EC)(314)-561	08.03.2011
61.	Truazophos 40% EC	TRIZOSIK	CIR-52, 122/2005-Triazophos(EC) (257)-542	23.12.2005
62.	Tricyclozole 18%+Mancozeb-62% WP	TRYMASIK	CIR-104368/2013-Tricyclozole-18% + Mancozeb (WP)(335)-1	30.01.2013
63.	2-4-D Amine Salt-58% SL	HOTSIK	CIR-60, 826/2008-2,4-D, Amine Salt(SL)(292)-1269	19.09.2008
64.	2-4D, Ethyl Ester -38% EC	SIKKO 2-4-D	CIR-57,115/2007-2-4-D Ethyl Ester (EC)(275)-1200	01.06.2007
65.	Deltamethrin 11 % EC	DELTASIK	CIR-122072/2015 - Dellamethrin (EC)(352)-	19.03.2015

			288	
66.	Permethrin 25 % EC	BENESIK	CIR-122227/2015 Permethrin (EC)(352)-72	19.03.2015
67.	Flubendiamioe-39.35% m/m SC	FLUBENSIK	CIR-122226/2015-Flubendiamide (SC)(352)-76	19.03.2015
68.	Emamectin Benzoate	O –Claim	CIR-101409/2012- Emamectin Benzoate (SG) (325)-1	13.02.2012

\* Approval is in the name of Sikko Sprayers Private Limited.



#### 5) Licenses/ Approvals under Industrial and Labour Laws:

Sr. No.	Authority Granting Approval	Approval/ Registration No.	Applicable Laws	Nature of Approvals	Validity
1.	Joint Director, Industrial Safety and Health, Ahmedabad	License No.: 15568 Registration No.: 2892/24124/2011	Factory Act, 1948	License to work for a factory for Fertilizer Unit	Valid Up to December 31, 2020
2.	Joint Director, Industrial Safety and Health, Ahmedabad	License No.: 2216 Registration No.: 324/24219/2008	Factory Act, 1948	License to work for a factory for Pesticidies Unit	Valid Up to December 31, 2019
3.	Regional Provident Fund Commissioner Incharge, Sub-Regional Office, Ahmedabad	Code No. GJ/AHD/57438	Employee's Provident Funds and Miscellaneous Provisions Act, 1952	Registration with Regional Provident Fund Office for Depositing the Contribution and Subscription of the employees.	Valid, till Cancelled
4.	Employees State Insurance Corporation, Ashram Road, Ahmedabad	Code: 37001049580000301 issued on July 10, 2014	The Employees' State Insurance Act, 1948	Insurance for Employee – Fertilizer Unit	Valid, till Cancelled
5.	Officer of Professional Tax, Ahmedabad*	PT No. PRC016280027	Gujarat State Tax on Profession, Trade, Callings and Employment Act, 1976	Certificate of Registration	Valid, till Cancelled

\*Approval is in the name of Sikko Sprayers Private Limited.

#### 6) Registration under Trade Mark Act, 1999:

Sr. No.	Authority Granting Approval	Registration No.	Class of Trademark	Nature of Approvals	Validity
10.	Registrar of Trademarks	Trade Mark No. 2618595 issued vide certificate No. 1296882 dated August 4, 2016	Class No. 5 (Organic Animal Repellant, Pesticides and Insecticides)	Approval for using below mark as registered trade mark <b>BHAGAM BHAG</b>	Valid up to October 25, 2023
11.	Registrar of Trademarks	Trade Mark No. 2092824 issued vide certificate No. 1296882 dated November 21, 2013	Class No. 1 (Fertilizer, Soil, Conditioner, Agrochemicals included in Class-1)	Approval for using below mark as registered trade mark <b>B.A.P.</b>	Valid up to February 1, 2021
12.	Registrar of Trademarks*	Trade Mark No. 1771330 issued vide certificate No. 967206 dated March 10, 2011	Class No. 5 (Pesticides, Herbicides and fungicides included in Class-	Approval for using below mark as registered trade mark	Valid up to January 6, 2019

			5)		
13.	Registrar of Trademarks	Trade Mark No. 2079570 issued vide certificate No. 1158873 dated February 26, 2014	Class No. 1 (Agro Chemicals and Fertilizers)	Approval for using below mark as registered trade mark 	Valid up to January 3, 2021
14.	Registrar of Trademarks	Trade Mark No. 1988365 issued vide certificate No. 1012628 dated May 31, 2011	Class No. 5 (Insecticides, Pesticides, Fungicides and Herbicides)	Approval for using below mark as registered trade mark 	Valid up to July 2, 2020
15.	Registrar of Trademarks*	Trade Mark No. 996097 issued vide certificate No. 1026608 dated December 5, 2011	Class No. 5 (Pesticides)	Approval for using below mark as registered trade mark 	Valid up to March 12, 2021
16.	Registrar of Trademarks*	Trade Mark No. 1609962 issued vide certificate No. 860260 dated March 30, 2010	Class No. 5 (“Organic Manure Being Crop Enhancer” in Class 1)	Approval for using below mark as registered trade mark 	Valid up to October 10, 2017
17.	Registrar of Trademarks	Trade Mark No. 3181785 issued vide certificate No. 1473388 dated February 16, 2017	Class No. 5 (Pesticides, Vermicides Included In Class 5)	Approval for using below mark as registered trade mark 	Valid up to February 10, 2026
18.	Registrar of Trademarks	Refer table provided hereunder	<i>Refer “Table D” provided hereunder</i>	Approval for using below mark as registered trade mark 	<i>Refer “Table D” provided hereunder</i>

\* Approval is in the name of Sikko Sprayers Private Limited.

**Table D**

Sr. No.	Registration No.	Class of Trademark	Validity
23.	Trade Mark No. 3005149 issued vide certificate No. 1422434 dated December 25, 2016	Class 6	Valid up to July 10, 2025
24.	Trade Mark No. 3005156 issued vide certificate No. 1372465 dated October 11, 2016	Class 13	Valid up to July 10, 2025
25.	Trade Mark No. 3005158 issued vide certificate No. 1414617 dated December 16, 2016	Class 15	Valid up to July 10, 2025
26.	Trade Mark No. 3005160 issued vide certificate No. 1414622 dated December 16, 2016	Class 17	Valid up to July 10, 2025
27.	Trade Mark No. 3005161 issued vide certificate No. 1414616 dated December 16, 2016	Class 18	Valid up to July 10, 2025
28.	Trade Mark No. 3005163 issued vide certificate No. 1415280 dated December 17, 2016	Class 20	Valid up to July 10, 2025
29.	Trade Mark No. 3005165 issued vide certificate No. 1372474 dated October 11, 2016	Class 22	Valid up to July 10, 2025
30.	Trade Mark No. 3005166 issued vide certificate No. 1372473 dated October 11, 2016	Class 23	Valid up to July 10, 2025

31.	Trade Mark No. 3005169 issued vide certificate No. 1379753 dated October 20, 2016	Class 26	Valid up to July 10, 2025
32.	Trade Mark No. 3005170 issued vide certificate No. 1379926 dated October 20, 2016	Class 27	Valid up to July 10, 2025
33.	Trade Mark No. 3005174 issued vide certificate No. 1379673 dated October 20, 2016	Class 31	Valid up to July 10, 2025
34.	Trade Mark No. 3005176 issued vide certificate No. 1379711 dated October 20, 2016	Class 33	Valid up to July 10, 2025
35.	Trade Mark No. 3005177 issued vide certificate No. 1403297 dated October 20, 2016	Class 34	Valid up to July 10, 2025
36.	Trade Mark No. 3005178 issued vide certificate No. 1402676 dated December 1, 2016	Class 35	Valid up to July 10, 2025
37.	Trade Mark No. 3005180 issued vide certificate No. 1402773 dated December 1, 2016	Class 37	Valid up to July 10, 2025
38.	Trade Mark No. 3005181 issued vide certificate No. 1402833 dated December 2, 2016	Class 38	Valid up to July 10, 2025
39.	Trade Mark No. 3005183 issued vide certificate No. 1402779 dated December 1, 2016	Class 40	Valid up to July 10, 2025
40.	Trade Mark No. 3005184 issued vide certificate No. 1402745 dated December 1, 2016	Class 41	Valid up to July 10, 2025
41.	Trade Mark No. 3005185 issued vide certificate No. 1402674 dated December 1, 2016	Class 42	Valid up to July 10, 2025
42.	Trade Mark No. 3005186 issued vide certificate No. 1408092 dated December 9, 2016	Class 43	Valid up to July 10, 2025
43.	Trade Mark No. 3005187 issued vide certificate No. 1408240 dated December 9, 2016	Class 44	Valid up to July 10, 2025
44.	Trade Mark No. 3005188 issued vide certificate No. 1443002 dated January 17, 2017	Class 45	Valid up to July 10, 2025
















#### 7) Other Certificates:











Sr. No.	Agency issuing Approval	Registration No.	Nature of Approvals	Validity
1.	Nimbus Certifications Private Limited	GUJ/ E – 1087 – C2	ISO 14001 : 2004 – Certification for Environment Management system of Manufacturing and Export of Pesticides, Bio Agrochemicals & NPK Fertilizer.	Valid up to July 10, 2017
2.	Nimbus Certifications Private Limited	GUJ/ Q – 1086 – C2	ISO 9001 : 2008 – Certification for Quality Management system of Manufacturing and Export of Pesticides, Bio Agrochemicals & NPK Fertilizer.	Valid up to July 10, 2017
3.	Gujarat Chamber of Commerce & Industry – Gujarat Vepari Mahamandal	Membership No.: 32356	Membership in Gujarat Chamber of Commerce & Industry – Gujarat Vepari Mahamandal	-
4.	Federation of Indian Export Organisations	Registration No. FIEO/AHD/19327/2016-17/164	Registered as Manufacture Exporter having Registration cum Membership Certificate of Federation of Indian Export Organisations for Goods – Basmati Rice, Fertilizers and Agro Chemicals, Miscl. Chemical Products, Organic Fertilizer	Valid up to March 31, 2018
5.	National Seeds Corporation Limited	Registration No.: 09/0712/2015 issued on March 12, 2015	Certificate of Registration as SEED Importer – for importing seed and planting material as permitted in “New Policy on Seed Development” of the Government of India as amended from time to time.	Valid up to March 11, 2018
6.	Department of Fertilizers, Ministry of Chemicals and Fertilizers	Letter No. 19011/5/2015-MPR dated March 17, 2015	Induction of the Company in to the Nutrient Based Subsidy Policy for decontrolled Phosphatic & Potassic Fertilizers for import of P & K fertilizers.	Valid up to date by which the Memorandum of Intimation issued by










			State Government is valid
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8) Licenses/certificates/approval applied for but yet to receive:

(a) Application under the Trade Mark Act, 1999:

Sr. No.	Authority Granting Approval	Class of Trademark	Approval for using below mark as registered trade mark
36.	Registrar of Trademarks	Class No. 1 (Agro Chemicals and Fertilizers)	
37.	Registrar of Trademarks	Class No. 1 (Agro Chemicals and Fertilizers)	
38.	Registrar of Trademarks	Class No. 5 (Preparations For Destroying Vermin, Fungicides, Herbicides, Pesticides, Insecticides Included In Class 05)	
39.	Registrar of Trademarks	Class No. 1 (Chemicals Used In Agriculture, Manure And Biochemicals Included In Class 01)	
40.	Registrar of Trademarks	Class No. 1 (Chemicals Used In Agriculture, Manure And Bio-chemicals Included In Class 01)	
41.	Registrar of Trademarks	Class No. 5 (Preparations For Destroying Vermin, Fungicides, Herbicides, Pesticides, Insecticides Included In Class 05)	
42.	Registrar of Trademarks	Class No. 1 (Chemicals Used In Agriculture, Manure And Bio-chemicals Included In Class 01)	
43.	Registrar of Trademarks	Class No. 5 (Preparations For Destroying Vermin, Fungicides, Herbicides, Pesticides, Insecticides Included In Class 05)	
44.	Registrar of Trademarks	Class No. 1 (Chemicals Used In Agriculture, Manure And Bio-chemicals Included In Class 01)	
45.	Registrar of Trademarks	Class No. 5 (Preparations For Destroying Vermin, Fungicides, Herbicides, Pesticides, Insecticides Included In Class 05)	
46.	Registrar of Trademarks	Class No. 1 (Chemicals Used In Agriculture, Manure And Biochemicals Included In Class 01)	
47.	Registrar of Trademarks	Class No. 5 (Preparations For Destroying Vermin, Fungicides, Herbicides, Pesticides, Insecticides Included In Class 05)	
48.	Registrar of Trademarks	Class No. 1 (Chemicals Used In Agriculture, Horticulture And Bio Chemicals Included In Class 1)	
49.	Registrar of Trademarks	Class No. 1 (Agro Chemicals And Fertilizers)	
50.	Registrar of Trademarks	Class No. 2 (Paints, Varnishes, Lacquers, Preservative Against Rust And Against Deterioration Of Wood, Colorants Mordents, Raw Natural Resins, Metals In Foils And Powder Form For Painters, Decorators, Printers And Artists)	

51.	Registrar of Trademarks	Class No. 3 (Bleaching Preparation And Other Substances For Laundry Use, Cleaning, Polishing, Scouring And Abrasive Preparations, Soaps, Perfumery, Essential Oils, Cosmetics, Hair Lotions, Dentifrices)	
52.	Registrar of Trademarks	Class No. 4 (Industrial Oils And Greases, Lubricants, Dust Absorbing, Wetting And Binding Compositions, Fuels (Including Motor Spirit) And Illuminants, Candles, Wicks)	
53.	Registrar of Trademarks	Class No. 7 (Machines And Machine Tools, Motors And Engines (Except For Land Vehicles), Machine Coupling And Transmission Components (Except For Land Vehicles), Agricultural Implements Other Than Hand Operated, Incubators For Eggs)	
54.	Registrar of Trademarks	Class No. 8 (Hand Tools And Implements (Hand Operated), Cutlery, Side Arms, Razors)	
55.	Registrar of Trademarks	Class No. 9 (Scientific, Nautical, Surveying, Electric, Photographic, Cinematographic, Optical, Weighing, Measuring, Signaling, Checking (Supervision), Life Saving And Teaching Apparatus And Instruments, Apparatus For Recording, Transmission Or Reproduction Of Sound Or Images, Agnatic Data Carriers, Recording Discs, Automatic Vending Machines And Mechanisms For Coin Operated Apparatus, Cash Registers, Calculating Machines, Data Processing Equipments And Computers, Fire Extinguishing Apparatus)	
56.	Registrar of Trademarks	Class No. 10 (Surgical, Medical, Dental And Veterinary Apparatus And Instruments, Artificial Limbs, Eyes And Teeth, Orthopedic Articles, Suture Materials)	
57.	Registrar of Trademarks	Class No. 11 (Apparatus For Lighting, Heating, Steam Generating, Cooking, Refrigerating, Drying Ventilating, Water Supply And Sanitary Purposes)	
58.	Registrar of Trademarks	Class No. 12 (Vehicles, Apparatus For Locomotion By Land, Air Or Water)	
59.	Registrar of Trademarks	Class No. 14 (Precious Metals And Their Alloys And Goods In Precious Metals Or Coated Therewith, Not Included In Other Classes, Jewellery, Precious Stones, Horological And Chronometric Instruments)	
60.	Registrar of Trademarks	Class No. 16 (Paper, Cardboard And Goods Made From These Materials, Not Included In Other Classes, Printed Matters, Book Binding Materials, Photographs, Stationery, Adhesives For Stationery Or Household Purpose, Artists Materials, Paint Brushes, Typewriters And Office Requisites (Except Furnitures), Instructional And Teaching Material (Except Apparatus), Plastic Materials For Packaging (Not Included In Other Classes), Playing Cards, Printers, Type, Printing Blocks)	
61.	Registrar of Trademarks	Class No. 19 (Building Materials, (Non-Metallic), Non-Metallic Rigid Pipes For Building, Asphalt, Pitch And Bitumen, Non-Metallic Transportable Building, Monuments,	

		Not Of Metal)	
62.	Registrar of Trademarks	Class No. 21 (Household Or Kitchen Utensils And Containers (Not Of Precious Metal Or Coated Therewith), Combs And Sponges, Brushes(Except Paints Brushes), Brush Making Materials, Articles For Cleaning Purposes, Steelwool, Unworked Or Semi-Worked Glass (Except Glass Used In Building), Glassware, Porcelain And Earthenware Not Included In Other Classes)	
63.	Registrar of Trademarks	Class No. 24 (Textiles And Textile Goods, Not Included In Other Classes, Bed And Table Covers)	
64.	Registrar of Trademarks	Class No. 25 (Clothing, Footwear, Headgear)	
65.	Registrar of Trademarks	Class No. 28 (Games And Playthings, Gyrnastic And Sporting Articles Not Included In Other Classes, Decorations For Christmas Trees)	
66.	Registrar of Trademarks	Class No. 29 (Meat, Fish, Poultry And Game, Meat Extracts, Preserved, Dried And Cooked Fruits And Vegetables, Jellies, Jams, Fruit Sauces, Eggs, Milk And Milk Products, Edible Oils And Fats)	
67.	Registrar of Trademarks	Class No. 30 (Coffee, Tea, Cocoa, Sugar, Rice, Tapioca, Sago, Artificial Coffee, Flour And Preparations Made From Cereals, Bread, Pastry And Confectionery, Ices, Honey, Treacle, Yeast, Baking Powder, Salt, Mustard, Vinegar, Sauces, (Condiments), Spices, Ice)	
68.	Registrar of Trademarks	Class No. 32 (Beers, Mineral And Aerated Waters, And Other Non-Alcoholic Drinks, Fruit Drinks And Fruit Juices, Syrups And Other Preparations For Making Beverages)	
69.	Registrar of Trademarks	Class No. 36 (Insurance, Financial Affairs, Monetary Affairs, Real Estate Affairs)	
70.	Registrar of Trademarks	Class No. 39 (Treatment Of Materials)	

**9) Application made for Renewal of Licenses/ Approvals under Statutory Authorities:**

Sr. No.	Authority Granting Approval	Existing License No.	Applicable Laws	Nature of Approvals
1.	Department of Agriculture, Government of Maharashtra	License No. LCID10010295	Insecticides Act, 1968	Approval for Marketing, Selling of Insecticides <i>provided in "Table E"</i> in the state of Maharashtra.
2.	Farmer Welfare And Agriculture Development, Madhya Pradesh, Bhopal	PP. 2/SALES LICENSE/2016/699 dated August 9, 2016	Insecticides Act, 1968	License to sell, stock, exhibit for sale or distribute our pesticides as <i>provided under Table F</i>
3.	Additional Director of Agriculture, Uttar Pradesh	License No. 2256/Krishi.Raksha/License/2014-15	Insecticides Act, 1968	License to sell, stock, exhibit for sale or distribute our pesticides as <i>provided under Table</i>

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**Table E**

Sr. No.	Name of Products	Sr. No.	Name of Products
1.	2-4-D Amine Salt-58% SL	2.	2-4D, Ethyl Ester -38% EC
3.	Acephate 75% SP	4.	Acephate 50% + Imida-1.8% SP
5.	Acetameprid 20% SP	6.	Alpha-cypermethrin 10% EC
7.	Altrazine-50% WP	8.	Azadirachtin 0.03% EC
9.	Azadirachtin-1% EC	10.	Bifenthrin-10% EC
11.	Buprofenzin-25% SC	12.	Carbendazim 12%+Mancozeb 63% WP
13.	Carbosulfan 25% EC	14.	Cartap Hydrochloride 4% GR
15.	Cartap Hydrochloride 50% SP	16.	Chlorpyrifos 50% EC
17.	Chlorpyriphos 20% EC	18.	Copper Oxychloride 50% WP
19.	Cypermethrin 25% EC	20.	Dichlorovous(DDVP)-76% EC
21.	Dicofol 18.5% EC	22.	Diafenthiuron 50% WP
23.	Ethephon (Etherel) 39% SL	24.	Ethion-50% EC
25.	Fenvalerate 0.4% DP	26.	Fenvelarate 20% EC
27.	Fipronil 5% SC	28.	Fipronil 0.3% GR
29.	Glyphosate 41% SL	30.	Hexaconazole 5% EC
31.	Hexaconazole 5% SC	32.	Imazethapyr 10% SL
33.	Imidacloprid 30.5% SC	34.	Imidacloprid 17.8% SL
35.	Imidacloprid 30.5% SC	36.	Indoxacarb-14.5% SC
37.	Lambdacyhalothrin 5% EC	38.	Lime Sulphur 22% SC
39.	Malathion-50% EC	40.	Mencozeb 75% W.P
41.	Metalaxy 8% + Mancozeb 64% WP	42.	Methly Parathion 2% DP
43.	Metribuzin 70% WP	44.	Metsulfuron Methy 20% WP
45.	Monocrotophos 36% SL	46.	Oxyfluorfen 23.5% EC
47.	Paraquate Dichlorite-24% SL	48.	Pendimethalin 30% E.C.
49.	Phorate 10% CG	50.	Profenophos 50% EC
51.	Profenophos 40% + CYpermethrin 4% EC	52.	Propargite (OMITE) 57% EC
53.	Quinalphos 25% EC	54.	Quinolphos 1.5% DP
55.	Spinosad 45% SC	56.	Sulfosulfuron 75% WG
57.	Sulphur 80% WP	58.	Thimethoxam 25% WG
59.	Thiophanate Methy 70% WP	60.	Thiram 75% WS
61.	Triacontanol 0.05% EC	62.	Truazophos 40% EC
63.	Tricyclozole 18%+Mancozeb-62% WP	64.*	Ememecton Benzoate 5 5G(O-Claim)

\* Insecticide applied for addition in the approval

**Table F**

Sr. No.	Product Name	Trade name	CIB Registration No.	Date of issue
01.	ACEPHATE 50% + IMIDACLOPRID 1.8% SP	ANCAR Gold	CIR-104360/2013-Acephate + Imida- (SP) (335) -1	29.01.2013
02.	ACEPHATE 75.000 % SP	SIKTHEN	CIR-38,283(219)/2002/ Acephate (SP)-848	23.05.2002
03	ACETAMIPRID 20.000 % SP	SIKPRIDE	CIR-49,025/2004- Acetamiprid (SP) (246)-197	12.10.2004
04	ALPHA CYPERMENTHRIN 10.000 % EC	ALFASIK	CIR-38,168/(219)/2002-Alphacypermenthrin (EC)- 38	28.06.2002
05.	ALTRAZINE 50.000 % WP	ATRASIK	CIR-58,533/2007- Atrazine (WP) (282)-412	23.11.2007
06.	Azadirachtin-1% EC (10000ppm Mim.)	NEEMSIK	CIR-54, 638/2006- Azadirachtin (EC)(266)-967	30.08.2006
07.	Ammonium Salt of Glyphosate 71% S G	ANGARE	CIR-136325/2017-Ammonium Salt of Glyphosate (SG)(372)-729	01.02.2017
08.	Bifenthrin-10% EC	BIFENSIK	CIR-64, 608/2010-Bifenthrin(EC) (310)-92	08.09.2010
09.	Buprofenzin-25% SC	BUPROSIK	CIR-103984/2013-Buprofezin (SC)(334)-1	02.01.2013
10.	Carbendazim 12%+Mancozeb 63% WP	COMBOSIK	CIR-103986/2013- Carbendazim+Mancozeb(WP)(334)-1	02.01.2013

11.	Carbosulfan 25% EC	CARBOSIK	CIR-47, 677/2004-Carbosulfan(E.C.)(242)-89	04.03.2004
12.	Cartap Hydrochloride 4% GR	SIKART	CIR-56,074/2007-Cartap Hydrochloride (GR)(272)-808	12.02.2007
13.	Cartap Hydrochloride 50% SP	CARTSIK	CIR-60,827/2008-Cartap Hydrochloride (SR)(292)-918	19.09.2008
14.	Chlorpyrifos 50% EC	CHLORSIK	CIR-103985/2013-Chlorpyrifos (EC)(334)-1	02.01.2013
15.	Chlorpyrifos 20% EC	SIKKOBAN	CIR-38, 166/2002(219) Chlorpyrifos(EC)-2277	18.06.2002
16.	Copper Oxychloride 50% WP	BLUESIK	CIR-56,078/2007-Copper Oxychloride (WP)(272)-958	12.02.2007
17.	Cypermethrin 25% EC	SIKKORIN	CIR-38, 2046(219)/2002- Cypermethrin(EC)-1747	23.05.2002
18.	Diafenthiuron 50% WP	DIASIK	CIR-104367/2013-Diafenthiuron (WP)(335)-1	30.01.2013
19.	Dichlorvos-76% EC	SIKKODVP	CIR-57, 113/2007-Dichlorvos(EC)(275)-916	01.06.2007
20.	Dicofol 18.5% EC	SIKKOFOL	CIR-47, 638/2004-Dicofol(EC)(242)-481	03.03.2004
21.	Ethephon 39% SL	ETHESIK	CIR-103987/2013-Ethephon(SL)(334)-1	02.01.2013
22.	Ethion-50% EC	SIKMITE	CIR-60,829/2008-Ethion(EC)(292)-918	19.09.2008
23.	Fenvalerate 0.4% DP	SIKKOFEN-DP	CIR-38,284/(219)/2002-Fenvalerate(DP)-687	18.06.2002
24.	Fenvalerate 20% EC*	SIKKOFEN	CIR-38,284/(219)/2002 Fenvalerate (EC)-1689	24.05.2002
25.	Fipronil 0.3% GR	FIPROSIK (GR)	CIR-104361/2013-Fipronil(GR)(335)-1	29.01.2013
26.	Fipronil 5% SC	SIKNIL	CIR-61,764/2009-Fipronil(SC)(296)-290	16.03.2009
27.	Glyphosate 41% SL	GLYSIK	CIR-56,077/2007-GLyphosate (SL)(272)-383	12.02.2007
28.	Hexaconazole 5% EC	HEXASIK	CIR-56,075/2007-Hexaconazole (EC) (272)-413	12.02.2007
29.	Hexaconazole 5% SC	SIKKOTAF	CIR-62,392/2009-Hexaconazole 5% (SC) (298)-566	21.05.2009
30.	Imazethapyr 10% SL	SIKPRY	CIR-54,640/2006-Imazethapyr (SL)(266)-18	30.08.2006
31.	Imidachlopride 70% WS*	SIKKOMIDA	CIR-57,114/2007- Imidachlopride (WS) (275)-1095	01.06.2006
32.	Imidacloprid 17.8% SL	SIKKOMIDA	CIR-47,637/2004-Imidacloprid (SL)(242)-598	03.03.2004
33.	Imidacloprid 30.5% SC	MIDASIK	CIR-102242/2012-Imidacloprid (SC)(329)-3	30.06.2012
34.	Indoxacarb-14.5% SC	SIKKOVANT	CIR-64,609/2010-Indoxacarb (SC)(310)-377	08.09.2010
35.	Lambdacyhalothrin 5% EC	LAMSIK	CIR-52,135/2005- Lambdacyhalothrin(EC)(257)-411	23.12.2005
36.	Lime Sulphur 22% S.C.*	SULPHO	CIR-43,480/2003-Lime Sulphur (SC)(230)-1065	11.03.2003
37.	Malathion-50%EC	MELASIK	CIR-64,607/2014-Melasik (EC) (310)-2562	08.09.2010
38.	Mencozeb 75% W.P	SIKKOZEB	CIR-50,969/2005-Mencozeb (WP)(246)-922	30.07.2005
39.	Metalaxy 8% + Mancozeb 64% WP	MEMSIK	CIR-53,234/2006-Metalaxy + Mancozeb (WP)(262)-372	18.05.2006
40.	Methyl Parathion 2% DP*	SIKDOL	CIR-38136(219)/2001-Methyl Parathion(DP)-1655	22.05.2002
41.	Metribuzin 70% WP	METRISIK	CIR-103983/2013-Metribuzin (WP)(334)-1	02.01.2013
42.	Metsulfuron Methy 20% WP	SIKGRIP	CIR-53,189/2006-Metsulfuron Methy(WP)(262)-99	17.05.2006
43.	Monocrotophos 36% SL	SIKKOCIL	CIR-38115(219)/2002/ Monocrotophos(SL)-1528	24.05.2002
44.	Neem Oil Based-EC Containing Azadirachtin 0.03%(300PPM)	AZASIK	CIR-103988/2013-Neem Oil Based-EC (containing Azadirachtin) (334)-1	02.01.2013
45.	Oxyfluorfen 23.5% EC	OXISIK	CIR-104369/2013-Oxyfluorfen-23.5% (EC)(335)-1	30.01.2013
46.	Paraquate Dichlorite-24% SL	PARASIK	CIR-56,076/2007-Paraquate Dichloride(SL)(272)-195	12.02.2007
47.	Pendimethalin 30% E.C.	PENDISIK	CIR-43,577/20063-Pendimethalin (E.C.)(230)-132	13.03.2003

48.	Phorate 10% CG*	SIKKOPHOR	CIR-52,123/2005-Phorate(CG)(257)-953	23.12.2006
49.	Profenophos 40% + CYpermethrin 4% EC	CYPROSIK	CIR-60,830/2008- Profenophos + CYpermethrin (EC)(292)-871	19.09.2008
50.	Profenophos 50% EC	PROSIK	CIR-53, 185/2006-Profenophos (EC)(262)- 668	17.05.2006
51.	Propargite 57% EC	PROPSIK	CIR-61,765/2009-Propargite(EC)(296)-56	16.03.2009
52.	Quinalphos 25% EC	SIKQUIN	CIR-38,179(219)/2002/Quinalphos (EC)- 1389	18.06.2002
53.	Quinalphos-1.5% DP*	SIKQUIN-DP	CIR-38,169/(219)/2002/ Quinalphos(DP)- 1388	18.06.2002
54.	Spinosad 45% SC	TAKKAR	CIR-52,121/205-Spinosad(SC)(257)-240	23.12.2005
55.	Sulfosulfuron 75% WG	FUROSIK	CIR-103982/2013-Sulfosulfuron (WG)(334)- 2	02.01.2013
56.	Sulphur 80% WP	SIKSULF	CIR-39197/2002-Sulphur (W.P.)-902	26.04.2002
57.	Thimethoxam 25% WG	SIKTARA	CIR-54,639/2006-Thimethoxam (WG)(266)- 176	30.08.2006
58.	Thiophanate Methy 70% WP	TPOSIK	CIR-54m637/2006-Thimerthoxam (WG)(266)-223	30.08.2006
59.	Thirum 75% W.S.*	SIKTHIRUM	CIR-47, 639//2004-Thirum(W.S.)(242)-328	03.03.2004
60.	Triacntanol-0.05% EC	TRICON	CIR-65,539/2011-Triacntanol (EC)(314)- 561	08.03.2011
61.	Truazophos 40% EC	TRIZOSIK	CIR-52, 122/2005-Triazophos(EC) (257)-542	23.12.2005
62.	Tricyclozole 18%+Mancozeb-62% WP	TRYMASIK	CIR-104368/2013-Tricyclozole-18% + Mancozeb (WP)(335)-1	30.01.2013
63.	2-4-D Amine Salt-58% SL	HOTSIK	CIR-60, 826/2008-2,4-D, Amine Salt(SL)(292)-1269	19.09.2008
64.	2-4D, Ethyl Ester -38% EC	SIKKO 2-4-D	CIR-57,115/2007-2-4-D Ethyl Ester (EC)(275)-1200	01.06.2007
65.	Deltamethrin 11 % EC	DELTASIK	CIR-122072/2015 - Dellamethrin (EC)(352)- 288	19.03.2015
66.	Permethrin 25 % EC	BENESIK	CIR-122227/2015 Permethrin (EC)(352)-72	19.03.2015
67.	Flubendiamioe-39.35% m/m SC	FLUBENSIK	CIR-122226/2015-Flubendiamide (SC)(352)- 76	19.03.2015
68.	Emamectin Benzoate	O –Claim	CIR-101409/2012- Emamectin Benzoate (SG) (325)-1	13.02.2012

\* Approval is in the name of Sikko Sprayers Private Limited.

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### Authority for the Issue

The Issue has been authorized by a Board of Directors vide their resolution passed at their meeting held on January 12, 2017 subject to the approval of shareholders of our Company through a special resolution pursuant to Section 62(1)(c) of the Companies Act, 2013.

The shareholders of our Company have authorized the Issue by a passing special resolution at their EGM held on January 23, 2017 pursuant to section 62(1)(c) of the Companies Act, 2013.

We have received approval from NSE vide their letter dated [•] to use the name of NSE-EMERGE Platform in the Prospectus for listing of our Equity Shares on NSE-EMERGE platform. NSE-EMERGE Platform is the Designated Stock Exchange.

### Prohibition by SEBI

Our Company, Promoters, Promoter Group, Directors and Group Companies and natural person having control over the promoter have not been prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authorities. None of our Promoters, Directors was or is a promoter, director or person in control of any other company which is debarred from accessing the capital market under any order or directions made by the SEBI.

None of the Directors in any manner associated with any entities which are engaged in securities market related business and are registered with the SEBI. There has been no action taken by SEBI against any of our Directors or any entity with which our Directors are associated as promoters or directors.

### Prohibition by RBI or Governmental authority

Neither our Company nor our Promoters nor Group Companies, have been identified as willful defaulters by the RBI or any other government authorities. There are no violations of securities laws committed by any of them.

### Eligibility for the Issue

We are an issuer whose post issue paid-up capital is not more than ₹ 10 Crore and therefore, our company is eligible for the Issue in accordance with Regulation 106(M)(1) and other provisions of Chapter XB of the SEBI (ICDR) Regulations. Our Company also complies with the eligibility conditions laid by the NSE-EMERGE Platform of National Stock Exchange of India Limited (NSE) for listing of our Equity Shares.

### We confirm that:

1. In accordance with regulation 106(P) of the SEBI ICDR Regulations, this Issue will be 100% underwritten and that the LM will underwrite at least 15% of the total issue size. For further details pertaining to underwriting by LM and underwriter, please refer to chapter titled "General Information" beginning on page no. 30 of this Draft Prospectus.
2. In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date our company becomes liable to repay it, then our company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed u/s 40 of the Companies Act, 2013.
3. In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, we have neither filed any Offer Document with SEBI nor has SEBI issued any observations on our Offer Document. We shall also ensure that our Lead Manager submits the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.
4. In accordance with Regulation 106(V) of the SEBI ICDR Regulations, the Lead Manager will ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the Issue. For further details of the market making arrangement, see chapter titled "General Information" beginning on page no. 30 of this Draft Prospectus.
5. The Issuer Company is incorporated under Companies Act, 1956.

6. The post issue paid up capital of the company (face value) is not more than ₹ 2500 Lakh.
7. The company has track record of at least 3 years.
8. The company has positive cash accruals (earnings before depreciation and tax) from operations for at least 2 financial years preceding the application viz. for the F.Y 2014-15 and 2015-16 and its net-worth is positive.

(₹ In Lakh)

Particulars	2015-2016	2014-15	2013-14
Net worth	535.26	540.85	547.07
Cash Accruals	84.85	110.02	251.28

9. The Company shall mandatorily facilitate trading in demat securities and is in the process of entering in to an agreement with both the depositories.
10. The Company has not been referred to Board for Industrial and Financial Reconstruction.
11. No petition for winding up is admitted by a court of competent jurisdiction or a liquidator has been appointed against the Company.
12. No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.
13. The Company has a website: [www.sikkoindustries.net](http://www.sikkoindustries.net)
14. There has been no change in the Promoter(s) of the Company in the preceding one year from the date of filling application to NSE-EMERGE Platform.

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter XB of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, 2009, the provisions of sub regulations (1), (2) and (3) of regulation 6, regulation 8, regulation 9, regulation 10, regulation 25, regulation 26, regulation 27 and sub regulation (1) of regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to us in this Issue.

#### **SEBI DISCLAIMER CLAUSE**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKER, SWASTIKA INVESTMART LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE LEAD MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER SWASTIKA INVESTMART LIMITED HAS FURNISHED TO STOCK EXCHANGE/SEBI A DUE DILIGENCE CERTIFICATE DATED [ • ] WHICH READS AS FOLLOWS:**

- 1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENTS DISPUTES, DISPUTES WITH COLLABORATORS, ETC.**

**AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE DRAFT PROSPECTUS PERTAINING TO THE SAID ISSUE;**

- 2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:**
  - (A). THE PROSPECTUS FILED WITH THE BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;**
  - (B). ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**
  - (C). THE DISCLOSURES MADE IN THE DRAFT PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956 AND APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.**
- 3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.**
- 4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS. NOTED FOR COMPLIANCE.**
- 5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTER HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT PROSPECTUS.**
- 6. WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT PROSPECTUS.**
- 7. WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – NOT APPLICABLE**
- 8. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.**

9. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE OFFER DOCUMENT. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE COMPANY SPECIFICALLY CONTAINS THIS CONDITION. – NOTED FOR COMPLIANCE
10. WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE DRAFT PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE – NOT APPLICABLE AS SECTION 29 OF THE COMPANIES ACT, 2013, INTER ALIA, PROVIDES THAT EVERY COMPANY MAKING PUBLIC OFFERS SHALL ISSUE SECURITIES ONLY IN DEMATERIALIZED FORM BY COMPLYING WITH THE PROVISIONS OF THE DEPOSITORIES ACT, 1996 AND THE REGULATIONS MADE THEREUNDER.
11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.
12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT PROSPECTUS:
  - (A).AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND
  - (B).AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.
13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE.
14. WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS EXPERIENCE ETC.
15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.
16. WE ENCLOSE STATEMENT ON ‘PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKERS (WHO ARE RESPONSIBLE FOR PRICING THIS ISSUE)’, AS PER FORMAT SPECIFIED BY THE BOARD (SEBI) THROUGH CIRCULAR. AS PER ANNEXURE "A".
17. WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS.

**ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY LEAD MANAGER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING SME EXCHANGE**

1. WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE OFFER DOCUMENT HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.

2. WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN OFFER DOCUMENT AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.
3. WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009. - NOTED FOR COMPLIANCE
4. WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER. - NOTED FOR COMPLIANCE
5. WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISIO TO SUBREGULATION (4) OF REGULATION 32 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009; THE CASH FLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE PROSPECTUS. – NOT APPLICABLE
6. WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION [106P] AND [106V] OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, HAVE BEEN MADE.

**THE FILING OF THE OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER SECTION 34, 35 36 AND 38 (1) OF THE COMPANIES ACT OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE LEAD MANAGER, ANY IRREGULARITIES OR LAPSES IN THE OFFER DOCUMENT.**

**ALL LEGAL REQUIREMENTS PERTAINING TO THIS ISSUE WILL BE COMPLIED WITH AT THE TIME OF FILING OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES, GUJARAT, DADRA AND NAGAR HEVELL, IN TERMS OF SECTION 26, 30, 32 AND SECTION 33 OF THE COMPANIES ACT.**

**Caution- Disclaimer from Our Company and the Lead Manager**

The Company, the Directors, and the Lead Manager accept no responsibility for statements made otherwise than in this Draft Prospectus or in the advertisements or any other material issued by or at instance of the above mentioned entities and anyone depending on any other source of information, including our website: [www.sikkoindustries.net](http://www.sikkoindustries.net) would be doing so at his or her own risk.

**Caution**

The Lead Manager accepts no responsibility, save to the limited extent as provided in the Memorandum of Understanding entered into between the Lead Manager, Swastika Investmart Limited and our Company dated February 25, 2017 and the Underwriting Agreement dated February 25, 2017 entered into between the Underwriters Swastika Investmart Limited, Beeline Broking Limited and our Company and the Market Making Agreement dated February 25, 2017 entered into among the Market Maker, Lead Manager and our Company.

All information shall be made available by us and LM to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centers etc.

The Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company and our Promoter Group, affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company and our Promoter Group, affiliates or associates for which they have received, and may in future receive, compensation.

**Note:**

Investors that apply in this Issue will be required to confirm and will be deemed to have represented to our Company, the Underwriters and Lead Manager and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our company and will not offer, sell, pledge or transfer the Equity Shares of our company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our company. Our Company, the Underwriters and the Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our company.

## **PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER**

For details regarding the price information and track record of the past issue handled by Swastika Investmart Limited, as specified in the circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by SEBI, please refer Annexure “A” to this Draft Prospectus and the website of Lead Manager at [www.swastika.co.in](http://www.swastika.co.in).

Track Record of the public issues managed by Lead manager as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI; please see the website of Lead manager i.e. [www.swastika.co.in](http://www.swastika.co.in).

### **Disclaimer in respect of Jurisdiction**

This issue is being made in India to persons resident in India including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under the applicable trust law and who are authorized under their constitution to hold and invest in shares, and any FII sub –account registered with SEBI which is a foreign corporate or go reign individual, permitted insurance companies and pension funds and to FIIs and Eligible NRIs. This Draft Prospectus does not, however, constitute an invitation to subscribe to Equity Shares offered hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the Prospectus comes is required to inform him or herself about and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Ahmedabad only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose.

Accordingly, our Company’s Equity Shares, represented thereby may not be offered or sold, directly or indirectly, and Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of Prospectus nor any sale here under shall, under any circumstances, create any implication that there has been any change in our Company’s affairs from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

### **Disclaimer Clause of the NSE – EMERGE Platform**

As required, a copy of this Draft Prospectus shall be submitted to NSE. The Disclaimer Clause as intimated by NSE to us, post scrutiny of this Draft Prospectus, shall be included in the Prospectus prior to the RoC filing.

### **Disclaimer Clause under Rule 144A of the U.S. Securities Act, 1993**

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the “Securities Act”) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to “qualified institutional buyers”, as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

**Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.**

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each applicant, wherever requires, agrees that such applicant will not sell or transfer any Equity Share or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

### **Filing of Prospectus with the Board and the Registrar of Companies**

A copy of Draft Prospectus shall not be filed with SEBI, nor will SEBI issue any observation on the offer document in term of Regulation 106(O)(1). However, a copy of the Prospectus shall be filed with SEBI at Western Regional Office, Unit No. 002, Ground Floor, SAKAR I, Near Gandhigram Railway Station, Opp. Nehru Bridge, Ashram Road, Ahmedabad – 380 009.

A copy of the Prospectus, along with the documents required to be filed under Section 26 of the Companies Act, 2013, will be delivered to the RoC situated at RoC Bhavan, Opp Rupal Park Society, Behind Ankur Bus-Stop, Naranpura, Ahmedabad – 380 013.

### **Listing**

Our company has obtained in-principle approval from NSE vide letter dated [•] to use name of NSE-EMERGE Platform in this offer document for listing of equity shares on NSE-EMERGE Platform.

Application is being made to the NSE-EMERGE Platform for obtaining permission to deal in and for an official quotation of our Equity Shares. NSE-EMERGE Platform is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the issue.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the NSE-EMERGE Platform, the Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of the Prospectus. If such money is not repaid within Eight days after our Company becomes liable to repay it then our Company and every officer in default shall, on and from such expiry of Eight days, be liable to repay such application money, with interest at the rate of 15% per annum on application money, as prescribed under as prescribed under Section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the NSE-EMERGE Platform mentioned above are taken within Six Working Days from the Issue Closing Date.

### **Impersonation**

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who –

- (a). makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or**
- (b). makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or**
- (c). otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447.”**

The liability prescribed under Section 447 of the Companies Act, 2013, includes imprisonment for a term of not less than six months extending up to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

### **Consents**

The written consents of Directors, the Company Secretary & Compliance Officer, Chief Financial Officer, the Lead Manager to the Issue, Bankers to the Company, Registrar to the Issue, Statutory and Peer Review Auditors, Legal Advisor to the Issue, Underwriters and Market Makers to act in their respective capacities have been obtained and will be filed along with a copy of the Prospectus with the ROC, as required under Sections 26 and 32 of the Companies Act, 2013 and such consents have not been withdrawn up to the time of delivery of the Prospectus for registration with the ROC.

In accordance with the Companies Act and the SEBI (ICDR) Regulations, M/s. Doshi Maru and Associates, Chartered Accountants of the Company have provided their written consent to the inclusion of their report dated February 25, 2017 regarding restated financial statements and M/s. Ashok K Bhatt, Chartered Accountants have provided their written consent for the inclusion of Statement of Tax Benefits dated February 22, 2017 as applicable, which may be available to the Company and its shareholders, included in this Draft Prospectus in the form and context in which they appear therein and such consent and reports have not been withdrawn up to the time of delivery of this Prospectus.

### Expert Opinion

Except for (a) Peer Review Auditors' reports on the restated financial statements by M/s. Doshi Maru and Associates, Chartered Accountants, (b) Statement of Tax Benefits by the statutory auditors, M/s. Ashok K Bhatt, Chartered Accountants (Copies of the said report and statement of tax benefits has been included in the Draft Prospectus), we have not obtained any other expert opinions.

### Public Issue Expenses

The Management estimates an expense of ₹ 35.00 Lakhs towards issue expense. The Issue related expenses include, among others, lead management, market making, underwriting, SCSB's commission/fees, selling commissions, printing, distribution and stationery expenses, advertising and marketing expenses, and other expenses including registrar, depository, listing and legal fees. All expenses with respect to the Issue will be borne by the Company. The estimated Issue expenses\* are as follows:

(₹ in lacs)

Sr. No.	Particulars	Amount
1.	Payment to Merchant Banker including fees and reimbursements of Market Making Fees, selling commissions, brokerages, payment to other intermediaries such as Legal Advisors, Registrars, Bankers etc and other out of pocket expenses.	25.00
2.	Printing & Stationery and Postage Expenses	1.50
3.	Marketing and Advertisement Expenses	2.50
4.	Regulatory fees and other expenses	4.50
5.	Other Miscellaneous expenses	1.50
	<b>Total</b>	<b>35.00</b>

### Fees Payable to Lead Manager to the Issue

The total fees payable to the Lead Manager (underwriting Commission and Selling Commission and reimbursement of their out-of pocket expenses) will be as per the Engagement Letter, a copy of which is available for inspection at the Registered Office of our Company.

### Fees Payable to the Registrar to the Issue

The fees payable to the Registrar to the Issue, for processing of application, data entry, printing of refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the Agreement between the Company and the Registrar to the Issue dated February 28, 2017.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided to the Registrar to the Issue to enable it to send refund orders or Allotment advice by registered post/speed post.

### Fees Payable to Others

The total fees payable to the Legal Advisor, Statutory Auditor and Peer Review Auditor, Market maker and Advertiser, etc. will be as per the terms of their respective engagement letters.

### Underwriting commission, brokerage and selling commission

We have not made any previous public issues. Therefore, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring for, or agreeing to procure subscription for any of the Equity Shares of the Company since its inception.

### **Commission payable to SCSBs**

The brokerage and selling commission payable to SCSBs for the ASBA Application Forms procured by them would be at par as payable to brokers for the Application forms procured by them. However in case, where ASBA Application Form are being procured by Syndicate Members / sub syndicate, then selling commission would be payable to Syndicate Members / sub syndicate and for processing of such ASBA Application Form, SCSBs would be given a prescribe fee of ₹ 15 per ASBA Application Form processed by them.

### **Previous Public or Rights Issue**

There have been no public or rights issue by our Company during the last five years.

### **Previous issues of Equity Shares otherwise than for cash**

We have not made any previous issues of equity shares for consideration otherwise than for cash except Issue of 20,00,000 Bonus Equity Shares on February 10, 2017.

### **Capital issue during the last three years**

Our Company and its Group Company have not made any capital issue during the last three years.

### **Listed Ventures of Promoters**

There are no listed ventures of our Company as on date of filing of this Draft Prospectus.

### **Promise vis-a-vis Performance**

Since neither our Company nor our Promoter Group Companies have made any previous rights or public issues during last 10 years, Promise vis-a-vis Performance is not applicable.

### **Outstanding debentures or bonds and redeemable preference shares and other instruments**

There are no outstanding debentures or bonds or redeemable preference shares and other instruments issued by the Company as on the date of this Draft Prospectus.

### **Stock Market Data for our Equity Shares**

This being an Initial Public Offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange.

### **Mechanism for Redressal of Investor Grievances**

The agreement between the Registrar to the Issue and our Company provides for the retention of records with the Registrar to the Issue for a period of at least three years from the last date of dispatch of the letters of Allotment, demat credit and refund orders to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

All grievances relating to the Offer may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application and the bank branch or collection centre where the application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant SCSB or the member of the Syndicate (in Specified Cities), as the case may be, where the Bid cum Application Form was submitted by the ASBA Bidder, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount blocked on application and designated branch or the collection centre of the SCSBs or the member of the Syndicate (in Specified Cities), as the case may be, where the Bid cum Application Form was submitted by the ASBA Bidder.

### **Disposal of Investor Grievances by our Company**

Our Company estimates that the average time required by our Company or the Registrar to the Issue or the SCSB (in case of ASBA Bidders), for redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has constituted Stakeholders Relationship Committee comprising of Mrs. Mamtaben Thumbar – Chairperson, Mr. Jagdish Ajudiya – Member and Mr. Mohanbhai Kumbhani – Member.

Our Company has also appointed Ms. Maitry Doshi, as a Company Secretary and Compliance Officer of our company, for this Issue and she may be contacted in case of any pre-issue or post-issue related problems at the following address:

**Ms. Maitry Doshi**

Company Secretary and Compliance Officer,

Sikko Industries Limited,  
508, Iscon Eligance, Nr. Jain Temple,  
Nr. Prahladnagar Pick up Stand, Vejalpur,  
Ahmedabad – 380 051, Gujarat  
**Tel No.:** +91 – 79 – 6616 8950  
**Email:** compliance@sikkoindia.com  
**Web:** www.sikkoindia.com

**Changes in auditors**

There has been no change in the Auditors of the company during the last three years.

**Capitalization of reserves or profits during last five (5) years**

We have issued shares otherwise than cash as per the details given below:

Sr. No.	Date of Allotment/ Date of fully paid up	No. of Equity Shares allotted	Face value of the share (in ₹)	Issue Price (in ₹)	Consideration	Nature of Issue
1.	February 10, 2017	20,00,000	10	-	Otherwise than cash	Bonus Shares

**Revaluation of assets during the last five (5) years**

Our Company has not revalued its assets during last five years.

## SECTION VIII - ISSUE RELATED INFORMATION

### TERMS OF THE ISSUE

The Equity Shares being issued are subject to the provisions of the Companies Act, SEBI (ICDR) Regulations, 2009, our Memorandum and Articles of Association, the terms of this Draft Prospectus, the Draft Prospectus, the Application Form, the Revision Form, the Confirmation of Allocation Note and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of this Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchange, the RBI, ROC and/or other authorities, as in force on the date of the Issue and to the extent applicable.

Please note that in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015; all the applicants have to compulsorily apply through the ASBA Process.

Further vide the said circular, Registrar to the Issue and Depository Participants have been also authorised to collect the Application forms. Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.

#### Ranking of Equity Shares

The Equity Shares being issued shall be subject to the provisions of the Companies Act 2013, our Memorandum and Articles of Association and shall rank pari-passu in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please see the section titled "Main Provisions of the Articles of Association of our Company" beginning on page no. 259 of this Draft Prospectus.

#### Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act and recommended by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividend, if declared, to our Shareholders as per the provisions of the Companies Act and our Articles of Association. Further Interim Dividend (if declared any) will be approved by the Board of Directors.

#### Face Value and Issue Price

The face value of the Equity Shares is ₹ 10 each and the Issue Price is ₹ 32 per Equity Share.

The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the section titled "Basis for Issue Price" beginning on page no. 56 of the Draft Prospectus. At any given point of time there shall be only one denomination for the Equity Shares.

#### Compliance with SEBI (ICDR) Regulations

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2009. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

#### Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports and notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
- Right of free transferability subject to applicable law, including any RBI rules and regulations; and such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013, the terms of the SEBI Listing Regulations, and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and/or consolidation/splitting, please refer to the section titled “Main Provisions of Articles of Association” beginning on page no. 259 of the Draft Prospectus.

### **Minimum Application Value, Market Lot and Trading Lot**

In terms of Section 29 of the Companies Act 2013, the Equity Shares shall be allotted only in dematerialised form. As per the existing SEBI (ICDR) Regulations, the trading of the Equity Shares shall only be in dematerialised form for all investors.

The trading of the Equity Shares will happen in the minimum contract size of 4,000 Equity Shares and the same may be modified by NSE Emerge from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Offer will be done in multiples of 4,000 Equity Share subject to a minimum allotment of 4,000 Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Allocation and allotment of Equity Shares through this Offer will be done in multiples of 4,000 Equity Share subject to a minimum allotment of 4,000 Equity Shares to the successful applicants.

### **Minimum Number of Allottees**

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and all the monies blocked by the SCSBs shall be unblocked within 6 Working days of closure of issue.

### **Jurisdiction**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in Ahmedabad.

**The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the “Securities Act”) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.**

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

### **Joint Holders**

Where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

### **Nomination Facility to Investor**

In accordance with Section 72 (1) & 72 (2) of the Companies Act, 2013, the sole or first applicant, along with other joint applicants, may nominate up to three persons, vide Multiple Nominations facility is available vide CDSL Communiqué No.: CDSL/OPS/DP/SYSTM/6250 dated November 17, 2016 and NSDL Circular No.: NSDL/POLICY/2016/0103 dated December 22, 2016, to whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest in respect of Percentage assigned to each nominee at the time of nomination. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 (3) of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in accordance to Section 72 (4) of the Companies Act, 2013, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination interest shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Articles of Association of the Company, any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

- (a) to register himself or herself as the holder of the Equity Shares; or
- (b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

#### Period of Operation of Subscription List of Public Issue

<b>ISSUE OPENS ON</b>	[●]
<b>ISSUE CLOSES ON</b>	[●]

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

Event	Indicative Date
Offer Closing Date	[●]
Finalization of Basis of Allotment with NSE	On or about [●]
Initiation of refunds /unblocking of funds from ASBA Account	On or about [●]
Credit of Equity Shares to demat accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on NSE	On or about [●]

**The above timetable, other than the Offer Closing Date, is indicative and does not constitute any obligation on our Company. While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on NSE is taken within six Working Days from the Offer Closing Date, the timetable may be extended due to various factors, such as extension of the Offer Period by our Company.**

#### Minimum Subscription

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten.

If our Company does not receive the 100% subscription of the offer through the Offer Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days, after our Company becomes liable to pay the amount, our Company shall pay interest as prescribed under Section 39(3) and 40 of the Companies Act, 2013.

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within 6 working days of closure of issue.

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

#### Arrangements for Disposal of Odd Lots

The trading of the equity shares will happen in the minimum contract size of 4,000 shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the market maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the NSE- EMERGE Platform.

## **Application by Eligible NRIs, FIIs registered with SEBI, VCFs registered with SEBI and QFIs**

It is to be understood that there is no reservation for Eligible NRIs or FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

## **As per the extant policy of the Government of India, OCBs cannot participate in this Issue.**

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FIIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

## **Restrictions, if any on Transfer and Transmission of Equity Shares**

Except for lock-in of the pre-Issue Equity Shares and Promoters' minimum contribution in the Issue as detailed in the chapter "Capital Structure" beginning on page no. 35 of the Draft Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. For details please refer to the section titled "Main Provisions of the Articles of Association" beginning on page no. 259 of the Draft Prospectus.

## **Option to receive Equity Shares in Dematerialized Form**

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form. Applicants will not have the option of getting Allotment of the Equity Shares in physical form. The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges. Allottees shall have the option to re-materialise the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

## **Migration to Main Board**

Our Company may migrate to the main board of NSE from the SME Platform on a later date subject to the following:

If the Paid up Capital of the company is likely to increase above ₹ 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), we shall have to apply to NSE for listing our shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board; or

If the Paid up Capital of the company is more than ₹ 10 crores but below ₹ 25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

## **Market Making**

The shares offered through this issue are proposed to be listed on the NSE Emerge, wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the NSE Emerge Platform for a minimum period of three years from the date of listing of shares offered through this Draft Prospectus. For further details of the agreement entered into between the Company, the Lead Manager and the Market Maker please see "General Information – Details of the Market Making Arrangements for this Issue" beginning on page no. 30 of the Draft Prospectus.

## **New Financial Instruments**

The Issuer Company is not issuing any new financial instruments through this Issue.

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 106(M)(1) of Chapter XB of SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, an issuer whose post issue paid up capital is not more than ₹ 10 crores, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the NSE EMERGE platform). For further details regarding the salient features and terms of such an issue please refer chapter titled “Terms of the Issue” and “Issue Procedure” on page no. 235 and 241 respectively of this Draft Prospectus.

Public issue of 16,00,000 equity shares of face value of ₹ 10 each for cash at a price of ₹ 32 per equity share including a share premium of ₹ 22 per equity share (the “issue price”) aggregating to ₹ 512.00 lacs (“the issue”) by our company.

Particulars	Net Issue to Public	Market Maker reservation portion
<b>Number of Equity Shares*</b>	15,20,000 Equity Shares	80,000 Equity Shares
<b>Percentage of Issue Size available for allocation</b>	95.00% of the Issue Size 27.14% of the Post Issue Paid up Capital	5.00% of the Issue Size 1.43% of the Post Issue Paid up Capital
<b>Basis of Allotment/Allocation if respective category is oversubscribed</b>	Proportionate subject to minimum allotment of 4,000 Equity Shares and Further allotment in multiples of 4,000 Equity Shares each.  For further details please refer to the section titled “Issue Procedure–Basis of Allotment” on page no. 255 of this Draft Prospectus.	Firm Allotment
<b>Mode of Application</b>	All the Applicants shall make the Application (Online or Physical) through ASBA Process Only.	Through ASBA mode Only.
<b>Minimum Application Size</b>	<b>For QIB and NII:</b> Such number of Equity Shares in multiples of 4,000 Equity Shares such that the Application Value exceeds ₹ 2,00,000  <b>For Retail Individuals:</b> 4,000 Equity Shares	80,000 Equity Shares
<b>Maximum Bid</b>	<b>For QIB and NII:</b> Such number of Equity Shares in multiples of 4,000 Equity Shares such that the Application Size does not exceed 15,20,000 Equity Shares subject to adheres under the relevant laws and regulations as applicable.  <b>For Retail Individuals:</b> 4,000 Equity Shares so that the Application Value does not exceed ₹ 2,00,000	80,000 Equity Shares
<b>Mode of Allotment</b>	Compulsorily in dematerialized mode	Compulsorily in dematerialized mode
<b>Trading Lot</b>	4,000 Equity Shares	4,000 Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2009.
<b>Terms of payment</b>	Entire Application Amount shall be payable at the time of submission of Application Form.	

\* 50% of the shares offered in the Net Issue to Public portion are reserved for applications whose value is below ₹ 2,00,000 and the balance 50% of the shares are available for applications whose value is above ₹ 2,00,000.

### Withdrawal of the Issue

In accordance with the SEBI ICDR Regulations, our Company, in consultation with Lead Manager, reserves the right not to proceed with this Issue at any time after the Issue Opening Date, but before our Board meeting for Allotment, without assigning reasons thereof. If our Company withdraws the Issue after the Issue Closing Date, we will give reason thereof within two days by way of a public notice which shall be published in the same newspapers where the pre-Issue advertisements were published.

Further, the Stock Exchanges shall be informed promptly in this regard and the Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the Bank Accounts of the ASBA Applicants within one Working Day from the date of receipt of such notification. In case our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh offer document with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which the Company shall apply for after Allotment. In terms of the SEBI Regulations, Non retail Applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

### **Jurisdiction**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities at Ahmedabad.

### **Issue Programme**

<b>ISSUE OPENS ON</b>	[●]
<b>ISSUE CLOSES ON</b>	[●]

Applications and any revisions to the same (except that on the Issue closing date) will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centers mentioned in the Application Form. On the Issue Closing Date applications and any revisions to the same will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time). Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

## ISSUE PROCEDURE

*All Reference to General Information Documents ("GID") in this Section shall be referred to the General Information Document to be issued by the Company at the time opening of the Issue along with Application Form(s) in terms of Prospectus.*

All Applicants should review the General Information Document for Investing in Public Issue prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2003) dated October 23, 2013 notified by SEBI (the "General Information Documents") to be included in prospectus under section "- Part B - General Information Document", which highlights the key rules, procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013 (to the extent notified and in effect), Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon the notification of the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, and the SEBI Regulations. The General Information Documents will be included in prospectus to include updated reference of the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document will also be available on the websites of the Stock Exchange and the Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and Lead Manager would not be able for any amendment, modification or change in applicable law, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that their Application do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Prospectus and the Prospectus.

This section applies to all the Applicants, please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form.

### **Fixed Price Issue Procedure**

The Issue is being made under Regulation 106(M)(1) of Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 through a Fixed Price Process.

Applicants are required to submit their Applications to the Application collecting intermediaries i.e. SCSB or Registered Brokers of Stock Exchanges or Registered Registrar to the Issue and Share Transfer Agents (RTAs) or Depository Participants (DPs) registered with SEBI. In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing.

In case of Non-Institutional Applicants and Retail Individual Applicants, the Company would have a right to reject the Applications only on technical grounds.

**Investors should note that Equity Shares will be allotted to successful Applicants in dematerialize form only. The Equity Shares on Allotment shall be traded only in the dematerialize segment of the Stock Exchange, as mandated by SEBI.**

### **Availability of Prospectus and Application Forms**

The Memorandum containing the salient features of the Prospectus together with the Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the Lead Manager to the Issue, Registrar to the Issue as mentioned in the Application form. The application forms may also be downloaded from the website of NSE limited i.e. [www.nseindia.com](http://www.nseindia.com). Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Prospectus. All the applicants shall have to apply only through the ASBA process. ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking of funds that are available in the bank account specified in the Application Form used by ASBA applicants. Upon completing and submitting the Application Form for Applicants to the SCSB, the Applicant is deemed to have authorized our Company to make the necessary changes in the Prospectus and the ASBA as would be required for filing the Prospectus with the RoC and as would be required by RoC after such filing, without prior or subsequent notice of such changes to the Applicant. Application forms submitted to the SCSBs should bear the stamp of respective intermediaries to whom the application form submitted. Application form

submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch. Application forms submitted by Applicants whose beneficiary account is inactive shall be rejected.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Application Form
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including Eligible NRIs, FII's, FVCIs etc. applying on a repatriation basis	Blue

**In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process.**

#### **Submission and Acceptance of Application Forms**

Applicants are required to their applications only through any of the following Application Collecting Intermediaries:

- An SCSB, with whom the bank account to be blocked, is maintained
- A syndicate member (or sub-syndicate member)
- A stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
- A depository participant ('DP') (Whose name is mentioned on the website of the stock exchange as eligible for this activity)
- A registrar to an issuer and share transfer agent ('RTA') (Whose name is mentioned on the website of the stock exchange as eligible for this activity)

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For Applications submitted by investors to SCSB:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchanges(s) and may being blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For Applications submitted by investors to intermediaries other than SCSBs:</b>	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange(s). Post uploading they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Application are deemed to have authorised our Company to make the necessary changes in the prospectus, without prior or subsequent notice of such changes to the Applicants.

#### **Availability of Prospectus and Application Forms**

The Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company. Lead Manager to the Issue, Registrar to the Issue as mentioned in the application Form. The application forms may also be downloaded from the website of National Stock Exchange of India Limited i.e. [www.nseindia.com](http://www.nseindia.com).

#### **Who can apply?**

- Indian nationals resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the

application is being made in the name of the HUF in the Application Form as follows: “Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta”. Applications by HUFs would be considered at par with those from individuals;

- c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- d) Mutual Funds registered with SEBI;
- e) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- f) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- g) FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
- h) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- i) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional applicant’s category;
- j) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- k) Foreign Venture Capital Investors registered with the SEBI;
- l) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- m) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- n) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- o) Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- p) Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- r) Insurance funds set up and managed by army, navy or air force of the Union of India;
- s) Multilateral and bilateral development financial institution;
- t) Eligible QFIs;
- u) Insurance funds set up and managed by army, navy or air force of the Union of India;
- v) Insurance funds set up and managed by the Department of Posts, India;
- w) Any other person eligible to applying in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

**Applications not to be made by:**

1. Minors (except under guardianship)
2. Partnership firms or their nominees
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

**As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case to case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI or prior approval from Government, as the case may be. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.**

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

#### **Participation by associates/affiliates of Lead Manager**

The Lead Manager shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the Lead Manager may subscribe to Equity Shares in the Issue, either in the QIB Portion and Non-Institutional Portion where the allotment is on a proportionate basis.

#### **Option to Subscribe to the Issue**

1. Our Company shall allot the specified securities in dematerialised form only. Investors opting for allotment in dematerialised form may get the specified securities rematerialised subsequent to allotment.
2. The equity shares, on allotment, shall be traded on stock exchange in demat segment only.
3. A single application from any investor shall not exceed the investment limit/minimum number of specified securities that can be held by him/her/it under the relevant regulations/statutory guidelines.

#### **Application by Indian Public including eligible NRIs applying on Non-Repatriation**

Application must be made only in the names of individuals, Limited Companies or Statutory Corporations/institutions and not in the names of Minors, Foreign Nationals, Non Residents (except for those applying on non-repatriation), trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a Company), Hindu Undivided Families. In case of HUF's application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public.

#### **Application by Mutual Funds**

As per the current regulations, the following restrictions are applicable for investments by mutual funds:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company's paid up share capital carrying voting rights.

The Applications made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

#### **Applications by Eligible NRIs/FII's on Repatriation Basis**

Application Forms have been made available for Eligible NRIs at the Company's Registered Office and at the office of Lead Manager to the Issue.

Eligible NRI applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment. The Eligible NRIs who intend to make payment through Non Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians and should not use the form meant for the reserved category.

Under the Foreign Exchange Management Act, 1999 (FEMA) general permission is granted to companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRI's subject to the terms and conditions stipulated therein. Companies are required to file declaration in the prescribed form to the concerned Regional Office of RBI within 30 days from the date of issue of shares for allotment to NRI's on repatriation basis.

Allotment of Equity Shares to Non Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in Equity Shares will be allowed to be repatriated along with the income thereon subject to permission of the RBI and subject to the Indian Tax Laws and regulations and any other applicable laws.

The Company does not require approvals from FIPB or RBI for the Transfer of Equity Shares in the issue to eligible NRI's, FII's, Foreign Venture Capital Investors registered with SEBI and multilateral and bilateral development financial institutions.

**As per the current regulations, the following restrictions are applicable for investments by FIIs:**

The issue of Equity Shares to a single FII should not exceed 10% of our post Issue Paid up Capital of the Company. In respect of an FII investing in Equity Shares of our Company on behalf of its sub accounts, the investment on behalf of each sub account shall not exceed 10% of our total issued capital or 5% of our total issued capital in case such sub account is a foreign corporate or an individual.

In accordance with the foreign investment limits, the aggregate FII holding in our Company cannot exceed 24% of our total issued capital. However, this limit can be increased to the permitted sectoral cap/statutory limit, as applicable to our Company after obtaining approval of its board of Directors followed by the special resolution to that effect by its shareholders in their General Meeting. As on the date of filing the Draft Prospectus, no such resolution has been recommended to the shareholders of the Company for adoption.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of regulation 15A(1) of the Securities Exchange Board of India (Foreign Institutional Investors) Regulations 1995, as amended, an FII may issue, deal or hold, off shore derivative instruments such as participatory notes, equity linked notes or any other similar instruments against underlying securities listed or proposed to be listed in any stock exchange in India only in favour of those entities which are regulated by any relevant regulatory authorities in the countries of their incorporation or establishment subject to compliance of "Know Your Client" requirements. An FII shall also ensure that no further downstream issue or transfer of any instrument referred to hereinabove is made to any person other than a regulated entity.

In case of FII's in NRI/FII Portion, number of Equity Shares applied shall not exceed issue size.

**Application by SEBI registered Alternative Investment Fund (AIF), Venture Capital Funds and Foreign Venture Capital Investors**

The SEBI (Venture Capital) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. As per the current regulations, the following restrictions are applicable for SEBI registered venture capital funds and foreign venture capital investors:

Accordingly, the holding by any individual venture capital fund registered with SEBI in one Company should not exceed 25% of the corpus of the venture capital fund; a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one Company. Further, Venture Capital Funds and Foreign Venture Capital investor can invest only up to 33.33% of the funds available for investment by way of subscription to an Initial Public Offer.

The SEBI (Alternative Investment funds) Regulations, 2012 prescribes investment restrictions for various categories of AIF's.

The category I and II AIFs cannot invest more than 25% of the corpus in one investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A Venture capital fund registered as a category I AIF, as defined in the SEBI Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI Regulations shall continue to be regulated by the VCF Regulations.

#### **Applications by Limited Liability Partnerships**

In case of applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing which, the Company reserves the right to reject any application, without assigning any reason thereof.

#### **Applications by Insurance Companies**

In case of applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, the Company reserves the right to reject any application, without assigning any reason thereof.

- a.) The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended (The "IRDA Investment Regulations"), are broadly set forth below: equity shares of a Company: the least of 10% of the investee Company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- b.) The entire group of the investee Company: the least of 10% of the respective fund in case of a life insurer or general insurer or reinsurer or 10% of investment assets in case of a general insurer or reinsurer (25% in case of ULIPS); and
- c.) The industry sector in which the investee Company operates: the least of 10% of the insurer's total investment exposure to the industry sector (25% in case of ULIPS).

In addition, the IRDA partially amended the exposure limits applicable to investments in public limited companies in infrastructure and housing sectors i.e. December 26, 2008, providing, among other things, that the exposure of an insurer to an infrastructure Company may be increased to not more than 20%, provided that in case of equity investment, a dividend of not less than 4% including bonus should have been declared for at least five preceding years. This limit of 20% would be combined for debt and equity taken together, without sub ceilings.

Further, investments in equity including preference shares and the convertible part of debentures shall not exceed 50% of the exposure norms specified under the IRDA Investment Regulations.

#### **Application by Provident Funds / Pension Funds**

In case of applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 2,500 Lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Application Form. Failing this, the Company reserves the right to reject any application, without assigning any reason thereof.

#### **Application under Power of Attorney**

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of ₹ 25 Crores (subject to applicable law) and pension funds with a minimum corpus of ₹ 25 Crores a certified copy of the power of attorney or the relevant Resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged with the Application Form. Failing this, the Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

- a.) In addition to the above, certain additional documents are required to be submitted by the following entities: With respect to applications by VCFs, FVCIs, FPIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.

- b.) With respect to applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged with the Application Form as applicable. Failing this, the Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- c.) With respect to applications made by provident funds with minimum corpus of ₹ 25 Crores (subject to applicable law) and pension funds with a minimum corpus of ₹ 25 Crores, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form . Failing this, the Company reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.

The Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form , subject to such terms and conditions that the Company and the lead manager may deem fit.

The Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that, for the purpose of printing particulars on the refund order and mailing of the Allotment Advice / CANs / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Issue shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories.

**The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.**

#### **ISSUE PROCEDURE FOR ASBA (APPLICATION SUPPORTED BY BLOCKED ACCOUNT) APPLICANTS**

**In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of the Draft Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.**

Lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <http://www.sebi.gov.in>. For details on designated branches of SCSB collecting the Application Form, please refer the above mentioned SEBI link.

#### **ASBA Process**

A Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant (“ASBA Account”) is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Lead Manager.

ASBA Applicants are required to submit their Applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB or Registered Brokers or Registered RTA's or DPs registered with SEBI. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the

SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

### **How to apply?**

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process.

### **Mode of Payment**

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.

Application Amount paid in cash, by money order or by postal order or by stock invest, or ASBA Application Form accompanied by cash, draft, money order, postal order or any mode of payment other than blocked amounts in the SCSB bank accounts, shall not be accepted.

After verifying that sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the ASBA Application Form till the Designated Date.

On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the ASBA Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue.

The entire Application Amount, as per the Application Form submitted by the respective ASBA Applicants, would be required to be blocked in the respective ASBA Accounts until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the ASBA Application, as the case may be.

### **Unblocking of ASBA Account**

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Issue Account as per section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account.

However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case may be.

### **Maximum and Minimum Application Size**

The applications in this Issue, being a fixed price issue, will be categorized into two;

#### **a) For Retail Individual Applicants**

The Application must be for a minimum of 4,000 Equity Shares so as to ensure that the Application amount payable by the Applicant does not exceed ₹ 2,00,000.

#### **b) For Other Applicants (Non Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds ₹ 2,00,000 and in multiples of 4,000 Equity Shares thereafter. An Application cannot be submitted for more than the Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non Institutional Portion.

**Applicants are advised to ensure that any single Application form does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Draft Prospectus.**

#### **Information for the Applicants:**

- a.) The Company will file the Prospectus with the ROC at least 3 (three) days before the Issue Opening Date.
- b.) The Lead Manager will circulate copies of the Prospectus along with the Application Form to potential investors.
- c.) Any investor, being eligible to invest in the Equity Shares offered, who would like to obtain the Prospectus and/ or the Application Form can obtain the same from the Company's Registered Office or from the Registered Office of the Lead Manager.
- d.) Applicants who are interested in subscribing to the Equity Shares should approach the Lead Manager or their authorized agent(s) to register their Applications.
- e.) Applications made in the name of Minors and/or their nominees shall not be accepted.

#### **Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act, 2013, the Company shall, after registering the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one Gujarati newspaper with wide circulation.

#### **Signing of Underwriting Agreement**

The issue is 100% Underwritten. Our Company has entered into an Underwriting Agreement with the Lead Manager on February 25, 2017.

#### **Filing of the Prospectus with the RoC**

The Company will file a copy of the Prospectus with the RoC in terms of Section 26 of Companies Act, 2013.

- a.) **Designated Date and Allotment of Equity Shares Designated Date:** On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.
- b.) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated stock exchange, the Registrar shall upload on its website. On the basis of approved basis of allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue.
- c.) Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been allotted Equity Shares in the Issue. The dispatch of allotment advice shall be deemed a valid, binding and irrevocable contract.
- d.) **Issuer will make** the allotment of the equity shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

**Designated Date:** On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under Section 56 of the Companies Act, 2013 or other applicable provisions, if any.

#### **Interest and Refunds**

## **Completion of Formalities for listing & Commencement of Trading**

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 6 Working Days of the Issue Closing Date. The Registrar to the Issue may give instruction for credit to Equity Shares the beneficiary account with DPs, and dispatch the allotment Advise within 6 Working Days of the Issue Closing Date.

## **Grounds for Refund**

### **Non Receipt of Listing Permission**

An Issuer makes an Application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Prospectus. The designated Stock Exchange may be as disclosed in the Prospectus with which the Basic of Allotment may be finalised.

If the permission to deal in and official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all money received from the Applicants in pursuance of the Prospectus.

In the event that the listing of the Equity Shares does not occur in the manner described in this Prospectus, the Lead Manager and Registrar to the Issue shall intimate Public Issue bank/Bankers to the Issue and Public Issue Bank/Bankers to the Issue shall transfer the funds from Public Issue account to Refund Account as per the written instruction from lead Manager and the Registrar for further payment to the beneficiary bidders.

If such money is not repaid within eight days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of eight days, be liable to repay the money, with interest at such rate, as prescribed under Section 73 of the Companies Act, and as disclosed in the Draft Prospectus.

### **Minimum Subscription**

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. As per section 39 of the Companies Act, 2013, if the "Stated Minimum Amount" has not been subscribed and the sum payable on application money has to be returned within such period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of underwriters within Sixty Days from the date of closure of the Issue, the Issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Issuer becomes liable to pay the amount, the Issuer shall pay interest prescribed under section 39 of the Companies Act, 2013.

### **Minimum Number of Allottees**

The Issuer may ensure that the number of provisions Allottees to whom Equity Shares may be allotted may not be less than 50 failing which the entire application monies may be refunded forthwith.

### **Mode of Refund**

**In case of ASBA Application:** Within 6 working days of the Issue Closing Date, the Registrar to the Issue may give instruction to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application and also for any excess amount blocked on Application.

### **Mode of making refund for ASBA applicants**

In case of ASBA Application, the registrar of the issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA applications or in the event of withdrawal or failure of the Issue.

### **Interest in case of Delay in Allotment or Refund:**

The Issuer may pay interest at the Rate of 15% per annum to Applicants if the funds are not unblocked within the 6 Working days of the Issue Closing Date.

1. **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Lead Manager or the Registrar to the Issue shall send to the Bankers to the Issue a list of their Applicants who have been allocated/Allotted Equity Shares in this Issue.
2. Pursuant to confirmation of corporate actions with respect to Allotment of Equity Shares, the Registrar to the Issue will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue.
3. Approval of the Basis of Allotment by the Designated Stock Exchange. As described above shall be deemed a valid, binding and irrevocable contract for the Applicant.

## **GENERAL INSTRUCTIONS**

### **Do's:**

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about Depository Participant and Beneficiary Account are correct as Allotment of Equity Shares will be in the dematerialized form only;
- Each of the Applicants should mention their Permanent Account Number (PAN) allotted under the Income Tax Act, 1961;
- Ensure that the Demographic Details (as defined herein below) are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.
- Ensure that Applications submitted by any person resident outside India is in compliance with applicable foreign and Indian laws
- All Applicants should submit their application through ASBA process only.

### **Don'ts:**

- Do not apply for lower than the minimum Application size;
- Do not apply at a Price Different from the Price Mentioned herein or in the Application Form
- Do not apply on another Application Form after you have submitted an Application to the Bankers of the Issue.
- Do not pay the Application Price in cash, by money order or by postal order or by stock invest;
- Do not send Application Forms by post; instead submit the same to the Selected Branches / Offices of the Banker to the Issue.
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/ or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground.

### **Instructions for completing the Application Form**

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Application forms submitted to the SCSBs should bear the stamp of respective intermediaries to whom the application form submitted. Application form submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch. Application forms submitted by Applicants whose beneficiary account is inactive shall be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit application forms in public issues using the stock broker ("broker") network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker's Centre is available on the websites of National Stock Exchange of India Limited i.e. [www.nseindia.com](http://www.nseindia.com).

### **Applicant's Depository Account and Bank Details**

*Please note that, providing bank account details in the space provided in the Application Form is mandatory and applications that do not contain such details are liable to be rejected.*

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Bank Account details would be used for giving refunds to the Applicants. Hence, Applicants are advised to immediately update their

Bank Account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at the Applicants' sole risk and neither the Lead Manager or the Registrar to the Issue or the Escrow Collection Banks or the SCSB nor the Company shall have any responsibility and undertake any liability for the same. Hence, Applicants should carefully fill in their Depository Account details in the Application Form. These Demographic Details would be used for all correspondence with the Applicants including mailing of the CANs / Allocation Advice and printing of Bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue. By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

### **Payment by Stock Invest**

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003 04 dated November 5, 2003; the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

### **OTHER INSTRUCTIONS**

#### **Joint Applications in the case of Individuals**

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

#### **Multiple Applications**

An Applicant should submit only one Application (and not more than one). Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

- I. In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below: All applications are electronically strung on first name, address (1st line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications
- II. Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.
- III. Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

In cases where there are more than 20 valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of "know your client" norms by the depositories. The Company reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories.

After submitting an ASBA Application either in physical or electronic mode, an ASBA Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB Submission of a second Application in such manner will be deemed a multiple Application and would be rejected. More than one ASBA Applicant may apply for Equity Shares using the same ASBA Account, provided that the SCSBs will not accept a total of more than five Application Forms with respect to any single ASBA Account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple Applications and are liable to be rejected. The Company, in consultation with the Lead Manager reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories. In this regard, the procedure which would be followed by the Registrar to the Issue to detect multiple Applications is given below:

1. All Applications will be checked for common PAN. For Applicants other than Mutual Funds and FII sub-accounts, Applications bearing the same PAN will be treated as multiple Applications and will be rejected.
2. For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

### **Permanent Account Number or PAN**

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number (“PAN”) to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. Applications without the PAN will be considered incomplete and are liable to be rejected. It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

**Our Company/ Registrar to the Issue/ Lead Manager can, however, accept the Application(s) in which PAN is wrongly entered into by ASBA SCSB’s in the ASBA system, without any fault on the part of Applicant.**

### **RIGHT TO REJECT APPLICATIONS**

In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

### **GROUND FOR REJECTIONS**

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of 4,000;
- Category not ticked;
- Multiple Applications as defined in the Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant’s identity (DP ID) and the beneficiary’s account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulations or “qualified institutional buyers” as defined in Rule 144A under the Securities Act;
- Applications not duly signed;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications by any person that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any

- other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of ₹ 2,00,000, received after 3.00 pm on the Issue Closing Date;
- Applications not containing the details of Bank Account and/or Depositories Account.

### **Equity Shares In Dematerialized Form with NSDL or CDSL**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a. a tripartite agreement dated [•] with NSDL, our Company and Registrar to the Issue;
- b. a tripartite agreement dated [•] with CDSL, our Company and Registrar to the Issue;

The Company's shares bear an ISIN: [•]

- a) An applicant applying for Equity Shares in demat form must have at least one beneficiary account with the Depository Participants of either NSDL or CDSL prior to making the application.
- b) The applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's Identification number) appearing in the Application Form or Revision Form.
- c) Equity Shares allotted to a successful applicant will be credited in electronic form directly to the Applicant's beneficiary account (with the Depository Participant).
- d) Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- e) If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- f) The Applicant is responsible for the correctness of his or her demographic details given in the Application Form vis-à-vis those with their Depository Participant.
- g) It may be noted that Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange platform where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- h) The trading of the Equity Shares of our Company would be only in dematerialized form.

### **Communications**

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application was submitted and a copy of the acknowledgement slip.

**Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.**

### **Disposal of applications and application moneys and interest in case of delay**

The Company shall ensure the dispatch of Allotment advise, instructions to SCSBs and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within one working day of the date of Allotment of Equity Shares.

The Company shall use best efforts that all steps for completion of the necessary formalities for listing and commencement of trading at Emerge Platform of NSE where the Equity Shares are proposed to be listed are taken within 6 (six) working days of closure of the issue.

### **IMPERSONATION**

Attention of the applicants is specifically drawn to the provisions of section 38(1) of the Companies Act, 2013 which is reproduced below:

- a) **'Any person who: makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or**

- b) **makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or**
- c) **otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447 of Companies Act, 2013 and shall be treated as Fraud.**

*Section 447 of the Companies Act, 2013, is reproduced as below:*

“Without Prejudice to any liability including repayment of any debt under this Act or any other law for the time being in force, any person who is found to be guilty of fraud, shall be punishable with imprisonment for a term which shall not be less than six months but which may exceed to ten years and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud:

Provided that where the fraud in question involves public interest, the term of imprisonment shall not be less than three years.”

### **BASIS OF ALLOTMENT**

Allotment will be made in consultation with NSE EMERGE Platform (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
3. For applications where the proportionate allotment works out to less than 4,000 equity shares the allotment will be made as follows:
  - a) Each successful applicant shall be allotted 4,000 equity shares; and
  - b) The successful applicants out of the total applicants for that category shall be determined by the drawal of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of 4,000 equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of 4,000 equity shares subject to a minimum allotment of 4,000 equity shares.
5. If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the lower nearest multiple of 4,000 equity shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the offer specified under the Capital Structure mentioned in the Draft Prospectus.
6. The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual applicants as described below:
  - a) A minimum of 50% of the net offer of shares to the Public shall initially be made available for allotment to retail individual investors as the case may be.
  - b) The balance net offer of shares to the public shall be made available for allotment to a) individual applicants other than retails individual investors and b) other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
  - c) The unsubscribed portion of the net to any one of the categories specified in (a) or (b) shall/may be made available for allocation to applicants in the other category, if so required.

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

Please note that the Allotment to each Retail Individual Investor shall not be less than the minimum application lot, subject to availability of Equity Shares in the Retail portion. The remaining available Equity Shares, if any in Retail portion shall be allotted on a proportionate basis to Retail individual Investor in the manner in this para titled 'Basis of Allotment' beginning on page no. 255 of Draft Prospectus.

'Retail Individual Investor' means an investor who applies for shares of value of not more than ₹ 2,00,000/- Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with the SME Platform of NSE.

#### **Basis of Allotment in the event of Under subscription**

In the event of under subscription in the Issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100% of the Issue size as specified in page no. 237 shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange.

The Executive Director/Managing Director of the SME Platform of NSE - the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2009.

**As per the RBI regulations, OCBs are not permitted to participate in the Issue.**

**There is no reservation for Non Residents, NRIs, FPIs and foreign venture capital funds and all Non Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.**

#### **Undertaking by our Company**

Our Company undertakes the following:

1. that the complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 6 (Six) working days of closure of the Issue;
3. that funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by us;
4. that the instruction for electronic credit of Equity Shares/ refund orders/intimation about the refund to non-resident Indians shall be completed within specified time; and
5. that no further issue of Equity Shares shall be made till the Equity Shares offered through the Prospectus are listed or until the application monies are refunded on account of non-listing, under subscription etc.
6. that Company shall not have recourse to the Issue proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

#### **Utilization of Issue Proceeds**

Our Board certifies that:

- 1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
- 2) Details of all monies utilized out of the Issue shall be disclosed and continue to be disclosed till any part of the issue proceeds remains unutilized under an appropriate separate head in the Company's balance sheet indicating the purpose for which such monies have been utilized;

- 3) Details of all unutilized monies out of the Issue, if any shall be disclosed under an appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested;
- 4) Our Company shall comply with the requirements of section SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to section 177 of the Company's Act, 2013 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue respectively;
- 5) Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Foreign investment is allowed up to 100% under automatic route in our Company.

India's current Foreign Direct Investment ("FDI") Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GOI ("DIPP") by circular of 2015, with effect from May 12, 2015 ("Circular of 2015"), consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP. The Government usually updates the consolidated circular on FDI Policy once every Year and therefore, Circular of 2015 will be valid until the DIPP issues an updated circular.

The transfer of shares by an Indian resident to a Non-Resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI/RBI. Further, in terms of the Consolidated FDI Policy, prior approval of the RBI shall not be required for transfer of shares between an Indian resident and person not resident in India if conditions specified in the Consolidated FDI Policy have been met. The transfer of shares of an Indian company by a person resident outside India to an Indian resident, where pricing guidelines specified by RBI under the foreign exchange regulations in India are not met, will not require approval of the RBI, provided that (i) the original and resultant investment is in line with Consolidated FDI policy and applicable foreign exchange regulations pertaining to inter alia sectoral caps and reporting requirements; (ii) the pricing is in compliance with applicable regulations or guidelines issued by SEBI.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

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

**The above information is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them.**

**SECTION IX – DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION**

**MAIN PROVISIONS OF ARTICLES OF ASSOCIATION**

Title of Articles	Article Number	Content
<b>CONSTITUTION OF THE COMPANY</b>	1.	The Regulations contained in Table ‘F’ in the First Schedule to the Companies Act, 2013 shall not apply to the Company except in so far as they are embodied in the following Articles, which shall be the regulations for the Management of the Company.
<b>INTERPRETATION CLAUSE</b>	2.	<p>The marginal notes hereto shall not affect the construction hereof. In these presents, the following words and expressions shall have the following meanings unless excluded by the subject or context:</p> <p>a) ‘The Act’ or ‘The Companies Act’ shall mean ‘The Companies Act, 2013, its rules and any statutory modifications or reenactments thereof.’</p> <p>b) ‘The Board’ or ‘The Board of Directors’ means a meeting of the Directors duly called and constituted or as the case may be, the Directors assembled at a Board, or the requisite number of Directors entitled to pass a circular resolution in accordance with these Articles.</p> <p>c) ‘The Company’ or ‘This Company’ means Sikko Industries Limited.</p> <p>d) ‘Directors’ means the Directors for the time being of the Company.</p> <p>e) ‘Writing’ includes printing, lithograph, typewriting and any other usual substitutes for writing.</p> <p>f) ‘Members’ means members of the Company holding a share or shares of any class.</p> <p>g) ‘Month’ shall mean a calendar month.</p> <p>h) ‘Paid-up’ shall include ‘credited as fully paid-up’.</p> <p>i) ‘Person’ shall include any corporation as well as individual.</p> <p>j) ‘These presents’ or ‘Regulations’ shall mean these Articles of Association as now framed or altered from time to time and shall include the Memorandum where the context so requires.</p> <p>k) ‘Section’ or ‘Sec.’ means Section of the Act.</p> <p>l) Words importing the masculine gender shall include the feminine gender.</p> <p>m) Except where the context otherwise requires, words importing the singular shall include the plural and the words importing the plural shall include the singular.</p> <p>n) ‘Special Resolution’ means special resolution as defined by Section 114 in the Act.</p> <p>o) ‘The Office’ means the Registered Office for the time being of the Company.</p> <p>p) ‘The Register’ means the Register of Members to be kept pursuant to Section 88 of the Companies Act, 2013.</p> <p>q) ‘Proxy’ includes Attorney duly constituted under a Power of Attorney.</p>
	3.	Except as provided by Section 67, no part of funds of the Company shall be employed in the purchase of the shares of the Company, and the Company shall not directly or indirectly and whether by shares, or loans, give, guarantee, the provision of security or otherwise any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company.
	4.	The Authorized Share Capital of the Company shall be as prescribed in Clause V of the Memorandum of Association of the Company.
	5.	Subject to the provisions of the Act and these Articles, the shares in the capital of the Company for the time being (including any shares forming part of any increased capital of the Company) shall be under the control of the Board who may allot the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par or at a discount (subject to compliance with the provisions of the Act) and at such terms as they may, from time to time, think fit and proper and with the sanction of the Company in General Meeting by a Special Resolution give to any person the option to call for or be allotted shares of any class of the Company, either at par, at a premium or subject as aforesaid at a discount, such option being exercisable

Title of Articles	Article Number	Content
		<p>at such times and for such consideration as the Board thinks fit unless the Company in General Meeting, by a Special Resolution, otherwise decides. Any offer of further shares shall be deemed to include a right, exercisable by the person to whom the shares are offered, to renounce the shares offered to him in favour of any other person.</p> <p>Subject to the provisions of the Act, any redeemable Preference Share, including Cumulative Convertible Preference Share may, with the sanction of an ordinary resolution be issued on the terms that they are, or at the option of the Company are liable to be redeemed or converted on such terms and in such manner as the Company, before the issue of the shares may, by special resolution, determine.</p>
	6.	<p>The Company in General Meeting, by a Special Resolution, may determine that any share (whether forming part of the original capital or of any increased capital of the Company) shall be offered to such persons (whether members or holders of debentures of the Company or not), giving them the option to call or be allotted shares of any class of the Company either at a premium or at par or at a discount, (subject to compliance with the provisions of Section 53) such option being exercisable at such times and for such consideration as may be directed by a Special Resolution at a General Meeting of the Company or in General Meeting and may take any other provisions whatsoever for the issue, allotment or disposal of any shares.</p>
	7.	<p>The Board may at any time increase the subscribed capital of the Company by issue of new shares out of the unissued part of the Share Capital in the original or subsequently created capital, but subject to Section 62 of the Act, and subject to the following conditions namely:</p> <p>I. (a) Such further shares shall be offered to the persons who, at the date of the offer, are holder of the equity shares of the Company in proportion, as nearly as circumstances admit, to the capital paid up on those shares at that date.</p> <p>(b) The offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than twenty-one days, from the date of the offer within which the offer, if not accepted, will be deemed to have been declined.</p> <p>(c) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice referred to in clause (b) shall contain a statement of this right.</p> <p>(d) After the expiry of the time specified in the notice aforesaid, or in respect of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner as it thinks most beneficial to the Company.</p> <p>II. The Directors may, with the sanction of the Company in General Meeting by means of a special resolution, offer and allot shares to any person at their discretion by following the provisions of section 62 of the Act and other applicable provisions, if any.</p> <p>III. Nothing in this Article shall apply to the increase in the subscribed capital of the Company which has been approved by:</p> <p>(a) A Special Resolution passed by the Company in General Meeting before the issue of the debentures or the raising of the loans, and</p> <p>(b) The Central Government before the issue of the debentures or raising of the loans or is in conformity with the rules, if any, made by that Government in this behalf.</p>
	8.	<p>1. The rights attached to each class of shares (unless otherwise provided by the terms of the issue of the shares of the class) may, subject to the provisions of Section 48 of the Act, be varied with the consent in writing of the holders of not less than three fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a General Meeting of the holders of the shares of that class.</p> <p>2. To every such separate General Meeting, the provisions of these Articles relating to General Meeting shall Mutatis Mutandis apply, but so that the</p>

Title of Articles	Article Number	Content
		necessary quorum shall be two persons at least holding or representing by proxy one-tenth of the issued shares of that class.
<b>Issue of further shares with disproportionate rights</b>	9.	Subject to the provisions of the Act, the rights conferred upon the holders of the shares of any class issued with preferred or other rights or not, unless otherwise expressly provided for by the terms of the issue of shares of that class, be deemed to be varied by the creation of further shares ranking pari passu therewith.
<b>Not to issue shares with disproportionate rights</b>	10.	The Company shall not issue any shares (not being Preference Shares) which carry voting rights or rights in the Company as to dividend, capital or otherwise which are disproportionate to the rights attached to the holders of other shares not being Preference Shares.
<b>Power to pay commission</b>	11.	The Company may, at any time, pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any share, debenture or debenture stock of the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for shares, such commission in respect of shares shall be paid or payable out of the capital, the statutory conditions and requirements shall be observed and complied with and the amount or rate of commission shall not exceed five percent of the price at which the shares are issued and in the case of debentures, the rate of commission shall not exceed, two and half percent of the price at which the debentures are issued. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also, on any issue of shares, pay such brokerage as may be lawful.
<b>Liability of joint holders of shares</b>	12.	The joint holders of a share or shares shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such share or shares.
<b>Trust not recognised</b>	13.	Save as otherwise provided by these Articles, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly, the Company shall not, except as ordered by a Court of competent jurisdiction or as by a statute required, be bound to recognise any equitable, contingent, future or partial interest lien, pledge or charge in any share or (except only by these presents otherwise provided for) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.
<b>Issue other than for cash</b>	14.	<p>a) The Board may issue and allot shares in the capital of the Company as payment or part payment for any property sold or goods transferred or machinery or appliances supplied or for services rendered or to be rendered to the Company in or about the formation or promotion of the Company or the acquisition and or conduct of its business and shares may be so allotted as fully paid-up shares, and if so issued, shall be deemed to be fully paid-up shares.</p> <p>b) As regards all allotments, from time to time made, the Board shall duly comply with Section 39 of the Act.</p>
<b>Acceptance of shares</b>	15.	An application signed by or on behalf of the applicant for shares in the Company, followed by an allotment of any share therein, shall be acceptance of the shares within the meaning of these Articles; and every person who thus or otherwise accepts any share and whose name is on the Register shall, for the purpose of these Articles, be a shareholder.
<b>Member' right to share Certificates</b>	16.	<p>1. Every person whose name is entered as a member in the Register shall be entitled to receive without payment:</p> <p>a) One certificate for all his shares; or</p> <p>b) Share certificate shall be issued in marketable lots, where the share certificates are issued either for more or less than the marketable lots, sub-division/consolidation into marketable lots shall be done free of charge.</p> <p>2. The Company shall, within two months after the allotment and within fifteen days after application for registration of the transfer of any share or debenture, complete and have it ready for delivery; the share certificates for all the shares and debentures so allotted or transferred unless the conditions</p>

Title of Articles	Article Number	Content
		<p>of issue of the said shares otherwise provide.</p> <p>3. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.</p> <p>4. The certificate of title to shares and duplicates thereof when necessary shall be issued under the seal of the Company and signed by two Directors and the Secretary or authorised official(s) of the Company.</p>
<b>One Certificate for joint holders</b>	17.	In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate for the same share or shares and the delivery of a certificate for the share or shares to one of several joint holders shall be sufficient delivery to all such holders. Subject as aforesaid, where more than one share is so held, the joint holders shall be entitled to apply jointly for the issue of several certificates in accordance with Article 20 below.
<b>Renewal of Certificate</b>	18.	If a certificate be worn out, defaced, destroyed, or lost or if there is no further space on the back thereof for endorsement of transfer, it shall, if requested, be replaced by a new certificate without any fee, provided however that such new certificate shall not be given except upon delivery of the worn out or defaced or used up certificate, for the purpose of cancellation, or upon proof of destruction or loss, on such terms as to evidence, advertisement and indemnity and the payment of out of pocket expenses as the Board may require in the case of the certificate having been destroyed or lost. Any renewed certificate shall be marked as such in accordance with the provisions of the act in force.
<b>No fee for Renewal of Certificate</b>	19.	For every certificate issued under the last preceding Article, no fee shall be charged by the Company.
<b>Splitting and consolidation of Share Certificate</b>	20.	<p>The shares of the Company will be split up/consolidated in the following circumstances:</p> <p>(i). At the request of the member/s for split up of shares in marketable lot.</p> <p>(ii). At the request of the member/s for consolidation of fraction shares into marketable lot.</p>
<b>Directors may issue new Certificate(s)</b>	21.	Where any share under the powers in that behalf herein contained are sold by the Directors and the certificate thereof has not been delivered up to the Company by the former holder of the said shares, the Directors may issue a new certificate for such shares distinguishing it in such manner as they think fit from the certificate not so delivered up.
<b>Person by whom installments are payable</b>	22.	If, by the conditions of allotment of any share, the whole or part of the amount or issue price thereof shall be payable by instalments, every such instalment, shall, when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative or representatives, if any.
<b>LIEN Company's lien on shares</b>	23.	The Company shall have first and paramount lien upon all shares other than fully paid-up shares registered in the name of any member, either or jointly with any other person, and upon the proceeds or sale thereof for all moneys called or payable at a fixed time in respect of such shares and such lien shall extend to all dividends from time to time declared in respect of such shares. But the Directors, at any time, may declare any share to be exempt, wholly or partially from the provisions of this Article. Unless otherwise agreed, the registration of transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares.
<b>As to enforcing lien by sale</b>	24.	For the purpose of enforcing such lien, the Board of Directors may sell the shares subject thereto in such manner as it thinks fit, but no sale shall be made until the expiration of 14 days after a notice in writing stating and demanding payment of such amount in respect of which the lien exists has been given to the registered holders of the shares for the time being or to the person entitled to the shares by reason of the death of insolvency of the register holder.
<b>Authority to transfer</b>	25.	<p>a) To give effect to such sale, the Board of Directors may authorise any person to transfer the shares sold to the purchaser thereof and the purchaser shall be registered as the holder of the shares comprised in any such transfer.</p> <p>b) b. The purchaser shall not be bound to see the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale.</p>

Title of Articles	Article Number	Content
<b>Application of proceeds of sale</b>	26.	The net proceeds of any such sale shall be applied in or towards satisfaction of the said moneys due from the member and the balance, if any, shall be paid to him or the person, if any, entitled by transmission to the shares on the date of sale.
<b>CALLS ON SHARES Calls</b>	27.	Subject to the provisions of Section 49 of the Act, the Board of Directors may, from time to time, make such calls as it thinks fit upon the members in respect of all moneys unpaid on the shares held by them respectively and not by the conditions of allotment thereof made payable at fixed times, and the member shall pay the amount of every call so made on him to the person and at the time and place appointed by the Board of Directors.
<b>When call deemed to have been made</b>	28.	A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed. The Board of Directors making a call may by resolution determine that the call shall be deemed to be made on a date subsequent to the date of the resolution, and in the absence of such a provision, a call shall be deemed to have been made on the same date as that of the resolution of the Board of Directors making such calls.
<b>Length of Notice of call</b>	29.	Not less than thirty day's notice of any call shall be given specifying the time and place of payment provided that before the time for payment of such call, the Directors may, by notice in writing to the members, extend the time for payment thereof.
<b>Sum payable in fixed installments to be deemed calls</b>	30.	If by the terms of issue of any share or otherwise, any amount is made payable at any fixed times, or by installments at fixed time, whether on account of the share or by way of premium, every such amount or installment shall be payable as if it were a call duly made by the Directors, on which due notice had been given, and all the provisions herein contained in respect of calls shall relate and apply to such amount or installment accordingly.
<b>When interest on call or installment payable</b>	31.	If the sum payable in respect of any call or, installment be not paid on or before the day appointed for payment thereof, the holder for the time being of the share in respect of which the call shall have been made or the installment shall fall due, shall pay interest for the same at the rate of 12 percent per annum, from the day appointed for the payment thereof to the time of the actual payment or at such lower rate as the Directors may determine. The Board of Directors shall also be at liberty to waive payment of that interest wholly or in part.
<b>Sums payable at fixed times to be treated as calls</b>	32.	The provisions of these Articles as to payment of interest shall apply in the case of non-payment of any such sum which by the terms of issue of a share, become payable at a fixed time, whether on account of the amount of the share or by way of premium, as if the same had become payable by virtue of a call duly made and notified.
<b>Payment of call in advance</b>	33.	The Board of Directors, may, if it thinks fit, receive from any member willing to advance all of or any part of the moneys uncalled and unpaid upon any shares held by him and upon all or any part of the moneys so advance may (until the same would, but for such advance become presently payable) pay interest at such rate as the Board of Directors may decide but shall not in respect of such advances confer a right to the dividend or participate in profits.
<b>Partial payment not to preclude forfeiture</b>	34.	Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any share nor any part payment or satisfaction there under, nor the receipt by the Company of a portion of any money which shall from, time to time, be due from any member in respect of any share, either by way of principal or interest nor any indulgency granted by the Company in respect of the payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as herein after provided.
<b>FORFEITURE OF SHARES If call or installment not paid, notice may be given</b>	35.	If a member fails to pay any call or installment of a call on the day appointed for the payment not paid thereof, the Board of Directors may during such time as any part of such call or installment remains unpaid serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest, which may have accrued. The Board may accept in the name and for the benefit of the Company and upon such terms and conditions as may be agreed upon, the surrender of any share liable to forfeiture and so far as the law permits of any other share.

Title of Articles	Article Number	Content
<b>Evidence action by Company against shareholders</b>	36.	On the trial or hearing of any action or suit brought by the Company against any shareholder or his representative to recover any debt or money claimed to be due to the Company in respect of his share, it shall be sufficient to prove that the name of the defendant is or was, when the claim arose, on the Register of shareholders of the Company as a holder, or one of the holders of the number of shares in respect of which such claim is made, and that the amount claimed is not entered as paid in the books of the Company and it shall not be necessary to prove the appointment of the Directors who made any call nor that a quorum of Directors was present at the Board at which any call was made nor that the meeting at which any call was made was duly convened or constituted nor any other matter whatsoever; but the proof of the matters aforesaid shall be conclusive evidence of the debt.
<b>Form of Notice</b>	37.	The notice shall name a further day (not earlier than the expiration of fourteen days from the date of service of the notice), on or before which the payment required by the notice is to be made, and shall state that, in the event of non-payment on or before the day appointed, the shares in respect of which the call was made will be liable to be forfeited.
<b>If notice not complied with, shares may be forfeited</b>	38.	If the requirements of any such notice as, aforementioned are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.
<b>Notice after forfeiture</b>	39.	When any share shall have been so forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture shall not be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.
<b>Boards' right to dispose of forfeited shares or cancellation of forfeiture</b>	40.	A forfeited or surrendered share may be sold or otherwise disposed off on such terms and in such manner as the Board may think fit, and at any time before such a sale or disposal, the forfeiture may be cancelled on such terms as the Board may think fit.
<b>Liability after forfeiture</b>	41.	A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall, notwithstanding such forfeiture, remain liable to pay and shall forthwith pay the Company all moneys, which at the date of forfeiture is payable by him to the Company in respect of the share, whether such claim be barred by limitation on the date of the forfeiture or not, but his liability shall cease if and when the Company received payment in full of all such moneys due in respect of the shares.
<b>Effect of forfeiture</b>	42.	The forfeiture of a share shall involve in the extinction of all interest in and also of all claims and demands against the Company in respect of the shares and all other rights incidental to the share, except only such of these rights as by these Articles are expressly saved.
<b>Evidence of forfeiture</b>	43.	A duly verified declaration in writing that the declarant is a Director of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share, and that declaration and the receipt of the Company for the consideration, if any, given for the shares on the sale or disposal thereof, shall constitute a good title to the share and the person to whom the share is sold or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any ) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
<b>Non-payment of sums payable at fixed times</b>	44.	The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which by terms of issue of a share, becomes payable at a fixed time, whether, on account of the amount of the share or by way of premium or otherwise as if the same had been payable by virtue of a call duly made and notified.
<b>Validity of such sales</b>	45.	Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before given, the Directors may cause the purchaser's name to be

Title of Articles	Article Number	Content
		entered in the register in respect of the shares sold and may issue fresh certificate in the name of such a purchaser. The purchaser shall not be bound to see to the regularity of the proceedings, nor to the application of the purchase money and after his name has been entered in the register in respect of such shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.
<b>TRANSFER AND TRANSMISSION OF SHARES</b>  <b>Transfer</b>	46.	a) The instrument of transfer of any share in the Company shall be executed both by the transferor and the transferee and the transferor shall be deemed to remain holder of the shares until the name of the transferee is entered in the register of members in respect thereof. b) The Board shall not register any transfer of shares unless a proper instrument of transfer duly stamped and executed by the transferor and the transferee has been delivered to the Company along with the certificate and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the shares. c) Provided that where it is proved to the satisfaction of the Board that an instrument of transfer signed by the transferor and the transferee has been lost, the Company may, if the Board thinks fit, on an application on such terms in writing made by the transferee and bearing the stamp required for an instrument of transfer, register the transfer on such terms as to indemnity as the Board may think fit. d) An application for the registration of the transfer of any share or shares may be made either by the transferor or the transferee, provided that where such application is made by the transferor, no registration shall, in the case of partly paid shares, be effected unless the Company gives notice of the application to the transferee. The Company shall, unless objection is made by the transferee within two weeks from the date of receipt of the notice, enter in the register the name of the transferee in the same manner and subject to the same conditions as if the application for registration was made by the transferee. e) For the purpose of Sub-clause (c), notice to the transferee shall be deemed to have been duly given if dispatched by prepaid registered post to the transferee at the address given in the instrument of transfer and shall be delivered in the ordinary course of post. f) Nothing in Sub-clause (d) shall prejudice any power of the Board to register as a shareholder any person to whom the right to any share has been transmitted by operation of law.
<b>Form of transfer</b>	47.	Shares in the Company shall be transferred by an instrument in writing in such common form as specified in Section 56 of the Companies Act.
<b>Board's right to refuse to register</b>	48.	The Board, may, at its absolute discretion and without assigning any reason, decline to register <ol style="list-style-type: none"> <li>1. The transfer of any share, whether fully paid or not, to a person of whom it do not approve or</li> <li>2. Any transfer or transmission of shares on which the Company has a lien</li> </ol> a. Provided that registration of any transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except a lien on the shares. b. If the Board refuses to register any transfer or transmission of right, it shall, within fifteen days from the date of which the instrument or transfer of the intimation of such transmission was delivered to the Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission as the case may be. c. In case of such refusal by the Board, the decision of the Board shall be subject to the right of appeal conferred by Section 58. d. The provisions of this clause shall apply to transfers of stock also.
<b>Further right of Board of Directors to refuse</b>	49.	a. The Board may, at its discretion, decline to recognise or accept instrument of transfer of shares unless the instrument of transfer is in respect of only

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<b>to register</b>		<p>one class of shares.</p> <p>b. No fee shall be charged by the Company for registration of transfers or for effecting transmission on shares on the death of any member or for registering any letters of probate, letters of administration and similar other documents.</p> <p>c. Notwithstanding anything contained in Sub-articles (b) and (c) of Article 46, the Board may not accept applications for sub-division or consolidation of shares into denominations of less than hundred (100) except when such a sub-division or consolidation is required to be made to comply with a statutory order or an order of a competent Court of Law or a request from a member to convert his holding of odd lots, subject however, to verification by the Company.</p> <p>d. The Directors may not accept applications for transfer of less than 100 equity shares of the Company, provided however, that these restrictions shall not apply to:</p> <ol style="list-style-type: none"> <li>i. Transfer of equity shares made in pursuance of a statutory order or an order of competent court of law.</li> <li>ii. Transfer of the entire equity shares by an existing equity shareholder of the Company holding less than hundred (100) equity shares by a single transfer to joint names.</li> <li>iii. Transfer of more than hundred (100) equity shares in favour of the same transferee under one or more transfer deeds, one or more of them relating to transfer of less than hundred (100) equity shares.</li> <li>iv. Transfer of equity shares held by a member which are less than hundred (100) but which have been allotted to him by the Company as a result of Bonus and/or Rights shares or any shares resulting from Conversion of Debentures.</li> <li>v. The Board of Directors be authorised not to accept applications for sub-division or consolidation of shares into denominations of less than hundred (100) except when such sub-division or consolidation is required to be made to comply with a statutory order of a Court of Law or a request from a member to convert his holding of odd lots of shares into transferable/marketable lots, subject, however, to verification by the Company.</li> </ol> <p>Provided that where a member is holding shares in lots higher than the transferable limit of trading and transfers in lots of transferable unit, the residual shares shall be permitted to stand in the name of such transferor not withstanding that the residual holding shall be below hundred (100).</p>
<b>Rights to shares on death of a member for transmission</b>	50.	<p>a. In the event of death of any one or more of several joint holders, the survivor, or survivors, alone shall be entitled to be recognised as having title to the shares.</p> <p>b. In the event of death of any sole holder or of the death of last surviving holder, the executors or administrators of such holder or other person legally entitled to the shares shall be entitled to be recognised by the Company as having title to the shares of the deceased.</p> <p>Provided that on production of such evidence as to title and on such indemnity or other terms as the Board may deem sufficient, any person may be recognised as having title to the shares as heir or legal representative of the deceased shareholder.</p> <p>Provided further that if the deceased shareholder was a member of a Hindu Joint Family, the Board, on being satisfied to that effect and on being satisfied that the shares standing in his name in fact belonged to the joint family, may recognise the survivors of Karta thereof as having titles to the shares registered in the name of such member.</p> <p>Provided further that in any case, it shall be lawful for the Board in its absolute discretion, to dispense with the production of probate or letters of administration or other legal representation upon such evidence and such terms as to indemnity or otherwise as the Board may deem just.</p>
<b>Rights and liabilities</b>	51.	1. Any person becoming entitled to a share in consequence of the death or

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<b>of person</b>		<p>insolvency of a member may, upon such evidence being produced as may from time to time be required by the Board and subject as herein, after provided elect either</p> <ol style="list-style-type: none"> <li>a. to be registered himself as a holder of the share or</li> <li>b. to make such transfer of the share as the deceased or insolvent member could have made.</li> </ol> <p>2. The Board, shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.</p>
<b>Notice by such a person of his election</b>	52.	<ol style="list-style-type: none"> <li>a. If the person so becoming entitled shall elect to be registered as holder of the shares himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.</li> <li>b. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.</li> <li>c. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice of transfer had been signed by that member.</li> </ol>
<b>No transfer to infant, etc.</b>	53.	No transfer shall be made to an infant or a person of unsound mind.
<b>Endorsement of transfer and issue of certificate</b>	54.	Every endorsement upon the certificate of any share in favour of any transferee shall be signed by the Secretary or by some person for the time being duly authorised by the Board in that behalf.
<b>Custody of transfer</b>	55.	The instrument of transfer shall, after registration, remain in the custody of the Company. The Board may cause to be destroyed all transfer deeds lying with the Company for a period of ten years or more.
<b>Register of members</b>	56.	<ol style="list-style-type: none"> <li>a. The Company shall keep a book to be called the Register of Members, and therein shall be entered the particulars of every transfer or transmission of any share and all other particulars of shares required by the Act to be entered in such Register.</li> </ol> <p><b>Closure of Register of memers</b></p> <ol style="list-style-type: none"> <li>b. The Board may, after giving not less than seven days previous notice by advertisement in some newspapers circulating in the district in which the Registered Office of the Company is situated, close the Register of Members or the Register of Debenture Holders for any period or periods not exceeding in the aggregate forty-five days in each year but not exceeding thirty days at any one time.</li> </ol> <p><b>When instruments of transfer to be retained</b></p> <ol style="list-style-type: none"> <li>c. All instruments of transfer which shall be registered shall be retained by the Company but any instrument of transfer which the Directors may decline to register shall be returned to the person depositing the same.</li> </ol>
<b>Company's right to register transfer by apparent legal owner</b>	57.	The Company shall incur no liability or responsibility whatever in consequence of their registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right or title or interest prohibiting registration of such transfer and may have entered such notice referred thereto in any book of the Company and the Company shall not be bound by or required to regard or attend to or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in the books of the Company; but the Company shall nevertheless be at liberty to have regard and to attend to any such notice and give effect thereto, if the Board shall so think fit.
<b>Alteration Of Capital Alteration and</b>	58.	<ol style="list-style-type: none"> <li>a. The Company may, from time to time, in accordance with the provisions of the Act, alter by Ordinary Resolution, the conditions of the Memorandum of Association as follows:</li> </ol>

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<b>consolidation, sub-division and cancellation of shares</b>		<ol style="list-style-type: none"> <li>1. increase its share capital by such amount as it thinks expedient by issuing new shares;</li> <li>2. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;</li> <li>3. convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of the denomination;</li> <li>4. sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum, so however, that in the sub-division on the proportion between the amount paid and the amount, if any, unpaid, on each reduced share shall be the same as it was in the case of the shares from which the reduced share is derived.</li> <li>5. <ol style="list-style-type: none"> <li>a. Cancel shares which, at the date of passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled.</li> <li>b. The resolution whereby any share is sub-divided may determined that, as between the holder of the shares resulting from such sub-division, one or more such shares shall have some preference or special advantage as regards dividend, capital or otherwise over or as compared with the others.</li> </ol> </li> <li>6. Classify and reclassify its share capital from the shares on one class into shares of other class or classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate any such rights, privileges, conditions or restrictions in such manner as may for the time being be permitted under legislative provisions for the time being in force in that behalf.</li> </ol>
<b>Reduction of capital, etc. by Company</b>	59.	<p>The Company may, by Special Resolution, reduce in any manner with and subject to any incident authorised and consent as required by law:</p> <ol style="list-style-type: none"> <li>a. its share capital;</li> <li>b. any capital redemption reserve account; or</li> <li>c. any share premium account.</li> </ol>
<b>SURRENDER OF SHARES</b>	60.	The Directors may, subject to the provisions of the Act, accept the surrender of any share by way of compromise of any question as to the holder being properly registered in respect thereof.
<b>MODIFICATION OF RIGHTS</b>	61.	<p><b>Power of modify shares</b></p> <p>The rights and privileges attached to each class of shares may be modified, commuted, affected, abrogated in the manner provided in Section 48 of the Act.</p>
<b>SET-OFF OF MONEYS DUE TO SHAREHOLDERS</b>	62.	Any money due from the Company to a shareholder may, without the consent of such shareholder, be applied by the Company in or towards payment of any money due from him, either alone or jointly with any other person, to the Company in respect of calls.
<b>CONVERSION OF SHARES</b>	63.	The Company may, by Ordinary Resolution, convert all or any fully paid share(s) of any denomination into stock and vice versa.
<b>Transfer of stock</b>	64.	The holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations, under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit; provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
<b>Right of stockholders</b>	65.	The holders of the stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and its assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
<b>Applicability of regulations to stock</b>	66.	Such of the regulations contained in these presents, other than those relating to share warrants as are applicable to paid-up shares shall apply to stock and the

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<b>and stockholders</b>		words shares and shareholder in these presents shall include stock and stockholder respectively.
<b>Dematerialisation Of Securities</b>	67.	<p><b>a) Definitions</b>  For the purpose of this Article:  ‘Beneficial Owner’ means a person or persons whose name is recorded as such with a depository;  ‘SEBI’ means the Securities and Exchange Board of India;  ‘Depository’ means a company formed and registered under the Companies Act, 2013, and which has been granted a certificate of registration to act as a depository under the Securities and Exchange Board of India Act, 1992, and  ‘Security’ means such security as may be specified by SEBI from time to time.</p> <p><b>b) Dematerialisation of securities</b>  Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise or rematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any.</p> <p><b>c) Options for investors</b>  Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the securities with a depository. Such a person, who is the beneficial owner of the securities, can at any time opt out of a depository, if permitted by law, in respect of any security in the manner provided by the Depositories Act and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities. If a person opts to hold his security with a depository, the Company shall intimate such depository the details of allotment of the security, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the security.</p> <p><b>d) Securities in depositories to be in fungible form</b>  All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in Sections 89 and 186 of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.</p> <p><b>e) Rights of depositories and beneficial owners:</b>  (i). Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner.  (ii). Save as otherwise provided in (a) above, the depository, as the registered owner of the securities, shall not have any voting rights or any other rights in respect of the securities held by it.  (iii). Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of the securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.</p> <p><b>f) Service of documents</b>  Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.</p> <p><b>g) Transfer of securities</b>  Nothing contained in Section 56 of the Act or these Articles shall apply to transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.</p> <p><b>h) Allotment of securities dealt with in a depository</b>  Notwithstanding anything in the Act or these Articles, where securities are dealt with in a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.</p> <p><b>i) Distinctive numbers of securities held in a depository</b></p>

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		<p>Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers of securities issued by the Company shall apply to securities held in a depository.</p> <p><b>j) Register and Index of Beneficial owners</b> The Register and Index of Beneficial Owners, maintained by a depository under the Depositories Act, 1996, shall be deemed to be the Register and Index of Members and Security Holders for the purposes of these Articles.</p> <p><b>k) Company to recognise the rights of registered holders as also the beneficial owners in the records of the depository</b> Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share, as also the beneficial owner of the shares in records of the depository as the absolute owner thereof as regards receipt of dividends or bonus or services of notices and all or any other matters connected with the Company, and accordingly, the Company shall not, except as ordered by a Court of competent jurisdiction or as by law required, be bound to recognise any benami trust or equity or equitable, contingent or other claim to or interest in such share on the part of any other person, whether or not it shall have express or implied notice thereof.</p>
<b>General Meetings</b>	68.	<p><b>Annual General Meeting</b> The Company shall in each year hold in addition to the other meetings a general meeting which shall be styled as its Annual General Meeting at intervals and in accordance with the provisions of Section 96 of the Act.</p>
<b>Extraordinary General Meeting</b>	69.	<p>1. Extraordinary General Meetings may be held either at the Registered Office of the Company or at such convenient place as the Board or the Managing Director (subject to any directions of the Board) may deem fit.</p> <p><b>Right to summon Extraordinary General Meeting</b></p> <p>2. The Chairman or Vice Chairman may, whenever they think fit, and shall if so directed by the Board, convene an Extraordinary General Meeting at such time and place as may be determined.</p>
<b>Extraordinary Meeting by requisition</b>	70.	<p>a. The Board shall, on the requisition of such number of members of the Company as is specified below, proceed duly to call an Extraordinary General Meeting of the Company and comply with the provisions of the Act in regard to meetings on requisition.</p> <p>b. The requisition shall set out matters for the consideration of which the meeting is to be called, shall be signed by the requisitionists and shall be deposited at the Registered Office of the Company or sent to the Company by Registered Post addressed to the Company at its Registered Office.</p> <p>c. The requisition may consist of several documents in like forms, each signed by one or more requisitionists.</p> <p>d. The number of members entitled to requisition a meeting in regard to any matter shall be such number of them as hold, on the date of the deposit of the requisition, not less than 1/10th of such of the paid-up capital of the Company as at the date carries the right of the voting in regard to the matter set out in the requisition.</p> <p>e. If the Board does not, within 21 days from the date of receipt of deposit of the requisition with regard to any matter, proceed duly to call a meeting for the consideration of these matters on a date not later than 45 days from the date of deposit of the requisition, the meeting may be called by the requisitionists themselves or such of the requisitionists, as represent either majority in the value of the paid-up share capital held by them or of not less than one tenth of such paid-up capital of the Company as is referred to in Sub-clause (d) above, whichever is less.</p>
<b>Length of notice for calling meeting</b>	71.	<p>A General Meeting of the Company may be called by giving not less than twenty one days notice in writing, provided that a General Meeting may be called after giving shorter notice if consent thereto is accorded by the members holding not less than 95 per cent of the part of the paid-up share capital which gives the right to vote on the matters to be considered at the meeting.</p> <p>Provided that where any member of the Company is entitled to vote only on some resolution or resolutions to be moved at a meeting and not on the others,</p>

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		those members, shall be taken into account for purpose of this clause in respect of the former resolution or resolutions and not in respect of the latter.
<b>Accidental omission to give notice not to invalidate meeting</b>	72.	The accidental omission is to give notice of any meeting to or the non-receipt of any such notice by any of the members shall not invalidate the proceedings of any resolution passed at such meeting.
<b>Special business and statement to be annexed</b>	73.	<p>All business shall be deemed special that is transacted at an Extraordinary Meeting and also that is transacted at an Annual Meeting with the exception of declaration of a dividend, the consideration of financial statements and the reports of the Directors and Auditors thereon, the election of the Directors in the place of those retiring, and the appointment of and the fixing of the remuneration of Auditors. Where any item of business to be transacted at the meeting is deemed to be special as aforesaid, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each such item of business including in particular the nature of the concern or interest, if any, therein, of every Director and the Manager, if any, every other Key Managerial Personnel and the relatives of Directors, Manager and other Key Managerial Personnel. Where any item of business consists of the according of approval to any document by the meeting, the time and place where the document can be inspected shall be specified in the statement aforesaid.</p> <p>Where any item of special business to be transacted at a meeting of the company relates to or affects any other company, the extent of shareholding interest in that other company of every promoter, director, manager, if any, and of every other key managerial personnel of the first mentioned company shall, if the extent of such shareholding is not less than two per cent of the paid-up share capital of that company, also be set out in the statement.</p>
<b>Quorum</b>	74.	<p>The quorum requirements for general meetings shall be as under and no business shall be transacted at any General Meeting unless the requisite quorum is present when the meeting proceeds to business:</p> <p>Number of members upto 1000: 5 members personally present  Number of members 1000-5000: 15 members personally present  Number of members more than 5000: 30 members personally present</p>
<b>If quorum not present, when meeting to be dissolved and when to be adjourned</b>	75.	If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if called upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week and at the same time and place or to such other day and to be at such other time and place as the Board may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
<b>Chairman of General Meeting</b>	76.	The Chairman of the Board of Directors shall preside at every General Meeting of the Company and if he is not present within 15 minutes after the time appointed for holding the meeting, or if he is unwilling to act as Chairman, the Vice Chairman of the Board of Directors shall preside over the General Meeting of the Company.
<b>When Chairman is absent</b>	77.	If there is no such Chairman, or Vice Chairman or if at any General Meeting, either the Chairman or Vice Chairman is not present within fifteen minutes after the time appointed for holding the meeting or if they are unwilling to take the chair, the members present shall choose one of their members to be the Chairman.
<b>Adjournment of meeting</b>	78.	<p>The Chairman may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn that meeting from time to time from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.</p> <p>When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting.</p>
<b>Questions at General Meeting how decided</b>	79.	At a General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands/result of electronic voting as per the provisions of

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		Section 108, unless a poll is (before or on the declaration of the result of the show of hands/ electronic voting) demanded in accordance with the provisions of Section 109. Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands/ electronic voting, been carried unanimously or by a particular majority or lost and an entry to that effect in the book of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number of proportion of the votes recorded in favour of or against that resolution.
<b>Casting vote</b>	80.	In the case of an equality of votes, the Chairman shall, whether on a show of hands, or electronically or on a poll, as the case may be, have a casting vote in addition to the vote or votes to which he may be entitled as a member.
<b>Taking of poll</b>	81.	If a poll is duly demanded in accordance with the provisions of Section 109, it shall be taken in such manner as the Chairman, subject to the provisions of Section 109 of the Act, may direct, and the results of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.
<b>In what cases poll taken without adjournment</b>	82.	A poll demanded on the election of Chairman or on a question of adjournment shall be taken forthwith. Where a poll is demanded on any other question, adjournment shall be taken at such time not being later than forty-eight hours from the time which demand was made, as the Chairman may direct.
<b>Votes</b>	83.	<p>a. Every member of the Company holding Equity Share(s), shall have a right to vote in respect of such capital on every resolution placed before the Company. On a show of hands, every such member present shall have one vote and shall be entitled to vote in person or by proxy and his voting right on a poll or on e-voting shall be in proportion to his share of the paid-up Equity Capital of the Company.</p> <p>b. Every member holding any Preference Share shall in respect of such shares have a right to vote only on resolutions which directly affect the rights attached to the Preference Shares and subject as aforesaid, every such member shall in respect of such capital be entitled to vote in person or by proxy, if the dividend due on such preference shares or any part of such dividend has remained unpaid in respect of an aggregate period of not less than two years preceding the date of the meeting. Such dividend shall be deemed to be due on Preference Shares in respect of any period, whether a dividend has been declared by the Company for such period or not, on the day immediately following such period.</p> <p>c. Whenever the holder of a Preference Share has a right to vote on any resolution in accordance with the provisions of this article, his voting rights on a poll shall be in the same proportion as the capital paid-up in respect of such Preference Shares bear to the total equity paid-up capital of the Company.</p>
<b>Business may proceed notwithstanding demand for poll</b>	84.	A demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which a poll has been demanded; The demand for a poll may be withdrawn at any time by the person or persons who made the demand.
<b>Joint holders</b>	85.	In the case of joint holders, the vote of the first named of such joint holders who tender a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
<b>Member of unsound mind</b>	86.	A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll vote by proxy.
<b>No member entitled to vote while call due to Company</b>	87.	No member shall be entitled to vote at a General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
<b>Proxies permitted on polls</b>	88.	On a poll, votes may be given either personally or by proxy provided that no Company shall vote by proxy as long as resolution of its Directors in accordance with provisions of Section 113 is in force.
<b>Instrument of proxy</b>	89.	<p>a. The instrument appointing a proxy shall be in writing under the hand of the appointed or of the attorney duly authorised in writing, or if the appointer is a Corporation, either under the common seal or under the hand of an officer</p>

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		<p>or attorney so authorised. Any person may act as a proxy whether he is a member or not.</p> <p>b. A body corporate (whether a company within the meaning of this Act or not) may:</p> <ol style="list-style-type: none"> <li>1. If it is a member of the Company by resolution of its Board of Directors or other governing body, authorise such persons as it thinks fit to act as its representatives at any meeting of the Company, or at any meeting of any class of members of the Company;</li> <li>2. If it is a creditor (including a holder of debentures) of the Company, by resolution of its Directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of any creditors of the Company held in pursuance of this Act or of any rules made thereunder, or in pursuance of the provisions contained in any debenture or trust deed, as the case may be.</li> </ol> <p>c. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate which he represents, as if he were personally the member, creditor or debenture holder.</p>
<b>Instrument of proxy to be deposited at the office</b>	90.	The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power of authority shall be deposited at the Registered Office of the Company not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, and in default, the instrument of proxy shall not be treated as valid.
<b>Validity of vote by proxy</b>	91.	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the appointer, or revocation of the proxy, or transfer of the share in respect of which the vote is given provided no intimation in writing of the death, revocation or transfer shall have been received at the Registered Office of the Company before the commencement of the meeting or adjourned meeting at which the proxy is used.
<b>Form of proxy</b>	92.	Any instrument appointing a proxy may be a two way proxy form to enable the shareholders to vote for or against any resolution at their discretion. The instrument of proxy shall be in the prescribed form as given in Form MGT-11.
<b>DIRECTORS</b>	93.	<p><b>Number of Directors</b> Unless otherwise determined by a General Meeting, the number of Directors shall not be less than 3 and not more than 15.</p> <p><b>a) Board of Directors</b> The Present Directors of the Company are Mr. Jayantibhai Kumbhani, Ghanshyambhai Kumbhani and Mr. Mohanbhai Kumbhani.</p> <p><b>b) Same individual may be appointed as Chairperson and Managing Director / Chief Executive Office</b> The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive of the Company</p>
	94.	Subject to the provisions of the Act as may be applicable, the Board may appoint any person as a Managing Director to perform such functions as the Board may decide from time to time. Such Director shall be a Member of the Board.
<b>Qualification of Directors</b>	95.	Any person, whether a member of the Company or not, may be appointed as a Director. No qualification by way of holding shares in the capital of the Company shall be required of any Director.
<b>Director's remuneration</b>	96.	a. Until otherwise determined by the Company in General Meeting, each Director shall be entitled to receive and be paid out of the funds of the Company a fee for each meeting of the Board of Directors or any committee thereof, attended by him as may be fixed by the Board of Directors from time to time subject to the provisions of Section 197 of the Act, and the Rules made thereunder. For the purpose of any resolution in this regard, none of the Directors shall be deemed to be interested in the subject matter of the resolution. The Directors shall also be entitled to be paid their reasonable travelling and hotel and other expenses incurred in

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		<p>consequence of their attendance at meetings of the Board or of any committee of the Board or otherwise in the execution of their duties as Directors either in India or elsewhere. The Managing/Whole-time Director of the Company who is a full time employee, drawing remuneration will not be paid any fee for attending Board Meetings.</p> <p>b. Subject to the provisions of the Act, the Directors may, with the sanction of a Special Resolution passed in the General Meeting and such sanction, if any, of the Government of India as may be required under the Companies Act, sanction and pay to any or all the Directors such remuneration for their services as Directors or otherwise and for such period and on such terms as they may deem fit.</p> <p>c. Subject to the provisions of the Act, the Company in General Meeting may by Special Resolution sanction and pay to the Director in addition to the said fees set out in sub-clause (a) above, a remuneration not exceeding one per cent (1%) of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act. The said amount of remuneration so calculated shall be divided equally between all the Directors of the Company who held office as Directors at any time during the year of account in respect of which such remuneration is paid or during any portion of such year irrespective of the length of the period for which they held office respectively as such Directors.</p> <p>d. Subject to the provisions of Section 188 of the Companies Act, and subject to such sanction of the Government of India, as may be required under the Companies Act, if any Director shall be appointed to advise the Directors as an expert or be called upon to perform extra services or make special exertions for any of the purposes of the Company, the Directors may pay to such Director such special remuneration as they think fit; such remuneration may be in the form of either salary, commission, or lump sum and may either be in addition to or in substitution of the remuneration specified in clause (a) of the Article.</p>
<b>Directors may act notwithstanding vacancy</b>	97.	The continuing Directors may act notwithstanding any vacancy in their body, but subject to the provisions contained in Article 121 below:
<b>Chairman or Vice-chairman of the Board</b>	98.	<p>a. Notwithstanding anything contained in these Articles and pursuant to provisions of the Act, Managing Director of the company will act as Chairman of the board and Deputy Managing Director will act as Vice chairman of the board.</p> <p>b. Subject to the provisions of the Act, the Chairman and the Vice Chairman may be paid such remuneration for their services as Chairman and Vice Chairman respectively, and such reasonable expenses including expenses connected with travel, secretarial service and entertainment, as may be decided by the Board of Directors from time to time.</p>
<b>Casual vacancy</b>	99.	If the office of any Director becomes vacant before the expiry of the period of his Directorship in normal course, the resulting casual vacancy may be filled by the Board at a Meeting of the Board subject to Section 161 of the Act. Any person so appointed shall hold office only upto the date which the Director in whose place he is appointed would have held office if the vacancy had not occurred as aforesaid.
<b>VACATION OF OFFICE BY DIRECTORS</b>	100.	<p>The office of a Director shall be vacated if:</p> <ol style="list-style-type: none"> <li>1. he is found to be unsound mind by a Court of competent jurisdiction;</li> <li>2. he applies to be adjudicated as an insolvent;</li> <li>3. he is an undischarged insolvent;</li> <li>4. he is convicted by a Court of any offence whether involving moral turpitude or otherwise and is sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence;</li> <li>5. he fails to pay any call in respect of shares of the Company held by him, whether alone or jointly with others, within six months from the last date fixed for the payment of the call;</li> <li>6. an order disqualifying him for appointment as Director has been passed by</li> </ol>

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		<p>court or tribunal and the order is in force.</p> <ol style="list-style-type: none"> <li>7. he has not complied with Subsection (3) of Section 152</li> <li>8. he has been convicted of the offence dealing with related party transaction under section 188 at any time during the preceding five years.</li> <li>9. he absents himself from all meetings of the Board for a continuous period of twelve months, with or without seeking leave of absence from the Board;</li> <li>10. he acts in contravention of Section 184 of the Act and fails to disclose his interest in a contract in contravention of section 184.</li> <li>11. he becomes disqualified by an order of a court or the Tribunal</li> <li>12. he is removed in pursuance of the provisions of the Act,</li> <li>13. having been appointed a Director by virtue of holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company;</li> </ol> <p>notwithstanding anything in Clause (4), (6) and (8) aforesaid, the disqualification referred to in those clauses shall not take effect:</p> <ol style="list-style-type: none"> <li>1. for thirty days from the date of the adjudication, sentence or order;</li> <li>2. where any appeal or petition is preferred within the thirty days aforesaid against the adjudication, sentence or conviction resulting in the sentence or order until the expiry of seven days from the date on which such appeal or petition is disposed off; or</li> <li>3. where within the seven days as aforesaid, any further appeal or petition is preferred in respect of the adjudication, sentence, conviction or order, and appeal or petition, if allowed, would result in the removal of the disqualification, until such further appeal or petition is disposed off.</li> </ol>
<b>Alternate Directors</b>	101.	<p>(a) The Board may appoint an Alternate Director to act for a Director hereinafter called in this clause “the Original Director” during his absence for a period of not less than 3 months from India.</p> <p>(b) An Alternate Director appointed as aforesaid shall vacate office if and when the Original Director returns to India.</p> <p><b>Independent Directors</b></p> <p>(c) (i) The Directors may appoint such number of Independent Directors as are required under Section 149 of the Companies Act, 2013 or clause 49 of Listing Agreement, whichever is higher, from time to time.</p> <p>(ii) Independent directors shall possess such qualification as required under Section 149 of the companies Act, 2013 and clause 49 of Listing Agreement</p> <p>(iii) Independent Director shall be appointed for such period as prescribed under relevant provisions of the companies Act, 2013 and Listing Agreement and shall not be liable to retire by rotation.</p> <p><b>Women Director</b></p> <p>(d) The Directors shall appoint one women director as per the requirements of section 149 of the Act.</p> <p><b>Key Managerial Personnel</b></p> <p>(e) Subject to the provisions of the Act,—</p> <ol style="list-style-type: none"> <li>(i). A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;</li> <li>(ii). A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.</li> <li>(iii). The Managing Director shall act as the Chairperson of the Company for all purposes subject to the provisions contained in the Act and these articles.</li> </ol>
<b>Additional Directors</b>	102.	<p>The Directors may, from time to time, appoint a person as an Additional Director provided that the number of Directors and Additional Directors together shall not exceed the maximum number of Directors fixed under Article 93 above. Any person so appointed as an Additional Director shall hold office</p>

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		<p>upto the date of the next Annual General Meeting of the Company.</p> <p><b>Proportion of retirement by rotation</b></p> <p>a. The proportion of directors to retire by rotation shall be as per the provisions of Section 152 of the Act.</p>
<b>Debenture</b>	103.	<p>Any trust deed for securing debentures or debenture-stocks may, if so arranged, provide for the appointment, from time to time, by the Trustees thereof or by the holders of debentures or debenture-stocks, of some person to be a Director of the Company and may empower such Trustees, holder of debentures or debenture-stocks, from time to time, to remove and re-appoint any Director so appointed. The Director appointed under this Article is herein referred to as “Debenture Director” and the term “Debenture Director” means the Director for the time being in office under this Article. The Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provisions as may be arranged between the Company and the Trustees and all such provisions shall have effect notwithstanding any other provisions herein contained.</p>
<b>Corporation/Nominee Director</b>	104.	<p>a. Notwithstanding anything to the contrary contained in the Articles, so long as any moneys remain owing by the Company the any finance corporation or credit corporation or body, (herein after in this Article referred to as “The Corporation”) out of any loans granted by them to the Company or as long as any liability of the Company arising out of any guarantee furnished by the Corporation, on behalf of the Company remains defaulted, or the Company fails to meet its obligations to pay interest and/or instalments, the Corporation shall have right to appoint from time to time any person or person as a Director or Directors (which Director or Directors is/are hereinafter referred to as “Nominee Director(s)”) on the Board of the Company and to remove from such office any person so appointed, any person or persons in his or their place(s).</p> <p>b. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s as long as such default continues. Such Nominee Director/s shall not be required to hold any share qualification in the Company, and such Nominee Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.</p> <p>The Nominee Director/s appointed shall hold the said office as long as any moneys remain owing by the Company to the Corporation or the liability of the Company arising out of the guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately the moneys owing by the Company to the Corporation are paid off or on the satisfaction of the liability of the Company arising out of the guarantee furnished by the Corporation.</p> <p>The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, and of the Meeting of the Committee of which the Nominee Director/s is/are member/s.</p> <p>The Corporation shall also be entitled to receive all such notices. The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Director/s of the Company are entitled, but if any other fee, commission, monies or remuneration in any form is payable to the Director/s of the Company, the fee, commission, monies and remuneration in relation to such Nominee Director/s shall accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or such Nominee Director/s in connection with their appointment to Directorship shall also be paid or reimbursed by the Company to the Corporation or, as the case may be, to such Nominee Director/s.</p> <p>Provided that if any such Nominee Director/s is an officer of the Corporation, the sitting fees, in relation to such Nominee Director/s shall so accrue to the Corporation and the same shall accordingly be paid by the</p>

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		<p>Company directly to the Corporation.</p> <p>c. The Corporation may at any time and from time to time remove any such Corporation Director appointed by it and may at the time of such removal and also in the case of death or resignation of the person so appointed, at any time appoint any other person as a Corporation Director in his place. Such appointment or removal shall be made in writing signed by the Chairman or Joint Chairman of the Corporation or any person and shall be delivered to the Company at its Registered office. It is clarified that every Corporation entitled to appoint a Director under this Article may appoint such number of persons as Directors as may be authorised by the Directors of the Company, subject to Section 152 of the Act and so that the number does not exceed 1/3 of the maximum fixed under Article 93.</p>
<b>Disclosure of interest of Directors</b>	105.	<p>a. Subject to the provisions of the Act, the Directors shall not be disqualified by reason of their office as such from contracting with the Company either as vendor, purchaser, lender, agent, broker, or otherwise, nor shall any such contract or any contract or arrangement entered into by on behalf of the Company with any Director or with any company or partnership of or in which any Director shall be a member or otherwise interested be avoided nor shall any Director so contracting or being such member or so interested be liable to account to the Company for any profit realised by such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established but the nature of the interest must be disclosed by the Director at the meeting of the Board at which the contract or arrangements is determined or if the interest then exists in any other case, at the first meeting of the Board after the acquisition of the interest. Provided nevertheless that no Director shall vote as a Director in respect of any contract or arrangement in which he is so interested as aforesaid or take part in the proceedings thereat and he shall not be counted for the purpose of ascertaining whether there is quorum of Directors present. This provision shall not apply to any contract by or on behalf of the Company to indemnify the Directors or any of them against any loss they may suffer by becoming or being sureties for the Company.</p> <p>b. A Director may be or become a Director of any company promoted by this Company or in which this Company may be interested as vendor, shareholder or otherwise and no such Director shall be accountable to the Company for any benefits received as a Director or member of such company.</p>
<b>Rights of Directors</b>	106.	Except as otherwise provided by these Articles and subject to the provisions of the Act, all the Directors of the Company shall have in all matters equal rights and privileges, and be subject to equal obligations and duties in respect of the affairs of the Company.
<b>Directors to comply with Section 184</b>	107.	Notwithstanding anything contained in these presents, any Director contracting with the Company shall comply with the provisions of Section 184 of the Companies Act, 2013.
<b>Directors power of contract with Company</b>	108.	Subject to the limitations prescribed in the Companies Act, 2013, the Directors shall be entitled to contract with the Company and no Director shall be disqualified by having contracted with the Company as aforesaid.
<b>ROTATION OF DIRECTORS</b>	109.	<p><b>Rotation and retirement of Directors</b></p> <p>At every annual meeting, one-third of the Directors shall retire by rotation in accordance with provisions of Section 152 of the Act.</p>
<b>Retiring Directors eligible for re-election</b>	110.	A retiring Director shall be eligible for re-election and the Company at the General Meeting at which a Director retires in the manner aforesaid may fill up vacated office by electing a person thereto.
<b>Which Directors to retire</b>	111.	The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who become Directors on the same day, those to retire shall, unless they otherwise agree among themselves, be determined by lot.
<b>Retiring Directors to remain in office till successors are</b>	112.	Subject to Section 152 of the Act, if at any meeting at which an election of Directors ought to take place, the place of the vacating or deceased Directors is not filled up and the meeting has not expressly resolved not to fill up or appoint

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<b>appointed</b>		the vacancy, the meeting shall stand adjourned till the same day in the next week at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a holiday at the same time, place, and if at the adjourned meeting the place of vacating Directors is not filled up and the meeting has also not expressly resolved not to fill up the vacancy, then the vacating Directors or such of them as have not had their places filled up shall be deemed to have been reappointed at the adjourned meeting.
<b>Power of General Meeting to increase or reduce number of Directors</b>	113.	Subject to the provisions of Sections 149, 151 and 152 the Company in General Meeting may increase or reduce the number of Directors subject to the limits set out in Article 93 and may also determine in what rotation the increased or reduced number is to retire.
<b>Power to remove Directors by ordinary resolution</b>	114.	Subject to provisions of Section 169 the Company, by Ordinary Resolution, may at any time remove any Director except Government Directors before the expiry of his period of office, and may by Ordinary Resolution appoint another person in his place. The person so appointed shall hold office until the date upto which his predecessor would have held office if he had not been removed as aforementioned. A Director so removed from office shall not be re-appointed as a Director by the Board of Directors. Special Notice shall be required of any resolution to remove a Director under this Article, or to appoint somebody instead of the Director at the meeting at which he is removed.
<b>Rights of persons other than retiring Directors to stand for Directorships</b>	115.	Subject to the provisions of Section 160 of the Act, a person not being a retiring Director shall be eligible for appointment to the office of a Director at any general meeting if he or some other member intending to propose him as a Director has not less than fourteen days before the meeting, left at the office of the Company a notice in writing under his hand signifying his candidature for the office of the Director, or the intention of such member to propose him as a candidate for that office, as the case may be "along with a deposit of such sum as may be prescribed by the Act or the Central Government from time to time which shall be refunded to such person or as the case may be, to such member, if the person succeeds in getting elected as a Director or gets more than 25% of total valid votes cast either on show of hands or electronically or on poll on such resolution".
<b>Register of Directors and KMP and their shareholding</b>	116.	The Company shall keep at its Registered Office a register containing the addresses and occupation and the other particulars as required by Section 170 of the Act of its Directors and Key Managerial Personnel and shall send to the Registrar of Companies returns as required by the Act.
<b>Business to be carried on</b>	117.	The business of the Company shall be carried on by the Board of Directors.
<b>Meeting of the Board</b>	118.	The Board may meet for the despatch of business, adjourn and otherwise regulate its meetings, as it thinks fit, provided that a meeting of the Board shall be held at least once in every one hundred and twenty days; and at least four such meetings shall be held in every year.
<b>Director may summon meeting</b>	119.	A Director may at any time request the Secretary to convene a meeting of the Directors and seven days notice of meeting of directors shall be given to every director and such notice shall be sent by hand delivery or by post or by electronic means.
<b>Question how decided</b>	120.	<p>a. Save as otherwise expressly provided in the Act, a meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the regulations of the Company for the time being vested in or exercisable by the Directors generally and all questions arising at any meeting of the Board shall be decided by a majority of the Board.</p> <p>b. In case of an equality of votes, the Chairman shall have a second or casting vote in addition to his vote as a Director.</p>
<b>Right of continuing Directors when there is no quorum</b>	121.	The continuing Directors may act notwithstanding any vacancy in the Board, but if and as long as their number is reduced below three, the continuing Directors or Director may act for the purpose of increasing the number of Directors to three or for summoning a General Meeting of the Company and for no other purpose.
<b>Quorum</b>	122.	The quorum for a meeting of the Board shall be one third of its total strength

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		(any fraction contained in that onethird being rounded off as one) or two Directors whichever is higher; provided that where at any time the number of interested Directors is equal to or exceeds two-thirds of the total strength, the number of the remaining Directors, that is to say, the number of Directors who are not interested present at the meeting being not less than two shall be the quorum during such time. The total strength of the Board shall mean the number of Directors actually holding office as Directors on the date of the resolution or meeting, that is to say, the total strength of the Board after deducting therefrom the number of Directors, if any, whose places are vacant at the time.
<b>Election of Chairman to the Board</b>	123.	If no person has been appointed as Chairman or Vice Chairman under Article 98(a) or if at any meeting, the Chairman or Vice Chairman of the Board is not present within fifteen minutes after the time appointed for holding the meeting, the Directors present may choose one of their members to be the Chairman of the meeting.
<b>Power to appoint Committees and to delegate</b>	124.	<p>a. The Board may, from time to time, and at any time and in compliance with provisions of the act and listing agreement constitute one or more Committees of the Board consisting of such member or members of its body, as the Board may think fit.</p> <p><b>Delegation of powers</b></p> <p>b. Subject to the provisions of Section 179 the Board may delegate from time to time and at any time to any Committee so appointed all or any of the powers, authorities and discretions for the time being vested in the Board and such delegation may be made on such terms and subject to such conditions as the Board may think fit and subject to provisions of the act and listing agreement.</p> <p>c. The Board may from, time to time, revoke, add to or vary any powers, authorities and discretions so delegated subject to provisions of the act and listing agreement.</p>
<b>Proceedings of Committee</b>	125.	The meeting and proceedings of any such Committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto, and not superseded by any regulations made by the Directors under the last proceeding Article.
<b>Election of Chairman of the Committee</b>	126.	<p>a. The Chairman or the Vice Chairman shall be the Chairman of its meetings, if either is not available or if at any meeting either is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.</p> <p>b. The quorum of a Committee may be fixed by the Board and until so fixed, if the Committee is of a single member or two members, the quorum shall be one and if more than two members, it shall be two.</p>
<b>Question how determined</b>	127.	<p>a. A Committee may meet and adjourn as it thinks proper.</p> <p>b. Questions arising at any meeting of a Committee shall be determined by the sole member of the Committee or by a majority of votes of the members present as the case may be and in case of an equality of votes, the Chairman shall have a second or casting vote in addition to his vote as a member of the Committee.</p>
<b>Acts done by Board or Committee valid, notwithstanding defective appointment, etc.</b>	128.	All acts done by any meeting of the Board or a Committee thereof, or by any person acting as a Director shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or any person acting as aforesaid, or that any of them was disqualified, be as valid as if every such Director and such person had been duly appointed and was qualified to be a Director.
<b>Resolution by circulation</b>	129.	Save as otherwise expressly provided in the Act, a resolution in writing circulated in draft together with necessary papers, if any, to all the members of the Committee then in India (not being less in number than the quorum fixed for the meeting of the Board or the Committee as the case may) and to all other Directors or members at their usual address in India or by a majority of such of them as are entitled to vote on the resolution shall be valid and effectual as if it had been a resolution duly passed at a meeting of the Board or Committee duly convened and held.

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<b>POWERS AND DUTIES OF DIRECTORS</b>	130.	<p><b>General powers of Company vested in Directors</b></p> <p>The business of the Company shall be managed by the Directors who may exercise all such powers of the Company as are not, by the act or any statutory modification thereof for the time being in force, or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to any regulation of these Articles, to the provisions of the said Act, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting, shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.</p>
<b>Attorney of the Company</b>	131.	<p>The Board may appoint at any time and from time to time by a power of attorney under the Company's seal, any person to be the Attorney of the Company for such purposes and with such powers, authorities and discretions not exceeding those vested in or exercisable by the Board under these Articles and for such period and subject to such conditions as the Board may from time to time think fit and any such appointment, may, if the Board thinks fit, be made in favour of the members, or any of the members of any firm or company, or the members, Directors, nominees or managers of any firm or company or otherwise in favour of any body or persons whether nominated directly or indirectly by the Board and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorney as the Board may think fit.</p>
<b>Power to authorise sub delegation</b>	132.	<p>The Board may authorise any such delegate or attorney as aforesaid to sub-delegate all or any of the powers and authorities for the time being vested in him.</p>
<b>Directors' duty to comply with the provisions of the Act</b>	133.	<p>The Board shall duly comply with the provisions of the Act and in particular with the provisions in regard to the registration of the particulars of mortgages and charges affecting the property of the Company or created by it, and keep a register of the Directors, and send to the Registrar an annual list of members and a summary of particulars relating thereto, and notice of any consolidation or increase of share capital and copies of special resolutions, and such other resolutions and agreements required to be filed under Section 117 of the Act and a copy of the Register of Directors and notifications of any change therein.</p>
<b>Special power of Directors</b>	134.	<p>In furtherance of and without prejudice to the general powers conferred by or implied in Article 130 and other powers conferred by these Articles, and subject to the provisions of Sections 179 and 180 of the Act, that may become applicable, it is hereby expressly declared that it shall be lawful for the Directors to carry out all or any of the objects set forth in the Memorandum of Association and to the following things.</p>
<b>To acquire and dispose of property and rights</b>	135.	<p>a. To purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire at such price and generally on such terms and conditions as they think fit and to sell, let, exchange, or otherwise dispose of the property, privileges and undertakings of the Company upon such terms and conditions and for such consideration as they may think fit.</p> <p><b>To pay for property in debentures, etc.</b></p> <p>b. At their discretion to pay for any property, rights and privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in shares, bonds, debentures or other securities of the Company and any such shares may be issued either as fully paid-up or with such amount credited as paid-up, the sum as may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.</p> <p><b>To secure contracts by mortgages</b></p> <p>c. To secure the fulfillment of any contracts or agreements entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such other manner as they think fit.</p> <p><b>To appoint officers, etc.</b></p> <p>d. To appoint and at their discretion remove, or suspend such agents,</p>

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		<p>secretaries, officers, clerks and servants for permanent, temporary or special services as they may from time to time think fit and to determine their powers and duties and fix their powers and duties and fix their salaries or emoluments and to the required security in such instances and to such amount as they think fit.</p> <p>e. To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payments or satisfaction of any dues and of any claims or demands by or against the Company.</p> <p><b>To refer to arbitration</b></p> <p>f. To refer to, any claims or demands by or against the Company to arbitration and observe and perform the awards.</p> <p><b>To give receipt</b></p> <p>g. To make and give receipts, releases and other discharges for money payable to the Company and of the claims and demands of the Company.</p> <p><b>To act in matters of bankrupts and insolvents</b></p> <p>h. To act on behalf of the Company in all matters relating to bankrupts and insolvents.</p> <p><b>To give security by way of indemnity</b></p> <p>i. To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company such mortgages of the Company's property (present and future) as they think fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.</p> <p><b>To give commission</b></p> <p>j. To give any person employed by the Company a commission on the profits of any particular business or transaction or a share in the general profits of the Company.</p> <p><b>To make contracts etc.</b></p> <p>k. To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company.</p> <p><b>To make bye-laws</b></p> <p>l. From time to time, make, vary and repeal bye-laws for the regulations of the business for the Company, its officers and servants.</p> <p><b>To set aside profits for provided fund</b></p> <p>m. Before recommending any dividends, to set-aside portions of the profits of the Company to form a fund to provide for such pensions, gratuities or compensations; or to create any provident fund or benefit fund in such or any other manner as the Directors may deem fit.</p> <p><b>To make and alter rules</b></p> <p>n. To make and alter rules and regulations concerning the time and manner of payments of the contributions of the employees and the Company respectively to any such fund and accrual, employment, suspension and forfeiture of the benefits of the said fund and the application and disposal thereof and otherwise in relation to the working and management of the said fund as the Directors shall from time to time think fit.</p> <p>o. And generally, at their absolute discretion, to do and perform every act and thing which they may consider necessary or expedient for the purpose of carrying on the business of the Company, excepting such acts and things as by Memorandum of Association of the Company or by these presents may stand prohibited.</p>
Managing Director	136.	<p>a. Subject to the provisions of Section 196 ,197, 2(94), 203 of the Act, the following provisions shall apply:</p> <p>b. The Board of Directors may appoint or re-appoint one or more of their body, not exceeding two, to be the Managing Director or Managing</p>

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		<p>Directors of the Company for such period not exceeding 5 years as it may deem fit, subject to such approval of the Central Government as may be necessary in that behalf.</p> <p>c. The remuneration payable to a Managing Director shall be determined by the Board of Directors subject to the sanction of the Company in General Meeting and of the Central Government, if required.</p> <p>d. If at any time there are more than one Managing Director, each of the said Managing Directors may exercise individually all the powers and perform all the duties that a single Managing Director may be empowered to exercise or required to perform under the Companies Act or by these presents or by any Resolution of the Board of Directors and subject also to such restrictions or conditions as the Board may from time to time impose.</p> <p>e. The Board of Directors may at any time and from time to time designate any Managing Director as Deputy Managing Director or Joint Managing Director or by such other designation as it deems fit.</p> <p>f. Subject to the supervision, control and directions of the Board of Directors, the Managing Director/Managing Directors shall have the management of the whole of the business of the Company and of all its affairs and shall exercise all powers and perform all duties and in relation to the management of the affairs, except such powers and such duties as are required by Law or by these presents to be exercised or done by the Company in General Meeting or by the Board and also subject to such conditions and restrictions imposed by the Act or by these presents or by the Board of Directors. Without prejudice to the generality of the foregoing, the Managing Director/Managing Directors shall exercise all powers set out in Article 135 above except those which are by law or by these presents or by any resolution of the Board required to be exercised by the Board or by the Company in General Meeting.</p>
<b>Whole-time Director</b>	137.	<p>1. Subject to the provisions of the Act and subject to the approval of the Central Government, if any, required in that behalf, the Board may appoint one or more of its body, as Whole-time Director or Wholetime Directors on such designation and on such terms and conditions as it may deem fit. The Whole-time Directors shall perform such duties and exercise such powers as the Board may from time to time determine which shall exercise all such powers and perform all such duties subject to the control, supervision and directions of the Board and subject thereto the supervision and directions of the Managing Director. The remuneration payable to the Whole-time Directors shall be determined by the Company in General Meeting, subject to the approval of the Central Government, if any, required in that behalf.</p> <p>2. A Whole-time Director shall (subject to the provisions of any contract between him and the Company) be subject to the same provisions as to resignation and removal as the other Directors, and he shall, ipso facto and immediately, cease to be Whole-time Director, if he ceases to hold the Office of Director from any cause except where he retires by rotation in accordance with the Articles at an Annual General Meeting and is re-elected as a Director at that Meeting.</p>
<b>Secretary</b>	138.	<p>The Board shall have power to appoint a Secretary a person fit in its opinion for the said office, for such period and on such terms and conditions as regards remuneration and otherwise as it may determine. The Secretary shall have such powers and duties as may, from time to time, be delegated or entrusted to him by the Board.</p>
<b>Powers as to commencement of business</b>	139.	<p>Subject to the provisions of the Act, any branch or kind of business which by the Memorandum of Association of the Company or these presents is expressly or by implication authorised to be undertaken by the Company, may be undertaken by the Board at such time or times as it shall think fit and further may be suffered by it to be in abeyance whether such branch or kind of business may have been actually commenced or not so long as the Board may deem it expedient not to commence or proceed with such branch or kind of business.</p>
<b>Delegation of power</b>	140.	<p>Subject to Section 179 the Board may delegate all or any of its powers to any Director, jointly or severally or to any one Director at its discretion or to the</p>

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<b>BORROWING</b>	141.	<p>Executive Director.</p> <p>a. The Board may, from time to time, raise any money or any moneys or sums of money for the purpose of the Company; provided that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not, without the sanction of the Company at a General Meeting, exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set-apart for any specific purpose and in particular but subject to the provisions of Section 179 of the Act, the Board may, from time to time, at its discretion raise or borrow or secure the payment of any such sum or sums of money for the purpose of the Company, by the issue of debentures to members, perpetual or otherwise including debentures convertible into shares of this or any other company or perpetual annuities in security of any such money so borrowed, raised or received, mortgage, pledge or charge, the whole or any part of the property, assets, or revenue of the Company, present or future, including its uncalled capital by special assignment or otherwise or transfer or convey the same absolutely or entrust and give the lenders powers of sale and other powers as may be expedient and purchase, redeem or pay off any such security.</p> <p>Provided that every resolution passed by the Company in General Meeting in relation to the exercise of the power to borrow as stated above shall specify the total amount upto which moneys may be borrowed by the Board of Directors, provided that subject to the provisions of clause next above, the Board may, from time to time, at its discretion, raise or borrow or secure the repayment of any sum or sums of money for the purpose of the Company as such time and in such manner and upon such terms and conditions in all respects as it thinks fit and in particular, by promissory notes or by opening current accounts, or by receiving deposits and advances, with or without security or by the issue of bonds, perpetual or redeemable debentures or debenture stock of the Company charged upon all or any part of the property of the Company (both present and future) including its uncalled capital for the time being or by mortgaging or charging or pledging any land, building, bond or other property and security of the Company</p>
<b>Assignment of debentures</b>	142.	Such debentures, debenture stock, bonds or other securities may be made assignable, free from any equities between the Company and the person to whom the same may be issued.
<b>Terms of debenture issue</b>	143.	<p>a. Any such debenture, debenture stock, bond or other security may be issued at a discount, premium or otherwise, and with any special privilege as the redemption, surrender, drawing, allotment of shares of the Company, or otherwise, provided that debentures with the right to allotment or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.</p> <p>b. Any trust deed for securing of any debenture or debenture stock and or any mortgage deed and/or other bond for securing payment of moneys borrowed by or due by the Company and/or any contract or any agreement made by the Company with any person, firm, body corporate, Government or authority who may render or agree to render any financial assistance to the Company by way of loans advanced or by guaranteeing of any loan borrowed or other obligations of the Company or by subscription to the share capital of the Company or provide assistance in any other manner may provide for the appointment from time to time, by any such mortgagee, lender, trustee of or holders of debentures or contracting party as aforesaid, of one or more persons to be a Director or Directors of the Company. Such trust deed, mortgage deed, bond or contract may provide that the person appointing a Director as aforesaid may, from time to time, remove any Director so appointed by him and appoint any other person in his place and provide for filling up of any casual vacancy created by such person vacating office as such Director. Such power shall determine and terminate</p>

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		<p>on the discharge or repayment of the respective mortgage, loan or debt or debenture or on the termination of such contract and any person so appointed as Director under mortgage or bond or debenture trust deed or under such contract shall cease to hold office as such Director on the discharge of the same. Such appointment and provision in such document as aforesaid shall be valid and effective as if contained in these presents.</p> <p>c. The Director or Directors so appointed by or under a mortgage deed or other bond or contract as aforesaid shall be called a Mortgage Director or Mortgage Directors and the Director if appointed as aforesaid under the provisions of a debenture trust deed shall be called “Debenture Director”. The words “Mortgage” or “Debenture Director” shall mean the Mortgage Director for the time being in office. The Mortgage Director or Debenture Director shall not be required to hold any qualification shares and shall not be liable to retire by rotation or to be removed from office by the Company. Such mortgage deed or bond or trust deed or contract may contain such auxiliary provision as may be arranged between the Company and mortgagee lender, the trustee or contracting party, as the case may be, and all such provisions shall have effect notwithstanding any of the other provisions herein contained but subject to the provisions of the Act.</p> <p>d. The Directors appointed as Mortgage Director or Debenture Director or Corporate Director under the Article shall be deemed to be ex-officio Directors.</p> <p>e. The total number of ex-officio Directors, if any, so appointed under this Article together with the other ex-officio Directors, if any, appointment under any other provisions of these presents shall not at any time exceed one-third of the whole number of Directors for the time being.</p>
<b>Charge on uncalled capital</b>	144.	Any uncalled capital of the Company may be included in or charged by mortgage or other security.
<b>Subsequent assignees of uncalled capital</b>	145.	Where any uncalled capital of the Company is charged, all persons taking any subsequent charge thereon shall take the same subject such prior charge, and shall not be entitled, by notice to the shareholder or otherwise, to obtain priority over such prior charge.
<b>Charge in favour of Director of indemnity</b>	146.	If the Directors or any of them or any other person shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or other person so becoming liable as aforesaid from any loss in respect of such liability.
<b>Powers to be exercised by Board only at meeting</b>	147.	<p>a. Subject to the provisions of the Act, the Board shall exercise the following powers on behalf of the Company and the said power shall be exercised only by resolution passed at the meetings of the Board.</p> <p>(a) to make calls on shareholders in respect of money unpaid on their shares;</p> <p>(b) to authorise buy-back of securities under section 68;</p> <p>(c) to issue securities, including debentures, whether in or outside India;</p> <p>(d) to borrow monies;</p> <p>(e) to invest the funds of the company;</p> <p>(f) to grant loans or give guarantee or provide security in respect of loans;</p> <p>(g) to approve financial statement and the Board’s report;</p> <p>(h) to diversify the business of the company;</p> <p>(i) to approve amalgamation, merger or reconstruction;</p> <p>(j) to take over a company or acquire a controlling or substantial stake in another company;</p> <p>(k) to make political contributions;</p> <p>(l) to appoint or remove key managerial personnel (KMP);</p> <p>(m) to take note of appointment(s) or removal(s) of one level below the Key Management Personnel;</p> <p>(n) to appoint internal auditors and secretarial auditor;</p> <p>(o) to take note of the disclosure of director’s interest and shareholding;</p> <p>(p) to buy, sell investments held by the company (other than trade</p>

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		<p>investments), constituting five percent or more of the paid up share capital and free reserves of the investee company;</p> <p>(q) to invite or accept or renew public deposits and related matters;</p> <p>(r) to review or change the terms and conditions of public deposit;</p> <p>(s) to approve quarterly, half yearly and annual financial statements or financial results as the case may be.</p> <p>(t) such other business as may be prescribed by the Act.</p> <p>b. The Board may by a meeting delegate to any Committee of the Board or to the Managing Director the powers specified in Sub-clauses, d, e and f above.</p> <p>c. Every resolution delegating the power set out in Sub-clause d shall specify the total amount outstanding at any one time up to which moneys may be borrowed by the said delegate.</p> <p>d. Every resolution delegating the power referred to in Sub-clause e shall specify the total amount upto which the funds may be invested and the nature of investments which may be made by the delegate.</p> <p>e. Every resolution delegating the power referred to in Sub-clause f above shall specify the total amount upto which loans may be made by the delegate, the purposes for which the loans may be made, and the maximum amount of loans that may be made for each such purpose in individual cases.</p>
<b>Register of mortgage to be kept</b>	148.	The Directors shall cause a proper register and charge creation documents to be kept in accordance with the provisions of the Companies Act, 2013 for all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the said Act, in regard to the registration of mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the said Act, in regard to the registration of mortgages and charges therein specified and otherwise and shall also duly comply with the requirements of the said Act as to keeping a copy of every instrument creating any mortgage or charge by the Company at the office.
<b>Register of holders of debentures</b>	149.	Every register of holders of debentures of the Company may be closed for any period not exceeding on the whole forty five days in any year, and not exceeding thirty days at any one time. Subject as the aforesaid, every such register shall be open to the inspection of registered holders of any such debenture and of any member but the Company may in General Meeting impose any reasonable restriction so that at least two hours in every day, when such register is open, are appointed for inspection.
<b>Inspection of copies of and Register of Mortgages</b>	150.	The Company shall comply with the provisions of the Companies Act, 2013, as to allow inspection of copies kept at the Registered Office in pursuance of the said Act, and as to allowing inspection of the Register of charges to be kept at the office in pursuance of the said Act.
<b>Supplying copies of register of holder of debentures</b>	151.	The Company shall comply with the provisions of the Companies Act, 2013, as to supplying copies of any register of holders of debentures or any trust deed for securing any issue of debentures.
<b>Right of holders of debentures as to Financial Statements</b>	152.	Holders of debentures and any person from whom the Company has accepted any sum of money by way of deposit, shall on demand, be entitled to be furnished, free of cost, or for such sum as may be prescribed by the Government from time to time, with a copy of the Financial Statements of the Company and other reports attached or appended thereto.
<b>Minutes</b>	153.	<p>a. The Company shall comply with the requirements of Section 118 of the Act, in respect of the keeping of the minutes of all proceedings of every General Meeting and every meeting of the Board or any Committee of the Board.</p> <p>b. The Chairman of the meeting shall exclude at his absolute discretion such of the matters as are or could reasonably be regarded as defamatory of any person irrelevant or immaterial to the proceedings or detrimental to the interests of the Company.</p>
<b>Managing Director's power to be exercised</b>	154.	All the powers conferred on the Managing Director by these presents, or otherwise may, subject to any directions to the contrary by the Board of

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<b>severally</b>		Directors, be exercised by any of them severally.
<b>MANAGER</b>	155.	Subject to the provisions of the Act, the Directors may appoint any person as Manager for such term not exceeding five years at a time at such remuneration and upon such conditions as they may think fit and any Manager so appointed may be removed by the Board.
<b>Common Seal</b>	156.	The Board shall provide a common seal of the Company and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof. The common seal shall be kept at the Registered Office of the Company and committed to the custody of the Directors.
<b>Affixture of Common Seal</b>	157.	The seal shall not be affixed to any instrument except by the authority of a resolution of the Board or Committee and unless the Board otherwise determines, every deed or other instrument to which the seal is required to be affixed shall, unless the same is executed by a duly constituted attorney for the Company, be signed by one Director and the Secretary in whose presence the seal shall have been affixed or such other person as may, from time to time, be authorised by the Board and provided nevertheless that any instrument bearing the seal of the Company issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority to issue the same provided also the counter signature of the Chairman or the Vice Chairman, which shall be sealed in the presence of any one Director and signed by him on behalf of the Company.
<b>DIVIDENDS AND RESERVES</b>	158.	<b>Rights to Dividend</b> The profits of the Company, subject to any special rights relating thereto created or authorised to be created by these presents and subject to the provisions of these presents as to the Reserve Fund, shall be divisible among the equity shareholders.
<b>Declaration of Dividends</b>	159.	The Company in General Meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.
<b>What to be deemed net profits</b>	160.	The declarations of the Directors as to the amount of the net profits of the Company shall be conclusive.
<b>Interim Dividend</b>	161.	The Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.
<b>Dividends to be paid out of profits only</b>	162.	No dividend shall be payable except out of the profits of the year or any other undistributed profits except as provided by Section 123 of the Act.
<b>Reserve Funds</b>	163.	<p>a. The Board may, before recommending any dividends, set aside out of the profits of the Company such sums as it thinks proper as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends and pending such application may, at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.</p> <p>b. The Board may also carry forward any profits which it may think prudent not to divide without setting them aside as Reserve.</p>
<b>Method of payment of dividend</b>	164.	<p>a. Subject to the rights of persons, if any, entitled to share with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid.</p> <p>b. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of these regulations as paid on the share.</p> <p>c. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date, such shares shall rank for dividend accordingly.</p>
<b>Deduction of arrears</b>	165.	The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls in relation to the shares of the Company or otherwise.
<b>Adjustment of dividend against call</b>	166.	Any General Meeting declaring a dividend or bonus may make a call on the members of such amounts as the meeting fixes, but so that the call on each

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		member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend and the dividend may, if so arranged between the Company and themselves, be set off against the call.
<b>Payment by cheque or warrant</b>	167.	<p>a. Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through post directly to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named in the Register of Members or to such person and to such address of the holder as the joint holders may in writing direct.</p> <p>b. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.</p> <p>c. Every dividend or warrant or cheque shall be posted within thirty days from the date of declaration of the dividends.</p>
<b>Retention in certain cases</b>	168.	<p>The Directors may retain the dividends payable upon shares in respect of which any person is under the transmission clause entitled to become a member in respect thereof or shall duly transfer the same.</p> <p><b>Receipt of joint holders</b></p> <p>A). Where any instrument of transfer of shares has been delivered to the Company for registration on holders, the Transfer of such shares and the same has not been registered by the Company, it shall, and notwithstanding anything contained in any other provision of the Act:</p> <p>a) transfer the dividend in relation to such shares to the Special Account referred to in Sections 123 and 124 of the Act, unless the Company is authorised by the registered holder, of such shares in writing to pay such dividend to the transferee specified in such instrument of transfer, and</p> <p>b) Keep in abeyance in relation to such shares any offer of rights shares under Clause(a) of Sub-section (1) of Section 62 of the Act, and any issue of fully paid-up bonus shares in pursuance of Sub-section (3) of Section 123 of the Act”.</p>
<b>Deduction of arrears</b>	169.	Any one of two of the joint holders of a share may give effectual receipt for any dividend, bonus, or other money payable in respect of such share.
<b>Notice of Dividends</b>	170.	Notice of any dividend that may have been declared shall be given to the person entitled to share therein in the manner mentioned in the Act.
<b>Dividend not to bear interest</b>	171.	No dividend shall bear interest against the Company.
<b>Unclaimed Dividend</b>	172.	No unclaimed dividends shall be forfeited. Unclaimed dividends shall be dealt with in accordance to the provisions of Sections 123 and 124 of the Companies Act, 2013.
<b>Transfer of share not to pass prior Dividend</b>	173.	Any transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.
<b>Capitalisation of Profits</b>	174.	<p>a) The Company in General Meeting, may on the recommendation of the Board, resolve:</p> <ol style="list-style-type: none"> <li>that the whole or any part of any amount standing to the credit of the Share Premium Account or the Capital Redemption Reserve Fund or any money, investment or other asset forming part of the undivided profits, including profits or surplus moneys arising from the realisation and (where permitted by law) from the appreciation in value of any Capital assets of the Company standing to the credit of the General Reserve, Reserve or any Reserve Fund or any amounts standing to the credit of the Profit and Loss Account or any other fund of the Company or in the hands of the Company and available for the distribution as dividend capitalised; and</li> <li>that such sum be accordingly set free for distribution in the manner specified in Sub-clause (2) amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportion.</li> </ol> <p>b) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in Subclause (3) either in or towards:</p> <ol style="list-style-type: none"> <li>paying up any amount for the time being unpaid on any share held by</li> </ol>

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		<p>such members respectively;</p> <ol style="list-style-type: none"> <li>2. paying up in full unissued shares of the Company to be allotted and distributed and credited as fully paid-up to and amongst such members in the proportion aforesaid; or</li> <li>3. partly in the way specified in Sub-clause (i) and partly in that specified in Sub-clause (ii).</li> </ol> <p>c) A share premium account and a capital redemption reserve account may for the purpose of this regulation be applied only in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.</p> <p>d) The Board shall give effect to resolutions passed by the Company in pursuance of this Article.</p>
<b>Powers of Directors for declaration of Bonus</b>	175.	<p>a. Whenever such a resolution as aforesaid shall have been passed, the Board shall:</p> <ol style="list-style-type: none"> <li>1. make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issue or fully paid shares if any; and</li> <li>2. generally do all acts and things required to give effect thereto.</li> </ol> <p>b. The Board shall have full power:</p> <ol style="list-style-type: none"> <li>1. to make such provision by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit in the case of shares becoming distributable in fractions and also;</li> <li>2. to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively credited as fully paid-up of any further shares to which they may be entitled upon such capitalisation, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised of the amounts or any part of the amounts remaining unpaid on the existing shares.</li> </ol> <p>c. Any agreement made under such authority shall be effective and binding on all such members.</p>
<b>Books of account to be kept</b>	176.	<p>a. The Board shall cause proper books of accounts to be kept in respect of all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Company, and of the assets and liabilities of the Company.</p> <p>b. All the aforesaid books shall give a fair and true view of the affairs of the Company or of its branch as the case may be, with respect to the matters aforesaid, and explain in transactions.</p> <p>c. The books of accounts shall be open to inspection by any Director during business hours.</p>
<b>Where books of account to be kept</b>	177.	The books of account shall be kept at the Registered Office or at such other place as the Board thinks fit.
<b>Inspection by members</b>	178.	The Board shall, from time to time, determine whether and to what extent and at what time and under what conditions or regulations the accounts and books and documents of the Company or any of them shall be open to the inspection of the members and no member (not being a Director) shall have any right of inspection any account or book or document of the Company except as conferred by statute or authorised by the Board or by a resolution of the Company in General Meeting.
<b>Statement of account to be furnished to General Meeting</b>	179.	The Board shall lay before such Annual General Meeting, financial statements made up as at the end of the financial year which shall be a date which shall not precede the day of the meeting by more than six months or such extension of time as shall have been granted by the Registrar under the provisions of the Act.
<b>Financial Statements</b>	180.	Subject to the provisions of Section 129, 133 of the Act, every financial statements of the Company shall be in the forms set out in Parts I and II respectively of Schedule III of the Act, or as near thereto as circumstances admit.
<b>Authentication of Financial Statements</b>	181.	a. Subject to Section 134 of the Act, every financial statements of the Company shall be signed on behalf of the Board by not less than two

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		<p>Directors.</p> <p>b. The financial statements shall be approved by the Board before they are signed on behalf of the Board in accordance with the provisions of this Article and before they are submitted to the Auditors for their report thereon.</p>
<b>Auditors Report to be annexed</b>	182.	The Auditor's Report shall be attached to the financial statements.
<b>Board's Report to be attached to Financial Statements</b>	183.	<p>a. Every financial statement laid before the Company in General Meeting shall have attached to it a report by the Board with respect to the state of the Company's affairs, the amounts, if any, which it proposes to carry to any reserve either in such Balance Sheet or in a subsequent Balance Sheet and the amount, if any, which it recommends to be paid by way of dividend.</p> <p>b. The report shall, so far as it is material for the appreciation of the state of the Company's affairs by its members and will not in the Board's opinion be harmful to its business or that of any of its subsidiaries, deal with any change which has occurred during the financial year in the nature of the Company's business or that of the Company's subsidiaries and generally in the classes of business in which the Company has an interest and material changes and commitments, if any, affecting the financial position of the Company which has occurred between the end of the financial year of the Company to which the Balance Sheet relates and the date of the report.</p> <p>c. The Board shall also give the fullest information and explanation in its report or in case falling under the provision of Section 134 of the Act in an addendum to that Report on every reservation, qualification or adverse remark contained in the Auditor's Report.</p> <p>d. The Board's Report and addendum, if any, thereto shall be signed by its Chairman if he is authorised in that behalf by the Board; and where he is not authorised, shall be signed by such number of Directors as is required to sign the Financial Statements of the Company under Article 181.</p> <p>e. The Board shall have the right to charge any person not being a Director with the duty of seeing that the provisions of Sub-clauses (a) to (e) of this Article are complied with.</p>
<b>Right of member to copies of Financial Statements</b>	184.	The Company shall comply with the requirements of Section 136.
<b>Annual Returns</b>	185.	The Company shall make the requisite annual return in accordance with Section 92 of the Act.
<b>AUDIT</b>	186.	<p><b>Accounts to be audited</b></p> <p>a. Every Financial Statement shall be audited by one or more Auditors to be appointed as hereinafter mentioned.</p> <p>b. Subject to provisions of the Act, The Company at the Annual General Meeting shall appoint an Auditor or Firm of Auditors to hold office from the conclusion of that meeting until the conclusion of the fifth Annual General Meeting and shall, within seven days of the appointment, give intimation thereof to every Auditor so appointed unless he is a retiring Auditor.</p> <p>c. At every Annual General Meeting, reappointment of such auditor shall be ratified by the shareholders.</p> <p>d. Where at an Annual General Meeting no Auditors are appointed or reappointed, the Central Government may appoint a person to fill the vacancy.</p> <p>e. The Company shall, within seven days of the Central Government's power under Sub-clause (d) becoming exercisable, give notice of that fact to that Government.</p> <p>f. 1. The first Auditor or Auditors of the Company shall be appointed by the Board of Directors within one month of the date of registration of the Company and the Auditor or Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting. Provided that the Company may at a General Meeting remove any such Auditor or all or any of such Auditors and appoint in his or their places any</p>

Title of Articles	Article Number	Content
		<p>other person or persons who have been nominated for appointment by any such member of the Company and of whose nomination notice has been given to the members of the Company, not less than 14 days before the date of the meeting; and</p> <p>2. If the Board fails to exercise its power under this Sub-clause, the Company in General Meeting may appoint the first Auditor or Auditors.</p> <p>g. The Directors may fill any casual vacancy in the office of an Auditor, but while any such vacancy continues, the remaining Auditor or Auditors, if any, may act, but where such a vacancy is caused by the resignation of an Auditor, the vacancy shall only be filled by the Company in General Meeting.</p> <p>h. A person other than a retiring Auditor, shall not be capable of being appointed at an Annual General Meeting unless Special Notice of a resolution for appointment of that person to the office of Auditor has been given by a member to the Company not less than fourteen days before the meeting in accordance with Section 115 of the Act and the Company shall send a copy of any such notice to the retiring Auditor and shall give notice thereof to the members in accordance with Section 190 of the Act and all other provisions of Section 140 of the Act shall apply in the matter. The provisions of this Sub-clause shall also apply to a resolution that retiring Auditor shall be reappointed.</p> <p>i. The persons qualified for appointment as Auditors shall be only those referred to in Section 141 of the Act.</p> <p>j. Subject to the provisions of Section 146 of the Act, the Auditor of the company shall attend general meetings of the company.</p>
<b>Audit of Branch Offices</b>	187.	The Company shall comply with the provisions of Section 143 of the Act in relation to the audit of the accounts of Branch Offices of the Company.
<b>Remuneration of Auditors</b>	188.	The remuneration of the Auditors shall be fixed by the Company in General Meeting except that the remuneration of any Auditor appointed to fill and casual vacancy may be fixed by the Board.
<b>Rights and duties of Auditors</b>	189.	<p>(a) Every Auditor of the Company shall have a right of access at all times to the books of accounts and vouchers of the Company and shall be entitled to require from the Directors and officers of the Company such information and explanations as may be necessary for the performance of his duties as Auditor.</p> <p>(b) All notices of, and other communications relating to any General Meeting of a Company which any member of the Company is entitled to have sent to him shall also be forwarded to the Auditor, and the Auditor shall be entitled to attend any General Meeting and to be heard at any General Meeting which he attends on any part of the business which concerns him as Auditor.</p> <p>(c) The Auditor shall make a report to the members of the Company on the accounts examined by him and on Financial statements and on every other document declared by this Act to be part of or annexed to the Financial statements, which are laid before the Company in General Meeting during his tenure of office, and the report shall state whether, in his opinion and to the best of his information and according to explanations given to him, the said accounts give the information required by this Act in the manner so required and give a true and fair view:</p> <ol style="list-style-type: none"> <li>1. in the case of the Balance Sheet, of the state of affairs as at the end of the financial year and</li> <li>2. in the case of the Statement of Profit and Loss, of the profit or loss for its financial year.</li> </ol> <p>(d) The Auditor's Report shall also state:</p> <ol style="list-style-type: none"> <li>(a) whether he has sought and obtained all the information and explanations which to the best of his knowledge and belief were necessary for the purpose of his audit and if not, the details thereof and the effect of such information on the financial statements;</li> <li>(b) whether, in his opinion, proper books of account as required by law have been kept by the company so far as appears from his examination</li> </ol>

Title of Articles	Article Number	Content
		<p>of those books and proper returns adequate for the purposes of his audit have been received from branches not visited by him;</p> <p>(c) whether the report on the accounts of any branch office of the company audited under sub-section (8) by a person other than the company's auditor has been sent to him under the proviso to that sub-section and the manner in which he has dealt with it in preparing his report;</p> <p>(d) whether the company's balance sheet and profit and loss account dealt with in the report are in agreement with the books of account and returns;</p> <p>(e) whether, in his opinion, the financial statements comply with the accounting standards;</p> <p>(f) the observations or comments of the auditors on financial transactions or matters which have any adverse effect on the functioning of the company;</p> <p>(g) whether any director is disqualified from being appointed as a director under sub-section (2) of section 164;</p> <p>(h) any qualification, reservation or adverse remark relating to the maintenance of accounts and other matters connected therewith;</p> <p>(i) whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls;</p> <p>(j) whether the company has disclosed the impact, if any, of pending litigations on its financial position in its financial statement;</p> <p>(k) whether the company has made provision, as required under any law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts;</p> <p>(l) whether there has been any delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.</p> <p>(e) Where any of the matters referred to in Clauses (i) and (ii) of Sub-section (2) of Section 143 of the Act or in Clauses (a), (b) and (c) of Sub-section (3) of Section 143 of the Act or Sub-clause (4) (a) and (b) and (c) hereof is answered in the negative or with a qualification, the Auditor's Report shall state the reason for such answer.</p> <p>(f) The Auditor's Report shall be read before the Company in General Meeting and shall be open to inspection by any member of the Company.</p>
<b>Accounts whether audited and approved to be conclusive</b>	190.	Every account of the Company when audited and approved by a General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period, the accounts shall forthwith be corrected, and henceforth be conclusive.
<b>Service of documents on the Company</b>	191.	A document may be served on the Company or any officer thereof by sending it to the Company or officer at the Registered Office of the Company by Registered Post, or by leaving it at the Registered Office or in electronic mode in accordance with the provisions of the act.
<b>How documents to be served to members</b>	192.	<p>a) A document (which expression for this purpose shall be deemed to included and shall include any summons, notice, requisition, process, order judgement or any other document in relation to or the winding up of the Company) may be served personally or by sending it by post to him to his registered address or in electronic mode in accordance with the provisions of the act., or (if he has no registered address in India) to the address, if any, within India supplied by him to the Company for the giving of notices to him.</p> <p>b) All notices shall, with respect to any registered shares to which persons are entitled jointly, be given to whichever of such persons is named first in the Register, and notice so given shall be sufficient notice to all the holders of such shares.</p> <p>c) Where a document is sent by post:</p> <p>i. i.service thereof shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice, provided that where a member has intimated to the Company in advance that</p>

Title of Articles	Article Number	Content
		<p>documents should be sent to him under a Certificate of Posting or by Registered Post with or without acknowledgment due and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the documents shall not be deemed to be effected unless it is sent in the manner intimated by the member, and such service shall be deemed to have been effected;</p> <p>a. a.in the case of a notice of a meeting, at the expiration of forty eight hours after the letter containing the notice is posted, and</p> <p>b. b.in any other case, at the time at which the letter should be delivered in the ordinary course of post.</p>
<b>Members to notify address in India</b>	193.	Each registered holder of share(s) shall, from time to time, notify in writing to the Company some place in India to be registered as his address and such registered place of address shall for all purposes be deemed to be his place of residence.
<b>Service on members having no registered address in India</b>	194.	If a member has no registered address in India and has not supplied to the Company an address within India for the giving of notices to him, a document advertised in a newspaper circulating in the neighbourhood of the Registered Office of the Company shall be deemed to be duly served on him on the day on which the advertisement appears.
<b>Service on persons acquiring shares on death or insolvency of members</b>	195.	A document may be served by the Company to the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of deceased or assignees of the insolvent or by any like descriptions at the address, if any, in India supplied for the purpose by the persons claiming to be so entitled or (until such an address has been so supplied) by serving the document in any manner in which the same might have been served if the death or insolvency had not occurred.
<b>Notice valid though member deceased</b>	196.	Any notice of document delivered or sent by post or left at the registered address of any member in pursuance of these presents shall, notwithstanding that such member by then deceased and whether or not the Company has notice of his decease, be deemed to have been duly served in respect of any registered share whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his or on her heirs, executors or administrators, and all other persons, if any, jointly interested with him or her in any such share.
<b>Persons entitled to Notice of General Meeting</b>	197.	<p>Subject to the provisions of Section 101 the Act and these Article s, notice of General Meeting shall be given to;</p> <p>a) every member of the company, legal representative of any deceased member or the assignee of an insolvent member;</p> <p>b) the auditor or auditors of the company; and</p> <p>c) every director of the company.</p> <p>Any accidental omission to give notice to, or the non-receipt of such notice by, any member or other person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting.</p>
<b>Advertisement</b>	198.	<p>a. Subject to the provisions of the Act, any document required to be served on or sent to the members, or any of them by the Company and not expressly provided for by these presents, shall be deemed to be duly served or sent if advertised in a newspaper circulating in the district where the Registered Office of the Company is situated.</p> <p>b. Every person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which previously to his name and address being entered in the Register shall be duly given to the person from whom he derived his title to such share or stock.</p>
<b>Transference, etc. bound by prior notices</b>	199.	Every person, who by the operation of law, transfer, or other means whatsoever, shall become entitled to any share, shall be bound by every document in respect of such share which previously to his name and address being entered in the Register, shall have been duly served on or sent to the person from whom he

Title of Articles	Article Number	Content
		derives his title to the share.
<b>How notice to be signed</b>	200.	Any notice to be given by the Company shall be signed by the Managing Director or by such Director or officer as the Directors may appoint. The signature to any notice to be given by the Company may be written or printed or lithographed.
<b>Authentication of document and proceeding</b>	201.	Save as otherwise expressly provided in the Act or these Articles, a document or proceeding requiring authentication by the Company may be signed by a Director, or the Managing Director or an authorised officer of the Company and need not be under its seal.
<b>Winding up</b>	202.	Subject to the provisions of the Act as to preferential payments, the assets of a Company shall, on its winding-up be applied in satisfaction of its liabilities pari-passu and, subject to such application, shall, unless the articles otherwise provide, be distributed among the members according to their rights and interests in the Company.
<b>Division of assets of the Company in specie among members</b>	203.	If the Company shall be wound up, whether voluntarily or otherwise, the liquidators may, with the sanction of a Special Resolution, divide among the contributories, in specie or kind, and part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them, as the liquidators with the like sanction shall think fit. In case any shares, to be divided as aforesaid involves a liability to calls or otherwise, any person entitled under such division to any of the said shares may, within ten days after the passing of the Special Resolution by notice in writing, direct the liquidators to sell his proportion and pay him the net proceeds, and the liquidators shall, if practicable, act accordingly.
<b>INDEMNITY AND RESPONSIBILITY</b>	204.	<p><b>Directors' and others' right to indemnity</b></p> <p>a. Subject to the provisions of Section 197 of the Act every Director, Manager, Secretary and other officer or employee of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to pay all costs, losses, and expenses (including travelling expenses) which Service of documents on the Company any such Director, officer or employee may incur or becomes liable to by reason of any contract entered into or act or deed done by him or any other way in the discharge of his duties, as such Director, officer or employee.</p> <p>b. Subject as aforesaid, every Director, Manager, Secretary, or other officer/employee of the Company shall be indemnified against any liability, incurred by them or him in defending any proceeding whether civil or criminal in which judgement is given in their or his favour or in which he is acquitted or discharged or in connection with any application under Section 463 of the Act in which relief is given to him by the Court and without prejudice to the generality of the foregoing, it is hereby expressly declared that the Company shall pay and bear all fees and other expenses incurred or incurable by or in respect of any Director for filing any return, paper or document with the Registrar of Companies, or complying with any of the provisions of the Act in respect of or by reason of his office as a Director or other officer of the Company.</p>
	205.	Subject to the provisions of Section 197 of the Act, no Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer, or for joining in any receipt or other act for conformity for any loss or expenses happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for and on behalf of the Company, or for the insufficiency or deficiency of title to any property acquired by order of the Directors for and on behalf of the Company or for the insufficiency or deficiency of any money invested, or for any loss or damages arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation with whom any moneys, securities or effects shall be entrusted or deposited or for any loss occasioned by any error of judgement or oversight on his part of for any loss or damage or misfortune whatever, which shall happen in the execution of the duties of his office or in relation thereto

Title of Articles	Article Number	Content
<b>SECRECY CLAUSE</b>	206.	<p>unless the same happens through his own act or default.</p> <p>a. No member shall be entitled to visit or inspect the Company's works without the permission of the Directors or Managing Director or to require discovery of or any information respecting any details of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process or which may relate to the conduct of the business of the Company and which, in the opinion of the Directors, will be inexpedient in the interests of the Company to communicate to the public.</p> <p>b. Every Director, Managing Director, Manager, Secretary, Auditor, Trustee, Members of a Committee, Officers, Servant, Agent, Accountant or other person employed in the business of the Company, shall, if so required by the Directors before entering upon his duties, or at any time during his term of office sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company and the state of accounts and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of duties except when required so to do by the Board or by any General Meeting or by a Court of Law or by the persons to whom such matters relate and except so far as may be necessary, in order to comply with any of the provisions contained in these Articles.</p>
<b>REGISTERS, INSPECTION AND COPIES THEREOF</b>	207.	<p>a. Any Director or Member or person can inspect the statutory registers maintained by the company, which may be available for inspection of such Director or Member or person under provisions of the act by the company, provided he gives fifteen days notice to the company about his intention to do so.</p> <p>b. Any, Director or Member or person can take copies of such registers of the company by paying ₹ 10 per page to the company. The company will take steps to provide the copies of registers to such person within Fifteen days of receipt of money.</p>
<b>GENERAL AUTHORITY</b>	208.	Wherever in the applicable provisions under the Act, it has been provided that, any Company shall have any right, authority or that such Company could carry out any transaction only if the Company is authorised by its Articles, this regulation hereby authorises and empowers the Company to have such right, privilege or authority and to carry out such transaction as have been permitted by the Act without there being any specific regulation or clause in that behalf in this articles.

## SECTION X – OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of the Draft Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Prospectus, will be delivered to the ROC for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at 508, Iscon Eligance, Nr. Jain Temple Nr. Prahladnagar Pick up Stand, Vejalpur, Ahmedabad – 380 051 from date of filing the Prospectus with ROC to Issue Closing Date on working days from 10.00 a.m. to 5.00 p.m.

#### Material Contracts

1. Memorandum of understanding dated February 27, 2017 between our Company and the Lead Manager.
2. Agreement dated February 28, 2017 between our Company and the Registrar to the Issue.
3. Underwriting Agreement dated February 25, 2017 between our Company, the Lead Manager, and Underwriter.
4. Market Making Agreement dated February 25, 2017 between our Company, Lead Manager and Market Maker.
5. Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated [●].
6. Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated [●].
7. Banker's to the Issue Agreement dated [●] between our Company, the Lead Manager, Escrow Collection Bank and the Registrar to the Issue.

#### Material Documents

1. Certified true copy of the Memorandum and Articles of Association of our Company including certificates of incorporation.
2. Board Resolution dated January 12, 2017 and Special Resolution passed pursuant to Section 62(1)(C) of the Companies Act, 2013 at the EGM by the shareholders of our Company held on January 23, 2017.
3. Statement of Tax Benefits dated February 22, 2017 issued by our Statutory Auditors; by M/s. Ashok K. Bhatt & Co., Chartered Accountants.
4. Copy of Restated Audit report from the peer review certified auditor, Doshi Maru & Associates, Chartered Accountants dated February 25, 2017 included in the Draft Prospectus.
5. Copy of Certificate from M M/s. Ashok K. Bhatt & Co., Chartered Accountants - dated February 22, 2017, regarding the source and deployment of funds as on February 21, 2017.
6. Copy of Interim Financial Statement of the Company for the period ended on October 31, 2016.
7. Copies of Annual reports of the Company for the years ended on March 31,; 2016, 2015, 2014, 2013, 2012.
8. Consents of Directors, Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditors, Peer review Auditor, Legal Advisor to the Issue, Bankers to our Company, Lead Manager, Registrar to the Issue, Underwriter, Market Maker to include their names in the Draft Prospectus to act in their respective capacities.
9. Due Diligence Certificate dated [●] from the Lead Manager.
10. Copy of Board Resolutions dated January 12, 2017 and Ordinary Resolutions dated January 23, 2017 for appointment and fixing of remuneration of Mr. Ghanshyambhai Kumbhani as Chairman and Whole-Time Director and Mr. Jayantibhai Kumbhani as Managing Director and their respective Agreement dated January 30, 2017.
11. Copy of Approval dated [●] from the SME Platform of NSE.

Any of the contracts or documents mentioned in the Draft Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, with the consent of shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

## SECTION XI

### DECLARATION

We, the undersigned, hereby certify and declare that all the relevant provisions of the Companies Act, 1956 / Companies Act, 2013 (to the extent notified) and the guidelines issued by the Government of India or the regulations 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 this Draft Prospectus is contrary to the provisions of the Companies Act, 1956 / Companies Act, 2013 (to the extent notified), the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations issued, as the case may be. We further certify that all statements in this Draft Prospectus are true and correct.

#### Signed by the Directors of the Company:

Name	Designation	Signature
Mr. Ghanshyambhai Kumbhani	Chairman and Whole-Time Director	---- sd ---
Mr. Jayantibhai Kumbhani	Managing Director	---- sd ----
Mr. Mohanbhai Kumbhani	Non Executive Director	---- sd ----
Mr. Jagdish Ajudia	Independent Director	---- sd ----
Mrs. Mamtaben Thumbar	Independent Director	---- sd ----

#### Signed by:

Name	Designation	Signature
Mr. Mukesh Shah	Chief Financial Officer	---- sd ----
Ms. Maitry Doshi	Company Secretary & Compliance Officer	---- sd ----

**Place:** Ahmedabad

**Date:** March 1, 2017

**FORMAT FOR DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY SWASTIKA INVESTMART LIMITED SHALL BE READ AS UNDER:**

**TABLE 1**

Sr. No.	Issue Name	Issue Size (₹ Cr.)	Issue Price (₹)	Listing Date	Opening Price on Listing Date	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 30 <sup>th</sup> Calendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 90 <sup>th</sup> Calendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 180 <sup>th</sup> Calendar Days from Listing
1.	Prolife Industries Limited	4.218	38	January 9, 2017	42.00	11.90 (+6.47%)	-	-

**SUMMARY STATEMENT OF DISCLOSURE**

Financial Year	Total No. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPO trading at discount as on 30 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at premium as on 30 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at discount as on 180 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at premium as on 180 <sup>th</sup> calendar day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2015-16 till date	1	4.218	-	-	-	-	-	1	-	-	-	-	-	-
2014-15	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2013-14	-	-	-	-	-	-	-	-	-	-	-	-	-	-