



WONDER FIBROMATS LIMITED

(CIN- U31900DL2009PLC195174)

Our Company was originally incorporated at Delhi as “Wonder Fibromats Private Limited” on 13th October, 2009 under the provisions of the Companies Act, 1956 vide Certificate of Incorporation issued by the Asst. Registrar of Companies, NCT of Delhi & Haryana. Consequent, upon the conversion of our Company into public limited company, the name of our Company was changed to “Wonder Fibromats Limited” vide fresh certificate of incorporation dated 5th July, 2018 issued by the Registrar of Companies, Delhi. For further details of incorporation, change of name and registered office of our Company, please refer to chapter titled “General Information” and “Our History and Corporate Structure” beginning on pages 54 and page 148 respectively of this Prospectus.

Corporate Identification Number: U31900DL2009PLC195174
Registered Office: 45, Okhla Industrial Estate, Phase-III, New Delhi 110020
Work: Factory at Khasra No. 105-106 Raipur Industrial Area, Bhagwanpur, Roorkee 247667

Tel: 011 66058952

Email: info@wonderfibromats.com **Website:** www.wonderfibromats.com

Contact Person: Ms. Nikita, Company Secretary & Compliance Officer

PROMOTERS OF OUR COMPANY: MR. HARSH KUMAR ANAND, MR. YOGESH ANAND AND MR. YOGESH SAHNI

THE ISSUE

INITIAL PUBLIC ISSUE OF 22,24,000 EQUITY SHARES OF A FACE VALUE OF RS. 10/- EACH (THE "EQUITY SHARES") OF WONDER FIBROMATS LIMITED ("OUR COMPANY" OR "WFL" OR "THE ISSUER") FOR CASH AT A PRICE OF RS. 90/- PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF RS. 80 PER EQUITY SHARE) ("ISSUE PRICE") AGGREGATING TO RS. 2,001.60 LAKHS ("THE ISSUE") OF WHICH 1,12,000 EQUITY SHARES AT AN ISSUE PRICE OF RS. 90 PER EQUITY SHARE AGGREGATING TO RS. 100.80 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER ("MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 21,12,000 EQUITY SHARES OF FACE VALUE OF RS. 10.00 EACH AT AN ISSUE PRICE OF RS. 90 PER EQUITY SHARE AGGREGATING TO RS. 1,900.80 LAKHS IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.55% AND 25.22%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER IX OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 (THE "SEBI (ICDR) REGULATIONS"), AS AMENDED. IN TERMS OF RULE 19(2)(b)(i) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED, THIS IS AN ISSUE FOR AT LEAST 25% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THIS ISSUE IS A FIXED PRICE ISSUE AND ALLOCATION IN THE NET ISSUE TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 253 OF THE SEBI (ICDR) REGULATIONS, AS AMENDED. FOR FURTHER DETAILS, PLEASE REFER CHAPTER TITLED "ISSUE PROCEDURE" BEGINNING ON PAGE 252.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, all potential investors shall participate in the Issue only through an Application Supported by Blocked Amount ("ASBA") process including through UPI mode (as applicable) by providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to the chapter titled "Issue Procedure" beginning on page 252. A copy will be delivered for registration to the Registrar of Companies as required under Section 26 of the Companies Act, 2013.

THE FACE VALUE OF THE EQUITY SHARES IS RS. 10 EACH AND THE ISSUE PRICE IS RS. 90. THE ISSUE PRICE IS 9.00 TIMES OF THE FACE VALUE.

ELIGIBLE INVESTORS

For details in relation to Eligible Investors, please refer to section titled "Issue Procedure" beginning on page 252.

RISK IN RELATION TO THE FIRST ISSUE

This being the first public issue of the Issuer, there has been no formal market for the securities of our Company. The face value of the Equity Shares of our Company is Rs.10 and the Issue price of Rs. 90 per Equity Share. The Issue Price (has been determined and justified by our Company in consultation with the Lead Manager, as stated under chapter titled "Basis for Issue Price" beginning on page 98) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and this Issue, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on page 25.

ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to our Company and this Issue, which is material in the context of this Issue, that the information contained in this 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 Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.

LISTING


The Equity Shares offered through this Prospectus are proposed to be listed on the SME Platform of National Stock Exchange of India Limited ("NSE") ("NSE EMERGE") in terms of the Chapter IX of the SEBI (ICDR) Regulations, as amended from time to time. Our Company has received an approval letter dated November 13, 2018 from NSE for using its name in the Offer Document for listing of our shares on the NSE EMERGE. For the purpose of this Issue, the Designated Stock Exchange will be National Stock Exchange of India Limited ("NSE").

LEAD MANAGER TO THE ISSUE

REGISTRAR TO THE ISSUE



NAVIGANT CORPORATE ADVISORS LIMITED
423, A Wing, Bonanza,
Sahar Plaza Complex,
J B Nagar, Andheri Kurla Road,
Andheri East, Mumbai-400 059
Tel No. +91-22-41204837/49735078
Email Id- navigant@navigantcorp.com
Investor Grievance Email: info@navigantcorp.com
Website: www.navigantcorp.com
SEBI Registration Number: INM000012243
Contact Person: Mr. Sarthak Vijlani



KARVY FINTECH PRIVATE LIMITED
Karvy Selenium Tower B,
Plot 31-32, Gachibowli, Financial District,
Nanakramguda, Hyderabad 500 032
Tel : +91 40 6716 2222
Fax : + 91 40 2343 1551
Website: <https://karisma.karvy.com>
E-mail: einward.ris@karvy.com
Investor Grievance E-mail: wonderfibromats.ipo@karvy.com
Contact Person : Mr. M Murali Krishna
SEBI Registration : INR00000221

ISSUE PROGRAMME

ISSUE OPENS ON: MONDAY, JULY 22, 2019

ISSUE CLOSES ON: WEDNESDAY, JULY 24, 2019

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

This Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies, as amended, supplemented or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Prospectus but not defined herein shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, the SEBI (ICDR) Regulations, the SCRA, the Depositories Act or the rules and regulations made thereunder.

Notwithstanding the foregoing, terms used in of the sections “Statement of Tax Benefits”, “Financial Information of the Company”, “Main Provisions of Articles of Association”, “Basis for Issue Price”, “Our History and Corporate Structure”, “Other Regulatory and Statutory Disclosures” and “Outstanding Litigation and Material Developments” beginning on pages 104, 183, 283, 98, 148, 230 and 217 respectively, shall have the meaning ascribed to such terms in the relevant section.

GENERAL TERMS:

TERMS	DESCRIPTION
“WFL” “the Company”, “our Company” “Wonder” and “Wonder Fibromats Limited “	Wonder Fibromats Limited, a Company incorporated in India under the Companies Act, 1956 having its Registered office at 45, Okhla Industrial Estate, Phase-III, New Delhi - 110020
“we”, “us” and “our”	Unless the context otherwise indicates or implies, refers to our Company
“you”, “your” or “yours”	Prospective investors in this Issue
Our Promoters	Promoters of the Company being Mr. Yogesh Anand, Mr. Yogesh Sahni and Mr. Harsh Kumar Anand
Promoters Group	Companies, Individuals and Entities (other than Companies) as defined under Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018 which is provided in the Section titled “ Our Promoters and Promoters Group ” beginning on page 173 of this Prospectus.

COMPANY RELATED TERMS:

TERMS	DESCRIPTION
AOA/Articles/ Articles of Association	Articles of Association of Wonder Fibromats Limited as amended from time to time
Associate Companies	A body corporate in which any other company has a significant influence, but which is not a subsidiary of the company having such influence and includes a joint venture company.
Auditors/ Statutory Auditors	M/s AYK & Associates, Chartered Accountants
Audit Committee	The Committee of the Board of Directors constituted as the Company’s Audit Committee in accordance with Section 177 of the Companies Act, 2013. For further details, please refer chapter titled “Our Management” beginning on page 154.
Banker to the Issue	ICICI Bank Limited, 1st Floor, 122, Mistry Bhavan, Dinshaw Vachha Road, Backbay Reclamation, Churchgate, Mumbai - 400020

TERMS	DESCRIPTION
Board of Directors / the Board / our Board	The Board of Directors of Wonder Fibromats Limited, including all duly constituted Committees thereof. For further details of our Directors, please refer to section titled " Our Management" beginning on page 154 of this Prospectus.
CMD	Chairman and Managing Director
CIN	Corporate Identification Number.
Chief Financial Officer	The Chief Financial Officer of our Company being Mr. Yogesh Anand.
Companies Act / Act	The Companies Act, 2013 and amendments thereto. The Companies Act, 1956, to the extent of such of the provisions that are in force.
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company being Ms. Nikita.
Depositories Act	The Depositories Act, 2018, as amended from time to time.
Depositories	National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
DIN	Directors Identification Number.
Director(s) / our Directors	The Director(s) of our Company, unless otherwise specified.
ED	Executive Director
Equity Shares	Equity Shares of the Company of Face Value of Rs. 10/- each unless otherwise specified in the context thereof.
Equity Shareholders	Persons/ Entities holding Equity Shares of our Company.
GIR Numbers	General Index Registry Number.
Group Companies/ Group Company	The word "group companies", shall include such companies (other than promoter (s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards, and also other companies as considered material by the board of the issuer as disclosed in "Our Group companies"on page 229 of this Prospectus.
HUF	Hindu Undivided Family.
IBC	The Insolvency and Bankruptcy Code, 2016
IFRS	International Financial Reporting Standards
Independent Director	A Non- executive, Independent Director as per the Companies Act, 2013 and the Listing Regulations
Indian GAAP	Generally Accepted Accounting Principles in India
ISIN	International Securities Identification Number. In this case being - INE02WG01016
IT Act	The Income Tax Act,1961 as amended till date
Key Management Personnel/ KMP	Key Management Personnel of our Company in terms of the SEBI Regulations and the Companies Act, 2013. For details, see section entitled "Our Management" on page 154 of this Prospectus.
JV/ Joint Venture	A commercial enterprise undertaken jointly by two or more parties which otherwise retain their distinct identities.
MD	Managing Director
MOA / Memorandum / Memorandum of Association	Memorandum of Association of Wonder Fibromats Limited as amended from time to time.
Nomination and Remuneration Committee	The Nomination and Remuneration committee of our Board constituted in accordance the Companies Act, 2013.
Non- Executive Director	A Director not being an Executive Director or an Independent Director
NRIs / Non-Resident Indians	A person resident outside India, as defined under FEMA Regulation and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.

TERMS	DESCRIPTION
Peer Review Auditor	Independent Auditor having a valid Peer Review certificate in our case being M/s. Ramanand & Associates, Chartered Accountants.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
RBI Act	The Reserve Bank of India Act, 1934 as amended from time to time.
Registered Office	45, Okhla Industrial Estate, Phase-III, New Delhi - 110020
Reserve Bank of India/RBI	Reserve Bank of India constituted under the RBI Act.
Restated Financial Information	The restated audited financial statements of our Company, which comprises of the restated audited balance sheet, the restated audited profit and loss information and restated audited cash flow information, for years ended March 31, 2019, 2018, & 2017 together with the annexure and notes thereto as disclosed in Section titled “Financial Statements” beginning on page 183 of this Prospectus
RoC/ Registrar of Companies	Registrar of Companies, Delhi
SEBI	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 (ICDR) Regulations /ICDR Regulation/ Regulation	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018, as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Takeover Regulations or SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
SEBI (Venture Capital) Regulations	Securities Exchange Board of India (Venture Capital) Regulations, 1996 as amended from time to time.
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Listing Regulations, 2015 / SEBI Listing Regulations/ Listing Regulations/ SEBI (LODR)	The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
Subsidiary/Subsidiaries	For details of our Subsidiaries, Please refer section titled “Our Promoters and Promoter Group” beginning on page 173 of this Prospectus.
SICA	Sick Industrial Companies (Special Provisions) Act, 1985.
Stakeholder’s Relationship Committee	Stakeholder’s relationship committee of our Company constituted in accordance with the Companies Act, 2013
Stock Exchange	The stock exchanges as disclosed in the Draft Prospectus/Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Issue are proposed to be listed
Sub- Account	Sub- accounts registered with SEBI under the Securities and Exchange Board of India (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
Subscriber to MOA	Initial Subscribers to MOA & AOA being Mr. Brij Mohan Bindal, Mr. Anand Kumar Agarwalla, Mr. Pramod Kumar Shah, Mrs. Kavita Katarika, Mr. Harsh Katarika, Mrs. Pragya Aggarwal and Mr. Kunal Bindal
WTD	Whole-time Director

ISSUE RELATED TERMS:

Terms	Description
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an applicant as proof of registration of the Application.
Allotment/Allot/Allotted	Unless the context otherwise requires, means the allotment of Equity Shares, pursuant to the Issue to the successful applicants.
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchanges
Allottee (s)	A successful applicant to whom the Equity Shares are allotted.
Applicant/ Investor	Any prospective investor who makes an application pursuant to the terms of the Prospectus and the Application form.
Application Amount	The amount at which the Applicant makes an application for the Equity Shares of our Company in terms of Prospectus.
Application Form	The form, whether physical or electronic, used by an Applicant to make an application, which will be considered as the application for Allotment for purposes of this Prospectus.
Application Supported by Block Amount (ASBA)	An application, whether physical or electronic, used by all applicants to make an application authorizing a SCSB to block the application amount in the ASBA Account maintained with the SCSB. Pursuant to SEBI Circular dated November 10, 2015 and bearing Reference No. CIR/CFD/POLICYCELL/11/2015 which shall be applicable for all public issues opening on or after January 01, 2016, all the investors shall apply through ASBA process only.
ASBA Account	Account maintained by the ASBA Investor with an SCSB which will be blocked by such SCSB to the extent of the Application Amount of the ASBA Investor.
ASBA Application Location (s)/ Specified Cities	Cities as specified in the SEBI Circular No. CIR/CFD/DIL/1/2011 dated April 29, 2011, namely, Ahmedabad, Bangalore, Baroda (Vadodara), Chennai, Delhi, Hyderabad, Jaipur, Kolkata, Mumbai, Pune, Rajkot and Surat
Bankers to our Company	Such bank which is disclosed as bankers to our company in the chapter titled "General Information" on page 54 of this Prospectus.
Bankers to the Issue and Refund Banker	Banks which are clearing members and registered with SEBI as Bankers to an Issue and with whom the Public Issue Account will be opened, in this case being ICICI Bank Limited
Banker to the Issue Agreement	Agreement dated June 25, 2019 entered into amongst the Company, Lead Manager, the Registrar and the Banker of the Issue.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful applicants under the issue and which is described in the Section titled " <i>Issue Procedure</i> " beginning on page 252 of the Prospectus.
Broker Centers	Broker centres notified by the Stock Exchanges, where the investors can submit the Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange.
BSE	BSE Limited
Business Day	Monday to Friday (except public holidays).
CAN or Confirmation of Allocation Note	The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange.
Client Id	Client Identification Number maintained with one of the Depositories in relation to demat account

Terms	Description
Collecting Depository Participants or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the LM, the Registrar to the Issue and the Stock Exchange.
Demographic Details	The demographic details of the applicants such as their Address, PAN, name of the applicants father/husband, investor status, Occupation and Bank Account details.
Depository / Depositories	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time, being NSDL and CDSL.
Designated Date	On the Designated Date, the amounts blocked by SCSBs are transferred from the ASBA Accounts to the Public Issue Account and/ or unblocked in terms of the Prospectus
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the Applicant and a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/ . Recognized-Intermediaries or at such other website as may be prescribed by SEBI from time to time
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Application.
Designated RTA Locations	Such locations of the RTAs where Applicant can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. www.nseindia.com
Designated Intermediaries/ Collecting Agent	An SCSB's with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Stock Broker registered with recognized Stock Exchange, a Depository Participant, a registrar to an issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity)
Designated Market Maker	M/s Bhajjee Portfolio Limited
Designated Stock Exchange	The designated stock exchange as disclosed in the Draft Prospectus/Prospectus of the Issuer, NSE
DP	Depository Participant
DP ID	Depository Participant's Identity Number
Draft Prospectus	Draft prospectus dated 14 th September, 2018 issued in accordance with Section 32 of the Companies Act, 2013.
Eligible NRI	A Non Resident Indian in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom this Prospectus will constitute an invitation to subscribe for the Equity Shares.
Equity Shares	Equity Shares of our Company of face value Rs. 10/- each
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity shares issued thereby and who have opened demat accounts with SEBI registered qualified depository participants.
FII/ Foreign Institutional	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional

Terms	Description
Investors	Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First/ Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended
General Information Document (GID)	The General Information Document for investing in public issues prepared and issued in accordance with the circulars (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 notified by the SEBI.
Issue Agreement	The Agreement dated 11 th September, 2018 between our Company and LM
IPO	Initial Public Offering.
Issue / Public Issue / Issue size/ Initial Public Issue / Initial Public Offer/ Initial Public Offering / IPO	The Public Issue 22,24,000 Equity shares of Rs. 10/- each at issue price of Rs. 90/- per Equity share, including a premium of Rs. 80/- per equity share aggregating to Rs. 2,001.60 Lakhs.
Issue Closing Date	The date after which the Lead Manager, Syndicate Member, Designated Branches of SCSBs and Registered Brokers will not accept any Application for this Issue, which shall be notified in a English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations. In this case being July 24, 2019
Issue Opening Date	The date on which the Lead Manager, Syndicate Member, Designated Branches of SCSBs and Registered Brokers shall start accepting Application for this Issue, which shall be the date notified in an English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations. In this case being July 22, 2019.
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants can submit their Applications.
Issue Price	The Price at which the Equity Shares are being issued by our Company under this Prospectus being Rs. 90/- per equity share.
Issue Proceeds	Proceeds to be raised by our Company through this Issue, for further details please refer Section titled " Objects of the Issue " beginning on page 87 of the Prospectus
Listing Agreement	The Equity Listing Agreement to be signed between our Company and NSE.
LM/Lead Manager	Lead Manager to the Issue, in this case being Navigant Corporate Advisors Limited.
Lot Size	1600 Equity Shares
Market Maker	Member Brokers of NSE who are specifically registered as Market Makers with the NSE EMERGE. In our case, M/s Bhaijee Portfolio Limited is the sole Market Marker

Terms	Description
Market Making Agreement	The Market Making Agreement dated 20 th May, 2019 between our Company, Lead Manager and Market Maker
Market Maker Reservation Portion	The reserved portion of 1,12,000 Equity Shares of Rs. 10/- each at an Issue price of Rs. 90/- each aggregating to Rs. 100.80 Lakh to be subscribed by Market Maker in this issue.
Mutual Funds	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 21,12,000 equity Shares of Rs. 10/-each at a price of Rs. 90/- per Equity Share (the "Issue Price"), including a share premium of Rs. 80/- per equity share aggregating to Rs. 1,900.80 (In Lakhs).
Net Proceeds	The Issue Proceeds received from the fresh Issue excluding Issue related expenses. For further information on the use of Issue Proceeds and Issue expenses, please refer to the Chapter titled " Objects of the Issue " beginning on page 87 of this Prospectus.
Non-Institutional Investors	Investors other than Retail Individual Investors, NRIs and QIBs who apply for the Equity Shares of a value of more than Rs. 2,00,000/-
NSE	National Stock Exchange of India Limited (the Designated Stock Exchange)
Other Investor	Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Overseas Corporate Body/ OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue.
Prospectus	The prospectus, filed with the ROC in accordance with the provisions of Section 26 of the Companies Act, 2013, containing, <i>inter alia</i> , the Issue Price will be determined before filing the Prospectus with RoC
Public Issue Account	Account opened with the Bankers to the Issue to receive monies from the SCSBs from the bank account of the Applicant, on the Designated Date.
Qualified Institutional Buyers/ QIBs	A Mutual Fund, Venture Capital Fund, Alternative Investment Fund and Foreign Venture Capital Investor registered with the SEBI, a foreign portfolio investor other than Category III foreign portfolio investor, registered with the Board; a public financial institution as defined in Section 2(72) of the Companies Act, 2013; a scheduled commercial bank; a multilateral and bilateral development financial institution; a state industrial development corporation; an insurance company registered with the Insurance Regulatory and Development Authority; a provident fund with minimum corpus of Rs. 25.00 Crore; a pension fund with minimum corpus of Rs. 25.00 Crore; National Investment Fund set up by resolution No. F. No. 2/3/2005 - DDII dated November 23, 2005 of the Government of India published in the Gazette of India, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India and systemically important non-banking financial companies.
Registrar/ Registrar to the Issue/ RTA/ RTI	Registrar to the Issue being Karvy Fintech Private Limited (formerly Karvy Computershare Private Limited).
Registrar Agreement	The agreement dated 11 th September, 2018 entered into between our

Terms	Description
	Company, and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Registered Broker	Individuals or companies registered with SEBI as “Trading Members”(except Syndicate/Sub-Syndicate Members) who hold valid membership of either BSE or NSE having right to trade in stocks listed on Stock Exchanges, through which investors can buy or sell securities listed on stock exchanges, a list of which is available on https://www.bseindia.com/members/MembershipDirectory.aspx?expandable=2 or http://www.nseindia.com/membership/content/cat_of_mem.htm
Regulations	SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended from time to time.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI (ICDR) Regulations, 2018.
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.
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s).
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 DATED November 10, 2015 issued by SEBI.
SEBI SAST / SEBI (SAST) Regulations	SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
Self Certified Syndicate Bank(s) / SCSB(s)	Banks which are registered with SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 and offer services of ASBA, including blocking of bank account, a list of which is available http://www.sebi.gov.in/pmd/scsb.pdf
SME Platform of NSE/ Stock Exchange/ EMERGE	The SME platform of NSE for listing of Equity Shares
SEBI(PFUTP) Regulations /PFUTP Regulations	SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003
Transaction Registration Slip / TRS	The slip or document issued by the member of the Syndicate or an SCSB (only on demand) as the case may be, to the Applicant as proof of registration of the Application.
Underwriters	M/s Navigant Corporate Advisors Limited and M/s Bhaijee Portfolio Limited
Underwriting Agreement	The Agreement dated 20 th May, 2019 entered between the Underwriters.
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
Working Day	Any day, other than Saturdays or Sundays, on which commercial banks in India are open for business, provided however, for the purpose of the time period between the Issue Opening Date and listing of the Equity Shares on the Stock Exchanges, “Working Days” shall mean all trading days excluding Sundays and bank holidays in India in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016.

INDUSTRY RELATED TERMS/TECHNICAL TERMS:

Term	Description
CAGR	Compound Annual Growth Rate
ASSOCHAM	Associated Chambers of Commerce and Industry
ERW	Electric Resistance Welded
HF	High Frequency
M/T, MT	Metric Ton
MOU	Memorandum of Understanding
EBITDA	Earnings Before Interest, Tax, Depreciation & Amortization
BIS	Bureau of Indian Standards
BLDC	Brushless Direct Current
BRUSHLESS DC	Brushless Direct Current
CEA	Central Electricity Authority
CRC SHEET	Cold Rolled Close
CNC MACHINE	Computer Numerical Control Machine
FY	Financial Year
CLRA	The Contract Labour (Regulation and Abolition) Act, 1970
GER	Gross Enrolment Ratio
GAAR	General anti-avoidance rule
INTERNAL CC ROAD	Internal Cement Concrete Road
ITW	Illinois Tool Works
ERDA	Electrical Research and Development Association
DIPP	Department of Industrial Policy and Promotion
IMF	International Monetary Fund
INR	Indian Rupee
ISO	International Organization for Standardization
Mn	Million
OEM	Original Equipment Manufacturer
ODM	Original Design Manufacturing
PMSM	Permanent Magnet Synchronous Motor
PMG	Project Monitoring Group
RPM	Revolutions Per Minute
SHS	square hollow sections
RBI	Reserve Bank of India
SCH	Single cross hybrid
USA	United States of America
WEO	World Economic Outlook

ABBREVIATIONS:

ABBREVIATION	FULL FORM
ACS	Associate Company Secretary
A/C	Account
AGM	Annual General Meeting
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
A.Y.	Assessment Year
AOA	Articles of Association

ABBREVIATION	FULL FORM
ASBA	Application Supported by Blocked Amount
B.Com	Bachelor of Commerce
BG/LC	Bank Guarantee / Letter of Credit
BIFR	Board for Industrial and Financial Reconstruction
B.Sc.	Bachelor of Science
B. Tech.	Bachelor of Technology
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CB	Controlling Branch
CC	Cash Credit
CENVAT	Central Value Added Tax
C. A.	Chartered Accountant
CIN	Corporate Identification Number
CST	Central Sales Tax
CAIIB	Certified Associate of the Indian Institute of Bankers
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
C.S.	Company Secretary
DGFT	Directorate General of Foreign Trade
DIN	Director Identification Number
DIPP	Department of Industrial Policy & Promotion
DP	Depository Participant
DP ID	Depository Participant's Identification Number
DNB	Diplomat of National Board
ECS	Electronic Clearing System
EBIDTA	Earnings before Interest, Depreciation, Tax and Amortisation
EGM / EOGM	Extra Ordinary General Meeting of the shareholders
EPFA	The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
EPS	Earnings per Equity Share
ESOP	Employee Stock Option Plan
ESIC	Employee's State Insurance Corporation
FCNR Account	Foreign Currency Non Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time and the regulations issued there under.
FII	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time
FPIs	"Foreign Portfolio Investor" means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities And Exchange Board Of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act, 1992
FIs	Financial Institutions.
FIPB	Foreign Investment Promotion Board, Department of Economic Affairs, Ministry of Finance, Government of India
FY / Fiscal	The period of twelve (12) months ended on March 31 of that particular year
FV	Face Value
FVCI	Foreign Venture Capital Investors registered with SEBI under the SEBI

ABBREVIATION	FULL FORM
	(Foreign Venture Capital Investor) Regulations, 2000.
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
Gol/ Government	Government of India
HUF	Hindu Undivided Family
HNI	High Net Worth Individual
i.e.	That is
IFRS	International Financial Reporting Standards
IRDA	Insurance Regulatory and Development Authority
Indian GAAP	Generally Accepted Accounting Principles in India
I. T. Act	The Income Tax Act, 1961, as amended.
IT Authorities	Income Tax Authorities
I. T. Rules	The Income Tax Rules, 1962, as amended, except as stated otherwise
INR / Rs./ Rupees	Indian Rupees, the legal currency of the Republic of India
IPO	Initial Public Offer
KMP	Key Managerial Personnel
LM	Lead Manager
MICR	Magnetic Ink Character Recognition
Mn	Million
MNC	Multi National Company
MOA	Memorandum of Association
MOF	Ministry of Finance, Government of India
MoU	Memorandum of Understanding
MBA	Master's in Business Administration
N.A.	Not Applicable
NAV	Net Asset Value
No.	Number
NR	Non Resident
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
NECS	National Electronic Clearing System
NEFT	National Electronic Fund Transfer
NOC	No Objection Certificate
NRE Account	Non-Resident (External) Account
NRO Account	Non-Resident (Ordinary) Account
NI Act	Negotiable Instruments Act, 1881
OCB	Overseas Corporate Bodies
p.a	Per annum
PAC	Persons Acting in Concert
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
Pvt	Private
P/E Ratio	Price/Earnings Ratio
QIB	Qualified Institutional Buyer
RBI	The Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934, as amended from time to time
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement Indian Rupees, the official currency of the

ABBREVIATION	FULL FORM
	Republic of India
SARFAESI	The Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts Regulations Rules, 1957
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI (Venture Capital) Regulations	Regulations Securities Exchange Board of India (Venture Capital) Regulations, 1996 as amended from time to time
Sec.	Section
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
SME	Small And Medium Enterprises
STT	Securities Transaction Tax
TAN	Tax Deduction Account Number
TRS	Transaction Registration Slip
TIN	Taxpayers Identification Number
USD/ \$/ US\$	The United States Dollar, the legal currency of the United States of America
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
USD/US\$/ \$	United States Dollar, the official currency of the Unites States of America
VAT	Value added tax
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India
w.e.f	With effect from
YoY	Year on Year

CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND MARKET DATA AND CURRENCY OF FINANCIAL PRESENTATION

Certain Conventions

All references in the Prospectus to “India” are to the Republic of India. All references in the Prospectus to the “U.S.”, “USA” or “United States” are to the United States of America.

In this Prospectus, the terms “we”, “us”, “our”, the “Company”, “our Company”, “Wonder”, and “WFL”, and, unless the context otherwise indicates or implies, refers to Wonder Fibromats Limited. In this Prospectus, unless the context otherwise requires, all references to one gender also refers to another gender and the word “Lac / Lakh” means “one hundred thousand”, the word “million (mn)” means “Ten Lac / Lakh”, the word “Crore” means “ten million” and the word “billion (bn)” means “one hundred crore”. In this Prospectus, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off.

Use of Financial Data

Unless stated otherwise, throughout this Prospectus, all figures have been expressed in Rupees and Lakh. Unless stated otherwise, the financial data in the Prospectus is derived from our financial statements prepared and restated for financial year ended 31st March 2019, 2018 and 2017 and in accordance with Indian GAAP, the Companies Act and SEBI (ICDR) Regulations, 2018 included under Section titled “**Financial Statements**” beginning on page 183 of this Prospectus. Our Company doesn’t have subsidiary(ies). Accordingly, financial information relating to us is presented on Standalone basis. Our fiscal year commences on April 1 of every year and ends on March 31st of every next year.

There are significant differences between Indian GAAP, the International Financial Reporting Standards (“IFRS”) and the Generally Accepted Accounting Principles in the United States of America (“U.S. GAAP”). Accordingly, the degree to which the Indian GAAP financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practice and Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Prospectus should accordingly be limited. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

Any percentage amounts, as set forth in “**Risk Factors**”, “**Business Overview**”, “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” and elsewhere in the Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Review Auditor, set out in section titled “**Financial Statements**” beginning on page 183 of this Prospectus.

For additional definitions used in this Prospectus, see the section “**Definitions and Abbreviations**” on page 2 of this Prospectus. In the section titled “**Description of Equity shares and terms of the Articles of Association**”, on page 283 of the Prospectus defined terms have the meaning given to such terms in the Articles of Association of our Company.

Use of Industry & Market Data

Unless stated otherwise, industry and market data and forecast used throughout the prospectus was obtained from internal Company reports, data, websites, Industry publications report as well as Government Publications. Industry publication data and website data generally state that the information contained

therein has been obtained from sources believed to be reliable, but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

Although, we believe industry and market data used in the Prospectus is reliable, it has not been independently verified by us or the LM or any of their affiliates or advisors. Similarly, internal Company reports and data, while believed by us to be reliable, have not been verified by any independent source. 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 market and industry sources.

In accordance with the SEBI (ICDR) Regulations, the section titled “*Basis for Issue Price*” on page 98 of the Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the LM, have independently verified such information.

Currency of Financial Presentation

All references to “Rupees” “Rs.” or “INR” or “`” are to Indian Rupees, the official currency of the Republic of India. Except where specified, including in the section titled “*Industry Overview*” throughout the Prospectus all figures have been expressed in thousands, Lakhs/Lakhs, Million and Crore.

Any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Conditions and Results of Operation*” on page 25, 119 and 208 in the Prospectus, unless otherwise indicated, have been calculated based on our restated respectively financial statement prepared in accordance with Indian GAAP.

The Prospectus contains conversion of certain US Dollar and other currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the SEBI (ICDR) Regulations. These conversions should not be construed as a representation that those US Dollar or other currency amounts could have been, or can be converted into Indian Rupees, at any particular rate.

FORWARD LOOKING STATEMENTS

This Prospectus includes certain “forward-looking statements”. We have included statements in the Prospectus which contain words or phrases such as “will”, “aim”, “is likely to result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions, that are “forward-looking statements”. Also, statements which describe our strategies, objectives, plans or goals are also forward looking statements.

All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe 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. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

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

For further discussion of factors that could cause our actual results to differ, see the Section titled “**Risk Factors**”; “**Our Business**” and “**Management’s Discussion and Analysis of Financial Position and Results of Operations**” beginning on page 25, 119 and 208 respectively of the Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

Neither our Company, our Directors, our Officers, Lead Manager and Underwriter nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the Lead Manager will ensure that investors in India are informed of material developments until such time as the grant of listing and trading permission by the Stock Exchange for the Equity Shares allotted pursuant to this Issue.

SECTION II - SUMMARY OF PROSPECTUS

PRIMARY BUSINESS OF THE COMPANY

Ceiling and exhaust fans are important electro mechanic devices used in every household and commercial space adding value to the living interiors in terms of looks and air comfort. Fans have today become a necessity and not just a luxury.

We are a fully integrated end-to-end product and solution suite to the original sellers of the fans wherein we provide start to end solutions for fan sellers including sourcing, manufacturing, quality testing and packaging. We manufacture and supply fans to many well-known companies in India, which in turn distribute these products under their own brands.

Our Company was originally incorporated at Delhi as “Wonder Fibromats Private Limited” on 13th October, 2009 under the provisions of the Companies Act, 1956 vide Certificate of Incorporation issued by the Registrar of Companies, NCT of Delhi & Haryana. Consequent upon the conversion of our Company into public limited company, the name of our Company was changed to “Wonder Fibromats Limited” vide fresh Certificate of Incorporation dated July 5, 2018 issued by the Registrar of Companies, Delhi.

Our Company is engaged in the manufacturing of ceiling fans, exhaust, pedestal and brushless DC (BLDC) fans. All the parts & components of the fans are tested stringently at our in-house quality management lab to ensure their flawless performance. Moreover, various R&D activities are conducted by our professionals to remain abreast of the latest market requirements and competition. Apart from this, we have also set up a client-satisfaction cell which is supervised by our quality check (QC) department that reviews the complaints regarding our products directly from clients.

At Wonder Fibromats Limited, we manufacture and supply a wide range of ceiling, exhaust, pedestal and BLDC fans in various attractive designs and patterns, which are known for their high performance and low power consumption in the market. Our range of fans is available in different designs, colours and has superior gloss finishes that add grace to the decor of the surroundings. We also manufacture these fans as per specification of our clients which include well-known companies which are selling under their own brands in India.

Our fans are manufactured in accordance with the strict industrial standards and these extra durable ceiling, exhaust, pedestal and BLDC fans are known for their features such as superior strength, fine finish, and make us the one of the established fans manufacturers in India.

We believe that we have continuously diversified our product portfolio to keep pace with changing consumer trends and development in technology.

The table below sets out our sales volume across our key product portfolio for the period indicated:

Sr. No.	Product/ Vertical	Installed Capacity P.A (in Units)	Sales for the period ended 31 st March 2019](in Units)	% sale of the Installed Capacity
1.	Ceiling Fans	48.00 Lakhs	32.49 Lakhs	67.69
2.	Exhaust Fans	4.80 Lakhs	2.47 Lakhs	51.46
3.	Pedestal Fans	3.00 Lakhs	0.65 Lakhs	21.67
4.	BLDC Fans	1.20 Lakhs	0.36 Lakhs	30.00

In line with our focus to provide end to end product solutions, we have done backward integration of our major manufacturing processes by developing in-house capabilities for blade fabrication, cover & rotor

machining on automatic CNC machines, copper winding of stators, sanding, buffing, pre-treatment using nano technology, powder coating on a fully conveyORIZED & automatic paint-shop using robotic arm reciprocators, liquid painting for high end metallic finishes on a fully conveyORIZED, semi-automatic paint-shop and assembly. We believe that this improves our cost efficiency, reduces dependency on third party suppliers and gives better control on production time and quality of critical components used in manufacturing of the products.

Our in-house R&D team, apart from undertaking aesthetic, electrical and mechanical design and component engineering, also assists our customers in cost reduction through value engineering. This enables us to address consumer requirements across geographies, introduce new and unique products in the market and enhance existing products with emerging technologies.

Our R&D Facilities include the following:

1. Computer Aided designing tools like AutoCAD, ProE etc.;
2. Fully functional Lab for testing & validation of design;
3. Semi-Automatic Air Delivery Chamber with Imported Anemometer;
4. Access to all in-house processes like CNC Machining, Automatic Winding Shop, Press Shop for Blade Fabrication, Paint-Shops etc.

We have state-of-the-art manufacturing facility which is strategically located at Khasra No. 105-106, Raipur Industrial Area, Bhagwanpur, Roorkee-247667, meeting all the quality requirements of our customers. Our manufacturing facility has been accredited with quality management system and environmental management system, certificate for compliance with ISO 9001:2015 & ISO 14001:2015 requirements respectively. Further, few of our products are also compliant with quality standards issued by the Bureau of Indian Standards and our facility is BIS approved for using ISI mark on qualifying products. For further details, refer to the sub-section titled *“Our Manufacturing Facilities” on page 126 of the Prospectus*. We are also in the process of setting up a new manufacturing facility in Hyderabad for an estimated production capacity of manufacturing 24,00,000 fans per annum presuming 300 operating days in a year and single Shift (12 Hours)-working basis. For more details, please refer the chapter titled *“Objects of the Issue” on page 87 of the Prospectus*.

For detailed information on our business activities, please refer to section titled *“Our Business”* on page 119 of this Prospectus.

SUMMARY OF INDUSTRY IN WHICH THE COMPANY IS OPERATING

Manufacturing has emerged as one of the high growth sectors in India. Prime Minister of India, Mr. Narendra Modi, had launched the ‘Make in India’ program to place India on the world map as a manufacturing hub and give global recognition to the Indian economy. India is expected to become the fifth largest manufacturing country in the world by the end of year 2020*.

The Gross Value Added (GVA) at basic current prices from the manufacturing sector in India grew at a CAGR of 4.34 per cent during FY12 and FY18 as per the second advance estimates of annual national income published by the Government of India. Quarterly GVA at basic prices from manufacturing sector grew by 10.92 per cent in the third quarter of FY18. Under the Make in India initiative, the Government of India aims to increase the share of the manufacturing sector to the gross domestic product (GDP) to 25 per cent by 2022, from 16 per cent, and to create 100 million new jobs by 2022. Business conditions in the Indian manufacturing sector continue to remain positive.

With the help of Make in India drive, India is on the path of becoming the hub for hi-tech manufacturing as global giants such as GE, Siemens, HTC, Toshiba, and Boeing have either set up or are in process of

setting up manufacturing plants in India, attracted by India's market of more than a billion consumers and increasing purchasing power.

Cumulative Foreign Direct Investment (FDI) in India's manufacturing sector reached US\$ 73.70 billion during April 2000-December 2017.

India has become one of the most attractive destinations for investments in the manufacturing sector.

The Indian market is estimated at 2.5 million fans per month and it is growing at about 10% per annum.

India has large number of manufacturing plants located across the country and producing world class fans.

Infact the export of fans from India has doubled in the last few years and are a testimony to the quality and development of the Indian fan Industry.

The distribution of fans in India is also well developed with over 1,00,000 selling points for fans, across the country covering towns right upto the 5th population.

The fan industry has taken significant steps to ensure consumer satisfaction and leading brands not only provide good quality but also back this up with good after sales service.

For more details please refer chapter titled "Industry Overview" beginning on page 106 of this Prospectus.

NAME OF PROMOTERS

The Promoters of our Company is Mr. Harsh Kumar Anand, Mr. Yogesh Anand and Mr. Yogesh Sahni. For detailed information on our Promoters and Promoters' Group, please refer to Chapter titled "Our Promoters and Promoters' Group" on page 173 of this Prospectus.

SIZE OF THE ISSUE

Our Company is proposing the Initial Public Issue of 22,24,000 Equity Shares of face value of Rs.10 each for cash at a price of Rs. 90 per Equity Share including a Share Premium of Rs. 80 per Equity Share (the "issue price") aggregating to Rs. 2,001.60 Lakhs ("the issue") of which 1,12,000 Equity Shares of face value of Rs. 10 each for cash at a price of Rs. 90 per Equity Share including a Share Premium of Rs. 80 per Equity Share aggregating to Rs. 100.80 Lakhs 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. 21,12,000 Equity Shares of face value of Rs. 10 each at a price of Rs. 90 per Equity Share including a Share Premium of Rs. 80 per Equity Share aggregating to Rs. 1,900.80 lakhs is herein after referred to as the "Net Issue". The Issue and the Net Issue will constitute 26.55% and 25.22% respectively of the Post Issue Paid up Equity Share Capital of our Company.

OBJECT OF THE ISSUE

The details of proceeds of the Issue are set out in the following table:

Particulars	Estimated Amount (Rs.in Lakhs)
To finance the Expenditure towards Acquisition of Land, Site Development and Other Civil Work.	440.00
To Acquire the Plant & Machinery	290.00

Particulars	Estimated Amount (Rs.in Lakhs)
To part finance the requirement of Incremental Working Capital	900.00
To meet General corporate purposes To meet General corporate purposes	235.84
To meet the expenses of the Issue	135.76
Total	2,001.60

For detailed information on the “Objects of the Issue”, please refer to section titled “Objects of the Issue” on page 87 of this Prospectus.

AGGREGATE PRE-ISSUE SHAREHOLDING OF THE PROMOTER AND PROMOTER GROUP AS A PERCENTAGE OF THE PAID-UP SHARE CAPITAL OF OUR COMPANY

Aggregate Pre-Issue Shareholding of the Promoter and Promoter as a percentage of the paid-up share capital of our Company.

Particulars	Pre Issue	
	No. of Shares	%
Promoter:		
Mr. Yogesh Anand	9,87,300	16.05
Mr. Yogesh Sahni	5,88,300	9.56
Mr. Harsh Kumar Anand	9,78,300	15.90
Promoter Group		
Mr. Jatin Anand	10,20,000	16.58
Mr. Siddhant Sahni	6,15,000	10.00
Ms. Neerja Sahni	4,92,000	8.00
Mr. Samarth Sahni	3,07,500	5.00
Mr. Karan Anand	5,12,250	8.33
Mr. Rohit Anand	5,12,250	8.33
TOTAL	60,12,900	97.75

FINANCIAL DETAILS

Following are details as per the restated financial statements for past three years and stub period in tabular format:

(Rs. in Lakhs except EPS and NAV per share)

Sr. No.	Particulars	For the year ended on		
		March 31, 2019	March 31, 2018	March 31, 2017
1.	Share Capital	615.15	205.05	205.05
2.	Net worth	2001.25	1,362.77	562.42
3.	Revenue from operations	30,663.90	29,371.22	16,562.95
4.	Profit After Tax	613.84	797.30	509.16
5.	Earnings Per Share - Basic (Rs.)	9.98	38.88	24.83
6.	Earnings Per Share - Diluted (Rs.)	9.98	38.88	24.83
7.	NAV per Equity Shares	32.53	66.46	27.43
8.	Total Borrowings (As per Restated Balance Sheet)*	2,325.22	3,338.04	2,084.85

QUALIFICATIONS OF AUDITORS

The Restated Financial Statements do not contain any qualification requiring adjustments by the Auditors.

OUTSTANDING LITIGATIONS

S.No.	Outstanding Litigations	Amount (in Lakhs)
1.	Pending Litigations involving our Company, our directors, our promoters	NIL

For detailed information on the “Outstanding Litigations”, please refer to section titled “Outstanding Litigations and Material Developments” on page 217 of this Prospectus.

RISK FACTORS

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 or does SEBI guarantees the accuracy or adequacy of this document.

Specific attention of the investors is invited to the section titled “Risk Factors” beginning on page 25 of this Prospectus.

CONTINGENT LIABILITIES

There are no the Contingent Liabilities of the Company for financial years ended on March 31, 2019, 2018 and 2017.

For detailed information on the Contingent Liabilities on our Company, please refer chapter titled “Financial Statements” beginning on page 183 of this Prospectus.

RELATED PARTY TRANSACTIONS

STATEMENT OF DETAILS OF RELATED PARTY TRANSACTIONS

(Rs. In Lakhs)

Particulars	Relationship	Name	31.03.19	31.03.18	31.03.17
REVENUE ITEMS :					
Salaries & Remuneration Interest					
--Salary	Director	Yogesh Anand	28.00	32.00	11.00
	Director	Harsh Anand	28.00	32.00	11.00
	Director	Yogesh Sahni	28.00	32.00	11.00
	Director	Rohit Anand	10.50	12.00	11.00
	Director	Jatin Anand	10.50	12.00	11.00
	Director	Karan Anand	10.50	12.00	11.00
	Director	Siddhant Sahni	10.50	12.00	11.00

Particulars	Relationship	Name	31.03.19	31.03.18	31.03.17
Sales to	Group Company	Uttaranchal Industries	496.79	401.24	151.51
	Group Company	Quality Components	55.25	23.85	21.82
	Group Company	Gurutech Industries LLP	107.57	48.12	6.46
	Group Company	Maa Durga Steel	---	---	---
	Group Company	Stamping & More LLP	12.00	---	---
	Group Company	Guru Technologies Pvt. Ltd.	0.15	0.25	---
	Director	Rohit Anand	---	---	---
	Director	Siddhant Sahni	---	---	---
	Director's Relative	Neerja Sahni	---	---	---
	Director's Relative	Rakesh Sahni	---	---	---
Purchases from	Group Company	Uttaranchal Industries	2067.68	4786.77	84.72
	Group Company	Quality Components	1241.59	1081.77	461.08
	Group Company	Guru Paper Cartons Pvt. Ltd.	---	---	178.93
	Group Company	Maa Durga Steel	---	---	---
	Group Company	Stamping & More LLP	1184.82	---	---
Rent Paid to	Group Company	Guru Technologies Pvt. Ltd.		3.11	0.58
Production Consultancy paid to	Director Relative	Umesh Anand		---	---
NON REVENUE ITEMS :					
Loan Repaid	Director	Yogesh Anand	---	600.70	245.45
	Director	Harsh Anand	35.00	81.59	189.50
	Director	Yogesh Sahni	27.35	62.00	64.50
	Director	Jatin Anand	---	1.50	---
	Director	Karan Anand	---	1.50	---
	Director	Siddhant Sahni	---	1.50	---
	Group Company	Uttaranchal Industries	---	---	---
	Group Company	Maa Durga Steel	---	---	---
	Group Company	GSA International	10.00	5.00	---
Loan Given		NIL	---	---	
Interest Given	Group Company	Guru Technologies Pvt. Ltd.	0.36	---	
Loan Taken	Director	Yogesh Anand	35.00	600.70	143.95

Particulars	Relationship	Name	31.03.19	31.03.18	31.03.17
	Director	Harsh Anand	72.00	100.00	75.00
	Director	Yogesh Sahni	90.00	---	50.00
	Director	Jatin Anand	---	1.50	---
	Director	Karan Anand	---	1.50	---
	Director	Siddhant Sahni	---	1.50	---
	Group Company	Uttaranchal Industries	---	---	---
	Group Company	Maa Durga Steel	---	---	---
	Group Company	GSA International	---	15.00	---
	Group Company	Guru Technologies Pvt. Ltd.	45.00	---	---
Loan Received Back		NIL		---	---
Equity Contribution					
	Director	Yogesh Anand	---	---	---
	Director	Harsh Anand	---	---	---
	Director	Yogesh Sahni	---	---	---

FINANCING ARRANGEMENTS

The promoters, members of the promoter group, the directors of the company which is a promoter of the issuer, the directors of the issuer and their relatives 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 period of six months immediately preceding the date of this Prospectus.

WEIGHTED AVERAGE PRICE & COST OF ACQUISITION

Weighted average price at which the Equity Shares were acquired by our Promoters in Last One Year:

Name of the Promoter	No. of Shares held	Average cost of Acquisition (in Rs.)
Mr. Yogesh Anand	6,58,200	N.A.
Mr. Yogesh Sahni	3,92,200	N.A.
Mr. Harsh Kumar Anand	6,52,200	N.A.

* The Weighted Average Price for Equity Shares acquired during last one year has been calculated by taking into account the amount paid by the Promoter to acquire, by way of fresh issuance or transfer, the Equity Shares and the net cost of acquisition has been divided by total number of shares acquired during last one year.

AVERAGE COST OF ACQUISITIONS OF SHARES FOR PROMOTERS*

Name of the Promoters	No. of Shares held	Average cost of Acquisition (in Rs.)
Mr. Yogesh Anand	9,87,300	5.10
Mr. Yogesh Sahni	5,88,300	6.35

Name of the Promoters	No. of Shares held	Average cost of Acquisition (in Rs.)
Mr. Harsh Kumar Anand	9,78,300	5.12

*The average cost of acquisition of Equity Shares by our Promoters has been calculated by taking into account the amount paid by them to acquire, by way of fresh issuance or transfer, the Equity Shares less amount received by them for the sale of Equity Shares through transfer, if any and the net cost of acquisition has been divided by total number of shares held as on date of the Prospectus.

PRE-IPO PLACEMENT

Our Company does not contemplate any issuance or placement of Equity Shares from the date of this Prospectus till the listing of the Equity Shares.

ISSUE OF SHARE FOR CONSIDERATION OTHER THAN CASH

Our Company has not issued any equity shares for consideration other than cash during last one year except as mentioned below:

Date of Allotment	Number of Equity Shares	Name of the Allottees	Relationship with the Promoters	Reasons for the Allotment	Face Value (in Rs.)	Issue Price (in Rs.)
10.08.2018	41,01,000	Please refer list of allottees as per NOTE A mentioned below	Promoter, Promoter Group and Non Promoters	Captisation of Reserve to broad base the capital of the Company	10	NA

NOTE A:

- A. Bonus Issue of 41,01,000 Equity Shares of face value of Rs. 10 each in the ratio of 2 (two) equity shares for every 1 (one) equity share held as per the details given below:-

S.No.	Name of the Allottees	Number of Equity Shares
1	Mr. Yogesh Anand	6,58,200
2	Mr. Yogesh Sahni	3,92,200
3	Mr. Harsh Kumar Anand	6,52,200
4	Mr. Jatin Anand	6,80,000
5	Mr. Siddhant Sahni	4,10,000
6	Ms. Neerja Sahni	3,28,000
7	Mr. Samarth Sahni	2,05,000
8	Mr. Karan Anand	3,41,500
9	Mr. Rohit Anand	3,41,500
10	M/s Mediment Global Tour and Travels LLP	92,400
	Total	41,01,000

SPLIT / CONSOLIDATION

No Split or Consolidation was happened during the last one year.

SECTION III

RISK FACTORS

An investment in Equity Shares involves a high degree of risk. prospective investors should carefully consider all the information in this Prospectus, particularly the “Financial Statements” and the related notes, “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 173, 119 and 208 respectively and the risks and uncertainties described below, before making a decision to invest in our Equity Shares.

The risk factors set forth below are not exhaustive and do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Equity Shares. This section addresses general risks associated with the industry in which we operate and specific risks associated with our Company. Any of the following risks, individually or together, could adversely affect our business, financial condition, results of operations or prospects, which could result in a decline in the value of our Equity Shares and the loss of all or part of your investment in our Equity Shares.

While we have described the risks and uncertainties that our management believes are material, these risks and uncertainties may not be the only risks and uncertainties we face. Additional risks and uncertainties, including those we currently are not aware of or deem immaterial, may also have an adverse effect on our business, results of operations, financial condition and prospects.

This Prospectus 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 certain factors, including the considerations described below and elsewhere in this Prospectus. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors below. However, there are risk factors the potential effects of which are not quantifiable and therefore no quantification has been provided with respect to such risk factors. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Issue, including the merits and the risks involved.

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

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

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence the same has not been disclosed in such risk factors. Unless otherwise stated, the financial information of the Company used in this section is derived from our financial statements under Indian GAAP, as restated in this Prospectus. Unless otherwise stated, we are not in a position to specify or quantify the financial or other risks mentioned herein.

In this Prospectus, 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” beginning on page 25 and “Management Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 208 unless otherwise indicated, has been calculated on the basis of the amount disclosed in the “Audited Financial Statements, as restated” prepared in accordance with the Indian Accounting Standards.

For capitalized terms used but not defined in this chapter, refer to the chapter titled “Definitions and Abbreviations” beginning on page 2 of this Prospectus. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another.

INTERNAL RISK FACTORS:

1. There are certain Tax proceedings pending involving our Company, Promoter Group Company.

There are certain income tax e-proceedings for AY 2017-18 and AY 2018-19 under section 143 (3) and 143(1)(a) of Income Tax Act, 1961 which are open and the liability, if any, cannot be crystallised at this moment. Also, there are certain income tax e-proceedings for AY 2017-18 and AY 2018-19 under section 143 (3) and 143(1)(a) of Income Tax Act, 1961 against our one of the Promoter group Companies, M/s Uttranchal Industries which are open and the liability, if any, cannot be crystallised at this moment. Also, In respect of M/s Uttranchal Industries, there is demand of Rs. 51,850 for AY 2010-11, Rs. 10,080 for AY 2016-17 and Rs. 48,36,390 for AY 2017-18 under section 143(3) of Income Tax Act, the proceeding in respect thereof are open and liability, if any, cannot be crystallised at this moment. Also, Deposit of TDS by M/s M/s Uttranchal Industries are pending in respect of FY 2007-08, 2008-09, 2009-10, 2011-12, 2012-13, 2013-14, 2016-17 and 2017-18 for Rs. 53,730, 2,22,320, 11,810, 3,120, 2,960, 30, 2,290 and 710.

These proceedings may have an impact on our corporate image, reputation, customer relationships, divert the attention of our management and Promoter and waste our corporate resources. If we are unable to neutralize the impact of these proceedings effectively or efficiently, we may suffer damage to our reputation and relationships with our customers, lenders, suppliers and communities and experience delays or cost overruns. Our business, prospects, financial condition and results of operation could be adversely affected as a result.

For more details, please refer chapter “Outstanding Litigations and Material Developments” on page 217 of this prospectus.

2. Our manufacturing operations at our Manufacturing Facility Situated at Factory at Khasra No. 105-106 Raipur Industrial Area, Bhagwanpur, Roorkee 247667 are critical to our business and any shutdown of our manufacturing facilities may have an adverse effect on our business, results of operations and financial condition.

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

If our Company experience delays in production or shutdowns at our facility due to any reason, including disruptions caused by disputes with its workforce or any external factors, our Company’s operations will be significantly affected, which in turn would have a material adverse effect on its business, financial condition and results of operations. Further, continuous addition of industries in

and around our manufacturing facilities without commensurate growth of its infrastructural facilities may put pressure on the existing infrastructure therein, which may adversely affect our business.

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

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

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

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

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

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

The capacity of our current plant is not fully utilized. Even though the capacity utilization of our plant situated at Factory at Khasra No. 105-106 Raipur Industrial Area, Bhagwanpur, Roorkee 247667 is upto 63.11% at present during the FY 2018-19 which was lesser than the utilisatin in FY 2017-18, the capacities of our products has not been fully utilized at this plant. For more details, please refer chapter "Our Business" on page 119 of this prospectus.

Further, we propose to fully utilize our production capacities in coming years based on our estimates

of market demand and profitability. In the event of nonmaterialization of our estimates and expected order flow for our product and/or failure of optimum utilization of our capacities, due to factors including adverse economic scenario, change in demand or for any other reason, our capacities may not be fully utilized thereby impairing our ability to fully absorb our fixed cost and may adversely impact our financial performance.

- 6. We intend to set up a new manufacturing facility at Hyderabad to expend our Production and the Company is in process of setting up the manufacturing unit. Any failure to succeed in setting up the new manufacturing unit may have an adverse effect on our financial performance.**

Our Company is already established in manufacturing of various types of Fans and in view of growing need of our products, Our Company has decided to expend the production by setting up a new manufacturing unit at Hyderabad for which our Company has already identified the land, however, the Plant and Machinery are yet to be installed at the plant. For more details of our projects, please refer the chapter “objects of the issue” on page 87 of this Prospectus. We may be unsuccessful or delay in installation of required plant and Machinery for the new manufacturing unit and we cannot provide you with any assurances as to the timing and amount of any returns or benefits that we may receive from new manufacturing facility. Any delay of setting up the same may delay to delay returns on the investment put into and thus may negatively affect our profitability, business, financial condition, results of operations, cash flows and prospects.

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

Our Company has entered into related party transactions with our Promoter, Directors and the Promoter Group aggregating to Rs. 5,606.56 Lakhs during the financial year 2018-19. While our Company believes that all such transactions have been conducted on the arms length basis, there can be no assurance that it could not have been achieved on more favorable terms had such transactions not been entered into with related parties.

Furthermore, it is likely that our Company will enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation. For further details, please refer to Financial Information on page 183 of Prospectus.

- 8. Since our Company is manufacturing the Fans for few well known established Companies. Our historical revenues have been significantly dependent on few customers. If our customers choose not to source their requirements from us, our business, financial condition and results of operations may be adversely affected.**

Our top 10 customers have contributed over 96.05% of our revenues for the period ended 31st March, 2019. Any decline in our quality standards, growing competition and any change in the demand by these customers may adversely affect our ability to retain them. We cannot assure that we shall generate the same quantum of business, or any business at all, from these customers, and loss of business from one or more of them may adversely affect our revenues and profitability.

However, the composition and revenue generated from these clients might change as we continue to add new clients in normal course of business. We intend to retain our customers by offering solutions to address specific needs in a proactive, cost effective and time efficient manner. This helps us in providing better value to each customer thereby increasing our engagement with our new and existing customer base that presents a substantial opportunity for growth.

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

Our Promoter Group Entities namely Gurutech Industries LLP, Stamping & More LLP, Y & Y Appliances Private Limited, J.M.A Manufacturing Private Limited, Guru Technologies Private Limited, Greha Engineers & Chemicals Private Ltd, Uttranchal Industries, Quality Components, GSA International are authorized to carry out business similar to that of our Company. As a result, conflicts of interests may arise in allocating business opportunities amongst our Company and our Group Entities in circumstances where our respective interests diverge. In cases of conflict, our Promoters may favour other companies in which our Promoters have interests. There can be no assurance that our Promoters or our Group Entities or members of the Promoter Group will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. Any such present and future conflicts could have a material adverse effect on our reputation, business, results of operations and financial condition.

10. The Promoter Group of our Company does not include Late Lajpat Rai Anand, Late Leela Anand, Late Ved Prakash Kakkar, Late Shanti Kakkar and Late Suresh Kakkar, Late Bhagat Ram Walia, Late Krishan Parkash Sahni, Late Uma Sahni, Late Prem Chand Duggal, Mr. Umesh Anand, Mr. Punesh Anand, Mrs. Sushma Vij, Mrs. Renu Malhotra, Mr. Narinder Kakkar, Mrs. Astha Anand, Smt. Brij Bhagat Walia, Mrs. Uma Ahllu Walia, Mrs. Usha Librehan, Mr. Yogender Walia, Mr. Sandeep Walia, Mr. Pradeep Walia, Mr. Sanjay Walia, Mr. Pravesh Sahni, Mr. Rakesh Sahni, Mr. Samarath Sahni, Mrs. Kamla Duggal, Mrs. Aruna Malhan, Mr. Karuna Rai and/ or their entity(ies) in which they may have an interest.

The Promoter Group of our Company does not include certain relatives of our promoters, namely, Late Lajpat Rai Anand, Late Leela Anand, Late Ved Prakash Kakkar, Late Shanti Kakkar and Late Suresh Kakkar, Late Bhagat Ram Walia, Late Krishan Parkash Sahni, Late Uma Sahni, Late Prem Chand Duggal, Mr. Umesh Anand, Mr. Punesh Anand, Mrs. Sushma Vij, Mrs. Renu Malhotra, Mr. Narinder Kakkar, Mrs. Astha Anand, Smt. Brij Bhagat Walia, Mrs. Uma Ahllu Walia, Mrs. Usha Librehan, Mr. Yogender Walia, Mr. Sandeep Walia, Mr. Pradeep Walia, Mr. Sanjay Walia, Mr. Pravesh Sahni, Mr. Rakesh Sahni, Mr. Samarath Sahni, Mrs. Kamla Duggal, Mrs. Aruna Malhan, Mr. Karuna Rai and/ or their entity(ies) in which they may have an interest.

Mr. Harsh Kumar Anand, one of the promoters has confirmed that Late Lajpat Rai Anand, Late Leela Anand, Late Ved Prakash Kakkar, Late Shanti Kakkar and Late Suresh Kakkar are not alive and they are not treated as part of Promoter Group and the disclosures made in this Prospectus are limited to the extent of Information that has been made available in relation to these relatives.

Mr. Yogesh Anand, one of the promoters has confirmed that Late Lajpat Rai Anand, Late Leela Anand, Late Bhagat Ram Walia are not alive and they are not treated as part of Promoter Group and the disclosures made in this Prospectus are limited to the extent of Information that has been made available in relation to these relatives.

Mr. Yogesh Sahni, one of the Promoters has confirmed that Late Krishan Parkash Sahni, Late Uma Sahni, Late Prem Chand Duggal are not alive and they are not treated as part of Promoter Group and the disclosures made in this Prospectus are limited to the extent of Information that has been made available in relation to these relatives.


Also, Our Promoters have provided a confirmation, other members of the promoter group namely, Mr. Umesh Anand, Mr. Punesh Anand, Mrs. Sushma Vij, Mrs. Renu Malhotra, Mr. Narinder Kakkar, Mrs. Astha Anand, Smt. Brij Bhagat Walia, Mrs. Uma Ahllu Walia, Mrs. Usha Librehan, Mr. Yogender Walia, Mr. Sandeep Walia, Mr. Pradeep Walia, Mr. Sanjay Walia, Mr. Pravesh Sahni, Mr. Rakesh Sahni, Mr. Samarath Sahni, Mrs. Kamla Duggal, Mrs. Aruna Malhan, Mr. Karuna Rai and/ or their entity(ies) in

which they may have an interest are not included in the promoter group. The Promoters have also confirmed that they do not have any financial interest in the Company and do not own shareholding in Wonder Fibromats Limited and are also not involved in the business of Wonder Fibromats Limited, directly or indirectly and apart from the said confirmation, there are no formal disassociation arrangements between them.

11. The Registered Office of our Company are not owned by us.

We operate from our registered office situated at 45, Okhla Industrial Estate, Phase-III, New Delhi 110020. The same has been taken on lease from M/s Aroma Medica, to use the place situated at 45, Okhla Industrial Estate, Phase-III, New Delhi 110020 as registered office vide agreement dated 9th May, 2018 for a period 3 years commencing from 18th June, 2018. Any discontinuance of facility to use the office will lead us to locate any other premises. Our inability to identify the new premises may adversely affect the operations, finances and profitability of our Company.

For further details please refer to section titled Our Business on page 119 of this Prospectus.

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

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

For further details please refer to section titled Government & Other Approvals on page 225 of this Prospectus.

13. The average cost of acquisition of Equity Shares by our Promoter may be less than the Issue Price.

The average cost of acquisition of Equity Shares by our Promoters may be less than the Issue Price. The details of average cost of acquisition of Equity Shares acquired by our Promoters is set out below:

Name of the Promoter	No. of Shares held	Average cost of Acquisition (in Rs.)
Mr. Yogesh Anand	9,87,300	5.10
Mr. Yogesh Sahni	5,88,300	6.35
Mr. Harsh Kumar Anand	9,78,300	5.12

**The average cost of acquisition of our Equity Shares by our Promoters has been calculated by taking into account the amount paid by them to acquire, by way of fresh issuance or transfer, the Equity Shares, including the issue of bonus shares, if any, to them. The average cost of acquisition of our Equity Shares by our Promoters has been reduced due to the issuance of bonus shares to them, if any. For more information, please refer to the section titled "Capital Structure" on page 62.*

14. Information relating to our production capacities and the historical capacity utilization of our production facilities included in this Prospectus is based on certain assumptions and has been subjected to estimates of our management, and accordingly, our 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 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. 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 Prospectus. For further information, see the section titled Our Business on page 119.

15. Our operating results may fluctuate from period to period or be subject to seasonality which may affect our business and financial condition.

Our Company is in Original Equipment Manufacturers (OEM) business and manufactures Fans and our operating results may fluctuate due to some of the principal factors including the following:

- Our Customers' sales and future business prospect, purchasing patterns and inventory adjustments;
- Terms and conditions of the contractual arrangements entered into with customers;
- Our effectiveness in managing manufacturing processes and inventory management;
- Breakdown, failure, or substandard performance of equipment and our ability to repair them thereby reducing the impact on manufacturing process;
- Changes in demand for our products;
- Our ability to make optimal use of available manufacturing capacity;
- Technological changes and changes in manufacturing processes;
- Changes in the cost and availability of labour, raw materials and components and which affect our margins and our ability to meet delivery schedules;
- Our ability to manage the timing of our component purchases so that components are available when needed for production, while avoiding the risks of purchasing inventory in excess of immediate production needs;
- Timing of new technology development and the qualification of this technology by our customers;
- New product introductions and delays in developing the capability to produce new products;
- Our ability to obtain financing in a timely manner; and
- Local conditions and events that may affect our production volumes, such as labour conditions and political instability.

The occurrence of any such or other problems could materially and adversely affect our business, financial condition, and results of operation. Thus, it is possible that in some future period our operating results or growth rate may be below the expectations of investors. In addition, sales of consumer-related products may be subject to seasonality. We generally experience lean period of sales and production from July to November in a year. We expect that our ongoing operations will continue to be materially affected by seasonality in our results of operations.

- 16. We do not hold any patents or other form of intellectual property protection in relation to our manufacturing processes, and our inability to maintain the integrity and secrecy of our manufacturing processes may adversely affect our business.**

Our research and development efforts are primarily directed towards developing new and more innovative product lines as well as new and more efficient production processes that are typically applicable to the current range of products we manufacture. Like our competitors, we possess extensive technical knowledge about our products. Our know-how may not be adequately protected by intellectual property rights such as patent registration. We employ a high level of automation in our production processes, which result in high productivity and quality.

We also rely in part on mutual trust for protection of our trade secrets and confidential information relating to our manufacturing processes. It is our policy to take precautions to protect our trade secrets and confidential information against breach of trust by our employees, consultants, customers and suppliers and our agreements with employees incorporate confidentiality provisions. However, it is possible that unauthorized disclosure of our trade secrets or confidential information may occur. We cannot assure you that we will be successful in the protection of our trade secrets and confidential information. Our manufacturing processes may not be eligible for intellectual property protection and others may be able to use the same or similar automation in production processes, thereby undermining any competitive advantage we may have derived from such processes and adversely affecting our financial condition and results of operations.

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

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

(In Lakhs.)

Particulars	31.03.2019	31.03.2018	31.03.2017
Net Cash flow from Operative activities	2,225.46	(851.65)	811.95
Net Cash Flow from investing activities	(1,196.21)	(373.35)	(229.56)
Net Cash Flow from Financing activities	(1,025.28)	1,235.31	(632.52)
Net Cash Flow for the Year	3.97	10.31	(50.13)

- 18. Our inability to effectively manage our growth or to successfully implement our business plan and growth strategy could have an adverse effect on our business, results of operations and financial condition.**

We have experienced significant growth over the past three years and we have significantly expanded our operations and product portfolio. As per our Restated Standalone Financial Statements, we have achieved 4.40% growth in Total Revenue of the Company of Rs. 30,801.59 Lakhs in fiscal year ended March, 2019, we achieved a growth of 77.73% in Total revenue of the Company of Rs. 29,486.85 Lakhs in fiscal ended March 31, 2018. We cannot assure you that our growth strategy will continue to be successful or that we will be able to continue to expand further, or at the same rate.

The success of our business will depend greatly on our ability to effectively implement our business and growth strategy. Our growth strategy involves focusing on production of wide range of fans, expansion of our current product portfolio, adopting new technologies in the manufacturing process, expanding our manufacturing initiative. For further details, refer Our Business on page 119.

Our success in implementing our growth strategies may be affected by:

- Our ability to identify trends and demands in the industry in which we operate, and develop new and more customized products;
- our ability to identify new markets;
- acceptance by our target consumer base of our new products;
- our ability to maintain the quality of our products;
- our ability to increase our existing consumer base;
- the general condition of the Indian and global economy; and
- changes in the Indian or international regulatory environment applicable to us.

Few of these factors are beyond our control and there is no assurance that we will succeed in implementing our strategy. Separately, our growth strategy involves adoption of advanced technologies to firm up our production processes, and expansion of our manufacturing initiative, which could lead to an increase in our operating expenses, hinder our ability to produce optimal quantities of our products and lower our brand image and reputation. There can be no assurance that we will be able to execute our strategy on time and within our estimated budget, or that our expansion and development plans will increase our profitability. Any of these factors could adversely impact our results of operations. We cannot assure you that we will not face any such time or cost overruns in respect of implementation of our strategies in the future. Further, we expect our growth strategy to place significant demands on our management, financial and other resources and require us to continue developing and improving our operational, financial and other internal controls. Our inability to manage our business and implement our growth strategy could have a material adverse effect on our business, financial condition and profitability.

- 19. Any delay or default in payment from our customers could result in the reduction of our profits and affect our cash flows. consequently, we face the risk of the uncertainty regarding the receipt of these outstanding amounts. Accordingly, we have and may continue to have high levels of outstanding receivables.**

For the Fiscal Years 2017, 2018 & 2019, our trade receivables were Rs. 4,110.34 Lakhs, Rs. 8,964.38 & Rs. 8,046.25 Lakhs respectively, which constituted 24.81%, 30.40% & 26.12% (on an annualized basis), respectively, of our total restated standalone revenues for the same periods, respectively. If our customers delay or default in making these payments, our profits margins and cash flows could be adversely affected.

- 20. Our Trade Payables at the end of the Financial Year 2018-2019 constitute more than 50% of the Total of Balance Sheet items.**

Our Trade Payable at the end of the financial year 2018-19 stands at Rs. 8,201.45 Lakhs out of Total Liabilities of Rs. 13,038.37 Lakhs which constitute 62.90% of the total of Balance sheet items. Increase in more trade payable reflects the favourable terms w.r.t. credit period from our suppliers to the Company. However, on the other hand delay in payment to Suppliers may lead disruption in supply of material. Any such disruption to obtain high- quality materials in a timely and cost effective manner may adversely affect our production, results of operations and financial conditions.

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

In the 12 months prior to the date of filing of the Prospectus, the Company had allotted 41,01,000 Equity Shares on 10th August, 2018 as bonus shares to its existing shareholders. For more details on the issuance of same, please see "Capital Structure" on page 62 of this Prospectus.

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

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

M/S G.N. HOSTELS PRIVATE LTD:

Amount In Lakhs.

Particulars	31 st March, 2018	31 st March, 2017	31 st March, 2016
Profit/(Loss) After Tax	37.24	11.30	(0.91)

M/S GREHA ENGINEERS & CHEMICALS PRIVATE LTD

Amount In Lakhs.

Particulars	31 st March, 2018	31 st March, 2017	31 st March, 2016
Profit/(Loss) After Tax	(0.21)	(6.14)	(0.14)

M/S J.M.A MANUFACTURING PRIVATE LIMITED

Amount In Lakhs.

Particulars	31 st March, 2018	31 st March, 2017	31 st March, 2016
Profit/(Loss) After Tax	8.53	4.96	(2.62)

M/S GURUTECH INDUSTRIES LLP

Amount In Lakhs.

Particulars	31 st March, 2018	31 st March, 2017	31 st March, 2016
Profit/(Loss) After Tax	(56.56)	(4.81)	N.A.

M/S GSA INTERNATIONAL

Amount In Lakhs.

Particulars	31 st March, 2018	31 st March, 2017	31 st March, 2016
Profit/(Loss) After Tax	(75.67)	(7.90)	9.06

23. Our cost of production is exposed to fluctuations in the prices of Raw materials.

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

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

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

25. Improper handling, processing or storage of our raw materials or products, or spoilage of and damage to such raw materials and products, could damage our reputation and have an adverse effect on our business, results of operations and financial condition.

Our raw materials as well as the products that we manufacture are subject to risks during their manufacture, or storage. Although, raw materials procured by us are extensively tested at our facilities, we cannot assure you that quality tests conducted by us will be accurate at all times. Any shortcoming in the production or storage of our products due to negligence, human error or otherwise, may damage our products and result in noncompliance with applicable quality standards. Any allegation that our products do not match requisite quality standards could damage our reputation, adversely affect our sales and result in legal proceedings being initiated against us, irrespective of whether such allegations have any factual basis.

We sell our products, directly to customers and if the products sold by those customers are found to be faulty on account of our products, our customers may return our goods, terminate their relationships with us and initiate legal proceedings against us. We cannot assure you that we will not be subject to such product liability claims in the future. Should any of our products be perceived or found to be faulty, we may be subject to regulatory action, product recalls and our reputation, business, results of operations and financial condition may be adversely affected.

We may also be exposed to liability from consumers for defects in the quality of our products, which may be occasioned by manufacturing defects or contamination, spoilage or damage to our raw materials. Significant product liabilities could adversely affect our reputation, sales revenues and results of operations.

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

We believe that the Indian Electrical and Home Appliance industry faces competitive pressures in recruiting and retaining skilled and unskilled labour. Our industry being labour intensive is highly dependent on labour force for carrying out its business operations. Shortage of skilled/unskilled personnel or work stoppages caused by disagreements with employees could have an adverse effect on our business and results of operations.

India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment. We are also subject to laws and regulations governing relationships with employees, in such areas as minimum wage and maximum working hours, overtime, working conditions, hiring and terminating of employees and work permits. Such disruptions may adversely affect our business and results of

operations, reputation and may also divert the management's attention and result in increased costs. Although our employees are not currently unionized, there can be no assurance that they will not unionize in the future. If our employees unionize, it may become difficult for us to maintain flexible labour policies, and we may face the threat of labour unrest, work stoppages.

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

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

- a. Environment (Protection) Act, 1986
- b. Air (Prevention and Control of Pollution) Act, 1981
- c. Water (Prevention and Control of Pollution) Act, 1974
- d. Hazardous Waste Management & Handling Rules, 2008
- e. other regulations promulgated by the Ministry of Environment and Forests and the Pollution Control Boards of the state of Maharashtra

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

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

28. We are subject to stringent labour laws or other industry standards and any strike, work stoppage or increased wage demand by our employees or any other kind of disputes with our employees could adversely affect our business, financial condition and results of operations.

Our manufacturing activities are labour-intensive. As of March 31, 2019, we had 673 permanent employees engaged across various operational and business divisions. We are subject to a number of stringent labour laws that protect the interests of our workers, including legislation that stipulates rigorous procedures for dispute resolution and retrenchment of workers and imposes financial obligations on employers. We may experience labour unrest and lock out and other labour action, which may have an adverse impact on our operations, and if not resolved in a timely manner, could lead to disruptions in our operations. We cannot guarantee that we will not experience any strike, work stoppage or other industrial action in the future and any such event could adversely affect our business, results of operation and financial condition. Further, our third-party raw material suppliers may experience strikes or other labour disruptions and shortages that could affect our operations, possibly for a significant period of time, result in increased wages, shortage in manpower and other costs and otherwise have a material adverse effect on our business, results of operations or financial condition. Additionally, our inability to recruit employees, in particular skilled employees and retain our current workforce could have a material adverse effect on our business, financial condition and profitability.

Furthermore, certain recent changes, and proposed changes to Indian labour laws could adversely affect our business. For instance, a recent amendment to the Payment of Bonus Act, 1965, has, inter alia, increased the eligibility ceiling for bonus payments to employees of factories and certain other establishments from Rs. 10,000 per month to Rs. 21,000 per month. The GoI also proposes to enact the Code on Industrial Relations Bill, 2015 and the Labour Code on Wages Bill, 2015, which seeks to consolidate all existing labour legislation in the country (including the Minimum Wages Act, 1948) into distinct codes dealing with industrial relations, wages, social security, industrial safety and welfare. Furthermore, the Ministry of Labour and Employment, GoI has recently proposed an amendment to Indian contract labour legislation that will increase the minimum wage of contract labourers to 10,000 per month. Any such changes, if implemented, could adversely affect our operating margins, manufacturing operations, cash flows and results of operations.

29. We sometimes appoint contract labour for carrying out certain of our operations and we may held responsible for paying the wages of such workers, if the independent contractors through whom such workers are hired default on their obligations, and such obligations could have an adverse effect on our results of operations and financial condition.

In order to retain flexibility and control costs, we appoint independent contractors who in turn engage on site contract labour for performance of certain of our projections. Although we do not engage these labour directly. We may be held responsible for any wage payments to be made to such labour in the event of default by such independent contractor. Any requirement to fund their wage requirements may have an adverse impact on our results of operations and financial condition. In addition, under the contract labour Act, we may be required to absorb a number of such contract labour as permanent employees. Accordingly, any such order from a regulatory body or court may have an adverse effect on our business, results of operations and financial condition. The Company is taking necessary steps to ensure to follow all legal requirements in this regards.

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

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

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

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

32. Our Company may purchase second hand machinery from the IPO proceeds.

Our Company is setting up a new manufacturing unit at Hyderabad for which our Company has already identified the land, however, the Plant and Machinery are yet to be installed at the plant.

Our Company may purchase of some second hand Plant and Machinery or which have been used by earlier manufacturer due to economical in cost and its effectiveness. Since, the said Plant and Machineries have not been identified till date, the details of the same could not be provided in the prospectus.

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

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

Further, these permits, licenses and approvals are subject to several conditions, and our Company cannot assure that it shall be able to continuously meet such conditions and this may lead to cancellation, revocation or suspension of relevant permits/ licenses/ approvals, which may affect our business adversely. For more information about the licenses required in our business and the licenses and approvals applied for renewal and approvals yet to apply, please refer section "Government and other statutory approvals" appearing on page 225 of this Prospectus.

34. We could be harmed by employee misconduct or errors that are difficult to detect and any such incidences could adversely affect our financial condition, results of operations and reputation.

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

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

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

the rate of customers. Any failure by us to retain or attract customers may adversely impact our business and revenues.

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

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

37. 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.

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

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

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

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

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

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

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

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

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

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

We have provided security in respect of loans / facilities availed by us from banks and financial institutions by creating a charge over our immovable property. The total amounts outstanding and payable by us as secured loans were Rs. 2,067.66 lakhs as on 31st March, 2019. In the event we default in repayment of the loans / facilities availed by us and any interest thereof, our properties may be subject to forfeiture by lenders, which in turn could have significant adverse effect on business, financial condition or results of operations. For further details of secured loans of our Company, please refer the chapter titled *Financial Statements* on page 183 of this Prospectus.

43. Unsecured loans taken by our Company from related parties can be recalled by the lenders at any time.

As on March 31, 2019, our Company has unsecured loans amounting to Rs. 257.56 lakhs from related parties that are repayable on demand to the relevant lender. Further, some of these loans are not repayable in accordance with any agreed repayment schedule and may be recalled by the relevant lender at any time. Any such unexpected demand or accelerated repayment may have a material adverse effect on the business, cash flows and financial condition of the borrower against which repayment is sought. Any demand from lenders for repayment of such unsecured loans, may adversely affect our cash flows. For further details of unsecured loans of our Company, please refer the chapter titled *Financial Information* on page 183 of this Prospectus.

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

Our Company may incur penalties or liabilities for non compliance with certain provisions including lapsed/ made delay in certain filings and/or errorness filing/ Non Filing of eforms under Company Act

applicable to it and Non Registration of Rent Agreement in the past years. Such non compliances/delay Compliances /errorness filing/ Non Filing/Non Registration may incur the penalties or liabilities which may affect the results of operations and financial conditions.

45. Name of Company i.e. Wonder Fibromats Limited is not reflecting the business activities of the Company.

Our Company is engaged in Manufacturing of Fans, however the name of the Company i.e. Wonder Fibromats Ltd is not reflecting its business activities. Any potential customer may not be able to understand the business activities of the Company and thus may result in losing of potential business revenue. Since, the Company was originally incorporated with the name as “Wonder Fibromats Private Limited” with one of the objects of carrying on the business of “processing and manufacturing of synthetic yarn, polyester fiber, polypropylene, polyester wadding mattress, pillows etc.” Subsequently, the objects of the Company were changed to manufacture the fans among others. However, the name of the Company was not changed since the same and over the years the same has been established among our customer.

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

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

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

Our major customers include well known Companies of fans & home appliances which are selling under their own brands in India. All our customers are well respected players in one or more product categories offered by us. Many of our client contracts can be terminated with or without cause by providing notice and without termination-related penalties. Additionally, most of clients carry no commitment to a specific volume of business or future work. Our business is dependent on the decisions and actions of our customers, and there are a number of factors relating to our clients that are outside our control that might result in the termination of an assignment or the loss of a client, including a demand for price reductions. Therefore our business may be adversely affected if any of our contracts are terminated by our customers.

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

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

of our management team or other key personnel.

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

While Original Equipment Manufacturer (“OEM”) sales continue to be a major source of our revenue, we plan to gradually expand our share of the ODM model of manufacturing. As an ODM, we control the entire manufacturing cycle of a product from the initial stage of designing and are responsible for all the aspects of manufacturing, including planning and sourcing of raw materials and components. Under ODM, we sell our products to companies who in turn distribute these products under their own brand to end users, however, warranties with respect to defects in raw materials and workmanship affecting normal use of products are provided by us. The ODM model of business requires additional investment in R&D as well as working capital but provides higher margins as compared to the OEM model.

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

Also our Customers are big names in the industry and may their own start their manufacturing and may discontinue sourcing our products or may lower sourcing our products and ultimately it may adversely impact our revenue and financial position.

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

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

We have maintained insurance coverage of our assets and accident policies as specified in section titled Insurance Policies on page 137 of the Prospectus. We believe that the insurance coverage maintained, would reasonably cover all normal risks associated with the operation of our business, however, there can be no assurance that any claim under the insurance policies maintained by us will be met fully, in part or on time. In the event we suffer loss or damage that is not covered by insurance or exceeds our insurance coverage, our results of operations and cash flow may be adversely affected.

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

After completion of the Issue, our Promoters and Promoter Group will collectively own 71.79 % 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.

52. Our Promoter, Directors and Key Managerial Personnel of our Company may have interests in us other than reimbursement of expenses incurred or normal remuneration or benefits.

Our Promoters are interested in us to the extent of any transactions entered into or their shareholding and dividend entitlement in us. Our Directors are also interested in us to the extent of remuneration paid to them for services rendered as our Directors and reimbursement of expenses payable to them. Our Directors and Promoters, Mr. Harsh Kumar Anand, Mr. Yogesh Anand and Mr. Yogesh Sahni have given personal guarantees for our borrowings to secure our loans. Our Directors may also be interested to the extent of any transaction entered into by us with any other company or firm in which they are directors or partners or in their individual capacity. For further details, refer related party transactions on page 204 respectively.

53. Some of our secretarial records are not traceable.

Some of our secretarial filings for Striking off documents of M/s. Gurutech Electro Systems Private Limited and M/s JM Plastics Private Limited & related Certificates and the sale documents of M/s Maa Durga Steel are not traceable. Due to the absence of these records, our management has not been in a position to assess whether our Company has complied with its statutory obligations and disclosure in the Prospectus is limited to the extent of information available.

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

As per SEBI (ICDR) Regulations, 2018 appointment of monitoring agency is required only for Issue size above Rs. 10,000 Lakhs. Hence, we have not appointed a monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the NSE and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

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

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

56. The Objects of the Issue for which funds are being raised, are based on our management estimates and any bank or financial institution or any independent agency has not appraised the

same. The deployment of funds in the project is entirely at our discretion, based on the parameters as mentioned in the chapter titles “Objects of the Issue”.

The fund requirement and deployment, as mentioned in the “Objects of the Issue” on page 87 of this Prospectus is based on the estimates of our management and has not been appraised by any bank or financial institution or any other independent agency. These fund requirements are based on our current business plan. We cannot assure that the current business plan will be implemented in its entirety or at all. In view of the highly competitive and dynamic nature of our business, we may have to revise our business plan from time to time and consequently these fund requirements. The deployment of the funds as stated under chapter “Objects of the Issue” is at the discretion of our Board of Directors and is not subject to monitoring by any external independent agency.

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

- 57. The Objects of the Issue for which funds are being raised, are based on our management estimates and the Quotations/Estimates etc taken by Our Company from various vendors/suppliers as mentioned in the chapter titles “Objects of the Issue”.**

The fund requirement as mentioned in the “Objects of the Issue” on page 87 of this Prospectus is based on the estimates of our management and the Quotations/Estimates taken by our Company from various vendors/suppliers as mentioned in the Chapter titles “Objects of the Issue”. The fund requirements are based on the management estimates and those quotations/estimates. However, We cannot assure that vendors/suppliers will supply the services/products as per Quotations/Estimates. In case of any revision of Prices of quotations/estimates, we may have to revise our business plan and consequently these fund requirements may be changed. Any such variance may delay our business plans and/or may have an adverse bearing on our expected revenues and earnings.

- 58. We have not independently verified certain data in this Prospectus.**

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

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

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

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

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

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

Under current Indian tax laws, capital gains arising from the sale of equity shares within 12 months in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if Securities Transaction Tax ("STT"), is paid on the transaction. STT is levied on and collected by a domestic stock exchange on which equity shares are sold. Any gain realized on the sale of equity shares held for more than 12 months to an Indian resident, which are sold other than on a recognized stock exchange and on which no STT has been paid, is subject to long term capital gains tax in India. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Capital gains arising from the sale of equity shares are exempt from taxation in India where an exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable to pay tax in India as well as in their own jurisdiction on a gain on the sale of equity shares.

EXTERNAL RISK FACTORS

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

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

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

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

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

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

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

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

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

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

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

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

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely affect our ability to raise additional financing and the interest rates

and other commercial terms at which such additional financing is available. This could have a material adverse effect on our capital expenditure plans, business and financial performance.

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

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

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

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

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

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes, including the instances mentioned below, may adversely affect our business, results of operations, financial condition and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. The GoI has proposed a comprehensive national goods and services tax ("GST") regime that will combine taxes and levies by the Central and State Governments into a unified rate structure which is proposed to be effective from April 1, 2016. While the GoI and other state governments have announced that all committed incentives will be protected following the implementation of the GST, given the limited availability of information in the public domain concerning the GST, we are unable to provide any assurance as to this or any other aspect of the tax regime following implementation of the GST. The implementation of this rationalized tax structure may be affected by any disagreement between certain state governments, which may create uncertainty. Any such future increases or amendments

may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable.

Further, the General Anti Avoidance Rules ("GAAR") are proposed to be made effective from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain. If the GAAR provisions are made applicable to our Company, it may have an adverse tax impact on us. We have not determined the impact of these proposed legislations on our business. Uncertainty in the applicability, Interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which we operate, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future. Further, the Gol may introduce a waiver or incentive scheme in relation to specific population segments such as MSEs in public interest, pursuant to which we may be required to Issue our products and services at discounted rates. This may affect our business and results of operations.

SECTION IV: INTRODUCTION

THE ISSUE

The following table summarizes the Issue details:

Equity Shares Offered	
Public Issue of Equity Shares by our Company ^{(1) (2)}	Issue of 22,24,000 Equity Shares of face value of Rs.10/- each for cash at a price of Rs. 90.00 per Equity Share (including a share premium of Rs. 80.00 per Equity share) aggregating Rs. 2,001.60 lakhs.
Of which:	
Market Maker Reservation Portion	1,12,000 Equity Shares of face value of Rs.10/- each at a price of Rs. 90.00 per Equity Share (including a share premium of Rs. 80.00 per Equity share) aggregating Rs. 100.80 lakhs.
Net Issue to the Public	21,12,000 Equity Shares having face value of Rs.10.00 each at a price of Rs. 90.00 per Equity Share (including a share premium of Rs. 80.00 per Equity share) aggregating Rs. 1,900.80 lakhs.
Of Which:	
A. Retail Portion (3)	10,56,000 Equity Shares of face value of Rs.10/- each at a price of Rs. 90.00 per Equity Share (including a share premium of Rs. 80.00 per Equity share) aggregating Rs. 950.40 lakhs i.e. 50% of the Net Issue shall be available for allocation to Retail Individual Investors.
B. Non-Retail Portion(3)	10,56,000 Equity Shares of face value of Rs.10/- each at a price of Rs. 90.00 per Equity Share (including a share premium of Rs. 80.00 per Equity share) aggregating Rs. 950.40 lakhs i.e. 50% of the Net Issue shall be available for allocation for investors other than Retail Individual Investors.
Pre and Post Issue Equity Shares	
Equity Shares outstanding prior to the Issue	76,00,000 Equity Shares
Equity Shares outstanding after the Issue	83,75,500 Equity Shares
Use of Net Proceeds	For details please see the chapter titled "Objects of the Issue" beginning on page 87.

(1) This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018. For further details, Please refer to section titled "Issue Related Information" beginning on page 242.

(2) The Issue has been authorized by a resolution of our Board of Directors dated August 06, 2018 and by

a special resolution of our Shareholders in their EGM dated August 31, 2018.

(3) As per Regulation 253 (2) of the SEBI (ICDR) Regulations, 2018 as amended, the allocation in the net offer Category shall be as follows:

(a) Minimum fifty per cent to retail individual investors; and

(b) Remaining to:

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

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

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

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

For further details regarding the Issue Structure and Issue Procedure, kindly refer to the chapters titled “Issue Structure” and “Issue Procedure” beginning on pages 249 and 252 respectively.

SUMMARY OF OUR FINANCIALS
STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED

(Rs. In Lakhs)

Particulars	31.03.2019	31.03.2018	31.03.17
Equity & Liabilities			
Shareholders' Funds			
Share Capital	615.15	205.05	205.05
Reserve & Surplus	1,386.10	1,182.37	385.07
Total (A)	2,001.25	1,387.42	590.12
Non Current Liabilities			
Share Application Money		-	-
Long Term Borrowings	283.52	231.30	854.60
Deferred Tax Liabilities (Net)	10.11	(24.01)	-
Other Long Term Liabilities	-	-	-
Long Term Provisions	-	-	-
Total (B)	293.63	207.29	854.60
Current Liabilities			
Short Term Borrowings	2041.70	3106.74	1,230.25
Trade Payables	8201.45	7,300.27	3,760.27
Other Current Liabilities	-	-	-
Short Term Provisions	500.34	556.93	240.51
Total (C)	10,743.49	10,963.93	5,231.03
Total (D=A+B+C)	13,038.37	12,588.64	6,675.75
Assets			
Fixed Assets:			
(i) Tangible Assets	2491.50	1,554.30	1,379.35
(ii) Intangible Assets	-	-	-
(iii) Capital Work in Progress	-	-	-
(iv) Intangible Assets under development	-	-	-
Long Term Loans & Advances	-	-	-
Non Current Investments		-	-
Deferred Tax Assets (Net)	-		26.43
Other Non Current Assets	-	0.64	1.27
Total (E)	2491.50	1,554.94	1,407.05
Current Assets			
Current Investments	-	-	-
Inventories	1913.09	1,394.47	957.97
Trade Receivables	8046.25	8,964.38	4,110.34
Cash & Bank Balances	20.81	16.83	6.52
Short Term Loans & Advances	566.72	628.02	193.87
Other Current Assets	-	-	-
Total (F)	10546.87	11,003.70	5,268.70
Total (G=E+F)	13038.37	12,588.64	6,675.75

STATEMENT OF PROFIT AND LOSS, AS RESTATED

(Rs. In Lakhs)

Particulars	31.03.19	31.03.18	31.03.17
Income			
Revenue from Operations	30663.90	29,371.22	16,562.95
Other Income	137.69	115.63	1.94
Total	30801.59	29,486.85	16,564.89
Expenditure			
Raw Materials Consumed	25176.67	23892.20	12,754.17
Manufacturing Expenses	3461.03	3,220.95	1,965.94
Changes in Inventories of Finished Goods, Work in Progress, Stock in Trade	(293.79)	(117.88)	114.05
Employees Benefit Expenses	1150.97	914.29	555.52
Administrative, Selling and Other Expenses	224.36	297.07	128.74
Total	29719.25	28,206.63	15,518.42
Profit before Depreciation, Interest and Tax	1082.34	1,280.22	1,046.47
Depreciation & Amortization	259.01	198.40	180.96
Preliminary Expenses Written Off	-	-	-
Profit before Interest & Tax	823.33	1,081.82	865.51
Financial Expenses	12.47	17.87	191.70
Exceptional Items	-	-	-
Net Profit before Tax	810.86	1,063.95	673.81
Less: Provision for Taxes:			
Current Tax	162.91	264.23	166.81
Deferred Tax	34.12	2.42	(2.16)
Net Profit After Tax & Before Extraordinary Items	613.84	797.30	509.16
Extra Ordinary Items	-	-	-
Net Profit	613.84	797.30	509.16

STATEMENT OF CASH FLOW, AS RESTATED

(Rs. In Lakhs)

Particulars	31.03.19	31.03.18	31.03.17
CASH FLOW FROM OPERATING ACTIVITIES			
Net profit before taxes	810.86	1,063.95	673.81
Adjustment for:			
Add: Depreciation & Amortization	259.01	198.40	180.96
Add: Financial Expenses	12.47	17.87	191.70
Add: Preliminary Expenses Written Off	0.63	0.63	0.63
Operating Profit before Working capital changes	1082.97	1,280.85	1,047.10
Adjustments for:			
Decrease (Increase) in Inventories	(518.62)	(436.50)	112.98
Decrease (Increase) in Trade & Other Receivables	918.13	(4,854.04)	(1,422.09)
Decrease (Increase) in Short Term Loans & Advances (Excl Taxes)	(50.35)	4.33	57.66
Decrease (Increase) in Other Current Assets	111.65	(438.48)	(181.96)
Increase (Decrease) in Trade Payables	901.18	3,540.00	1,211.96
Increase (Decrease) in Short Term Provisions (Excl Taxes)	58.64	196.28	38.44
Increase (Decrease) in Other Current Liabilities	-	-	-
Net Changes in Working Capital	1420.63	(1,988.4)	(183.81)
Cash Generated from Operations	2503.6	(707.56)	863.29
Taxes	(278.14)	(144.09)	(51.34)
Net Cash Flow from Operating Activities (A)	2225.46	(851.65)	811.95
CASH FLOW FROM INVESTING ACTIVITIES			
Sale / (Purchase) of Fixed Assets and CWIP	(1196.21)	(373.35)	(229.56)
Decrease (Increase) in Investments	-	-	-
Net Cash Flow from Investing Activities (B)	(1196.21)	(373.35)	(229.56)
CASH FLOW FROM FINANCING ACTIVITIES			
Issue of share capital and Proceeds / (Refund) from Share Application Money		-	-
Interest & Finance Charges	(12.47)	(17.87)	(191.70)
Preliminary Expenses Incurred	-	-	-
Increase / (Repayment) of Long Term Borrowings	52.22	185.18	(286.26)
Increase / (Repayment) of Short Term Borrowings	(1065.03)	1,068.00	(154.56)
Decrease (Increase) in Long Term Loans & Advances	-	-	-
Net Cash Flow from Financing Activities (C)	(1025.28)	1,235.31	(632.52)
Net Increase / (Decrease) in Cash & Cash Equivalents	3.97	10.31	(50.13)
Cash and cash equivalents at the beginning of the year / Period	16.83	6.52	56.65
Cash and cash equivalents at the end of the year/ Period	20.80	16.83	6.52

GENERAL INFORMATION

Our Company was originally incorporated at Delhi as “Wonder Fibromats Private Limited” on 13th October, 2009 under the provisions of the Companies Act, 1956 vide Certificate of Incorporation issued by the Asst. Registrar of Companies, NCT of Delhi & Haryana. Consequent, upon the conversion of our Company into public limited company, the name of our Company was changed to “Wonder Fibromats Limited” vide fresh certificate of incorporation dated 5th July, 2018 issued by the Registrar of Companies, Delhi.

For further details please refer to chapter titled “*Our History and Corporate Structure*” beginning on page 148.

REGISTERED OFFICE OF OUR COMPANY

Registered office:

45, Okhla Industrial Estate,
Phase-III,
New Delhi - 110020
Tel: + 011 66058952

Email Id: info@wonderfibromats.com

Website: www.wonderfibromats.com

Factory/Manufacturing Facility:

Khasra No. 105-106, Raipur Industrial Area,
Bhagwanpur, Roorkee,
Distt. Haridwar (U.K.)

**Our Company maintains books of account and papers at the Factory / Manufacturing facility of the Company.*

ADDRESS OF REGISTRAR OF COMPANIES

Our Company is registered with the Registrar of Companies, Delhi.

Address:

4th Floor, IFCI Tower,
61, Nehru Place,
New Delhi - 110019

DESIGNATED STOCK EXCHANGE

National Stock Exchange of India Limited
(EMERGE)

BOARD OF DIRECTORS OF OUR COMPANY

The Board of Directors of our Company consist of:

NAME	DESIGNATION	DIN	PAN	ADDRESS
Mr. Harsh Kumar Anand	Managing Director	00312438	AAHPA4957D	E-279 Greater Kailash-II South Delhi 110048

NAME	DESIGNATION	DIN	PAN	ADDRESS
Mr. Yogesh Anand	Executive and Non Independent Director	00425775	AAEPA6561A	C-62 Sector-44,Noida Gautam Budh Nagar 201301 UP
Mr. Yogesh Sahni	Executive and Non Independent Director	00811667	AAXPS3626D	8, Sri Ram Road, Civil Lines, Delhi 110054
Mr. Rohit Anand	Executive and Non Independent Director	00317492	AAHPA4954A	E-279 Greater Kailash Part-II South Delhi 110048
Mr. Karan Anand	Executive and Non Independent Director	05253410	AFNPA0921N	E-279 Greater Kailash Part-II South Delhi 110048
Mr. Jatin Anand	Executive and Non Independent Director	07507727	AFYPA7710C	C-62 Sector-44,Noida Gautam Budh Nagar 201301 UP
Mr. Siddhant Sahni	Executive and Non Independent Director	07508004	BDAPS0889K	8 Shri Ram Road Civil Lines Delhi-110054
Mrs. Neerja Sahni	Executive and Non Independent Director	08180342	CMSPS6652Q	8 Shri Ram Road Civil Lines Delhi-110054
Mr. Praveen Chand Khanna	Independent Director	00535792	AAMPK8445P	House No. 17, Alipur Road, Civil Lines, North Delhi North Delhi 110054
Mr. Jugal Kishore Chugh	Independent Director	01254901	AAAPC1552H	I-208, Plot No. E 8 B, Parsvnath Gardenia Sector-61, Gautam Buddha Nagar Noida 201301 UP
Mr. Sunil Malhotra	Independent Director	08183343	AAHPM9022H	Flat No.-402,Tower C-6,The Legend, Sushant Lok 3 , Sector-57, Gurgaon 122011 HR
Mr. Amarbir Singh Bhatia	Independent Director	08183825	AKCPB5042k	A-151,Defence Colony, Lajpat Nagar Delhi 110024

For further details in relation to our Directors, please refer to chapter titled **“Our Management”** beginning on page 154 of this Prospectus.

COMPANY SECRETARY & COMPLIANCE OFFICER:

Ms. Nikita
Company Secretary and Compliance officer
45, Okhla Industrial Estate,
Phase-III,
New Delhi - 110020
Tel: + 011 66058952
Email: cs@wonderfibromats.com
Website: www.wonderfibromats.com

Note: Investors may contact our Company Secretary and Compliance Officer and / or the Registrar to the Issue and/ or the Lead Manager, in case of any pre-issue or post-issue related problems, such as non - receipt of letters of allotment, credit of allotted Equity Shares in the respective beneficiary account or refund etc.

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

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

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

<p><u>CHIEF FINANCIAL OFFICER</u></p> <p>Mr. Yogesh Anand, 45, Okhla Industrial Estate, Phase-III, New Delhi - 110020 Tel: + 011 66058952 Email: cfo@wonderfibromats.com Website: www.wonderfibromats.com</p>	<p><u>BANKER TO THE COMPANY</u></p> <p><u>Bank of India-</u> Roorkee Branch. <u>Bank of India-</u> Lajpat Nagar Branch.</p>
<p><u>STATUTORY AUDITORS</u></p> <p>M/s. AYK & Associates Chartered Accountants Office: C-24, Ground Floor, Sector- 2, Noida,U.P,India 201301 E-mail: yogesh@aykca.com Contact Person: Mr. Yogesh Kumar Contact Number: 0120-4124996 Membership No. 403036 Firm Registration No. 018591C</p>	<p><u>PEER REVIEW AUDITORS</u></p> <p>M/S. RAMANAND & ASSOCIATES, Chartered Accountants 6/C, Ostwal Park, Building No. 4 CHSL, Near Jesal Park, Jain Temple, Bhayander (East), Thane - 401105 Tel : +91-22-2817 1199 Telefax: +91-22-2817 1199 E-mail: rg@ramanandassociates.com Firm Registration No.-117776W Contact Person: Mr. Ramanand Gupta</p>
<p><u>LEAD MANAGER</u></p> <p>NAVIGANT CORPORATE ADVISORS LIMITED 423, A Wing, Bonanza, Sahar Plaza Complex, J B Nagar, Andheri Kurla Road, Andheri East, Mumbai-400 059 Tel No. +91-22-41204837/49735078</p>	<p><u>LEGAL ADVISORS TO THE ISSUE</u></p> <p>M V KINI, LAW FIRM Kini House, 6/39 Jangpura-B, New Delhi 110 014 Tel: 11 2437 1038/39/40 Fax: +91 22 22612530 Email: raj@mvkini.com</p>

<p>Email Id- navigant@navigantcorp.com Investor Grievance Email: info@navigantcorp.com Website: www.navigantcorp.com SEBI Registration Number: INM000012243 Contact Person: Mr. Sarthak Vijlani</p>	<p>Contact person: Mrs. Raj Rani Bhalla Website: www.mvkini.com</p>
<p><u>REGISTRAR TO THE ISSUE</u></p> <p>KARVY FINTECH PRIVATE LIMITED Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032 Tel : +91 40 6716 2222 Fax : + 91 40 2343 1551 Website: https://karisma.karvy.com E-mail: einward.ris@karvy.com Investor Grievance E-mail: wonderfibromats.ipo@karvy.com Contact Person : Mr. M Murali Krishna SEBI Registration : INR000000221</p>	<p><u>BANKER TO THE ISSUE AND SPONSOR BANK:</u></p> <p>ICICI Bank Limited 1st Floor, 122, Mistry Bhavan, Dinshaw VachhaRoad, Backbay Reclamation, Churchgate, Mumbai - 400020 Tel No.: 022- 66818911/23/24 Fax No.:022- 22611138 E-mail: kmr.saurabh@icicibank.com Website: www.icicibank.com Contact Person: Mr. Saurabh Kumar SEBI Registration Number: INBI000000004</p>

STATEMENT OF INTER SE ALLOCATION OF RESPONSIBILITIES:

Since, Navigant Corporate Advisors Limited is the sole Lead Manager to this issue and all the responsibilities relating to coordination and other activities in relation to the Issue shall be performed by them, hence a statement of inter-se allocation of responsibilities is not required.

SELF CERTIFIED SYNDICATE BANKS:

The list of banks that have been notified by SEBI to act as SCSB for the Applications Supported by Blocked Amount (“ASBA”) Process are provided on <http://www.sebi.gov.in/pmd/scsb.pdf>. For details on designated branches of SCSBs collecting the ASBA Application Form, please refer to the above-mentioned SEBI link.

CREDIT RATING:

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

DEBENTURE TRUSTEES:

As this issue is not a debenture issue, the appointment of debenture trustees is not required.

IPO GRADING:

Since the Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 there is no requirement of appointing an IPO Grading agency.

BROKERS TO THE ISSUE:

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

MONITORING AGENCY:

As per Regulation 262(1) of the SEBI (ICDR) Regulations, 2018 as amended, the requirement of Monitoring Agency is not mandatory if the Issue size is below Rs. 10,000 Lakhs and hence our Company has not appointed a monitoring agency for this issue.

However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company would be monitoring the utilization of the proceeds of the Issue.

APPRAISING ENTITY:

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

EXPERT OPINION:

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

FILLING OF THIS PROSPECTUS:

The Prospectus is being filed with NSE.

A soft copy of the Prospectus shall be filed with SEBI through SEBI Intermediary Portal at <https://siportal.sebi.gov.in> as per Regulation 246(1) of SEBI (ICDR) Regulations and SEBI shall not issue any observation on the offer document in terms of Regulation 246(2) of SEBI ICDR Regulations.

A copy of the Prospectus, along with the documents required to be filed under Section 26 of the Companies Act, 2013 would be delivered for registration to the Registrar of Companies, Delhi.

UNDERWRITING AGREEMENT:

The Company and the Lead Manager to the Issue hereby confirm that the Issue is 100% Underwritten by in the capacity of Underwriters to the issue.

Pursuant to the terms of the Underwriting Agreements dated 20th May, 2019 entered into by Company with Underwriters, the obligations of the Underwriters are subject to certain conditions specified therein. The Details of the Underwriting commitments are as under:

Details of the Underwriters	Number of Equity Shares Underwritten*	Amount Underwritten (Rupees In Lakhs)	% of Total Issue Size Underwritten
NAVIGANT CORPORATE ADVISORS LIMITED 423, A Wing, Bonanza, Sahar Plaza Complex, J B Nagar, Andheri Kurla Road, Andheri East, Mumbai-400 059 Tel No. +91-22-41204837/49735078 Email Id- navigant@navigantcorp.com Investor Grievance Email: info@navigantcorp.com	3,33,600	300.24	15.00

Details of the Underwriters	Number of Equity Shares Underwritten*	Amount Underwritten (Rupees In Lakhs)	% of Total Issue Size Underwritten
Website: www.navigantcorp.com SEBI Registration Number: INM000012243 Contact Person: Mr. Sarthak Vijlani			
BHAIJEE PORTFOLIO LIMITED Building No.14, 3rd Floor, Central Market, Ashok Vihar-I, New Delhi-110052 Tel No.: 011-47475555, 47475599 Emai id: navel.gupta@bhaijee.com Investor Grievance Email: contact@bhaijee.com Website: www.bhaijee.com SEBI Registration Number: INB231299935 Contact Person: Mr. Navel Kishore Gupta	18,90,400	1,701.36	85.00
Total	22,24,000	2,001.60	100.00

*Includes 1,12,000 Equity shares of Rs.10 each for cash of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, 2018.

In the opinion of the Board of Directors of Our Company, the resources of the above mentioned Underwriters are sufficient to enable them to discharge their respective obligations in full.

DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS ISSUE:

Our Company has entered into an agreement dated 20th May, 2019 with the Lead Manager and Market Maker to fulfill the obligations of Market Making for this Issue.

Name	Bhaijee Portfolio Limited
Correspondence Address:	Building No.14, 3rd Floor, Central Market, Ashok Vihar-I, New Delhi-110052
Tel No.:	011-47475555, 47475599
Fax No.:	011-47475599
Email:	navel.gupta@bhaijee.com
Website:	www.bhaijee.com
Contact Person:	Mr. Navel Kishore Gupta
SEBI Registration No.:	INB011299931
NSE Code	12999

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

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

1. The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).

2. The minimum depth of the quote shall be Rs. 1,00,000/-. However, the investors with holdings of value less than Rs.1,00,000/- shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
3. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
4. There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
5. The shares of the company will be traded in continuous trading session from the time and day the company gets listed on NSE Emerge and market maker will remain present as per the guidelines mentioned under NSE and SEBI circulars.
6. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market - for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
7. The Market Maker(s) shall have the right to terminate said arrangement by giving a three months notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker(s).

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

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

Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by exchange from time to time. The call auction is not applicable of those companies, which are listed at SME Platform.

10. Punitive Action in case of default by Market Makers: NSE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.
11. Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market makers during market making process has been made applicable, based on the issue size and as follows:

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

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

CHANGES IN THE AUDITORS

There has been no change in the statutory auditor during the three years immediately preceding the date of this Prospectus.

CAPITAL STRUCTURE

Set forth below are the details of the Equity Share Capital of our Company as on the date of this Prospectus:

Amount (Rs. in Lakhs, except share data)

Sr. No.	Particulars	Aggregate nominal Value	Aggregate Value at Issue Price
A	Authorized Share Capital 1,00,00,000 Equity Shares having Face Value of Rs 10/- each	1000.00	1000.00
B	Issued, Subscribed & Paid-up Share Capital before the Issue 61,51,500 Equity Shares having Face Value of Rs.10/- each fully paid up before the Issue.	615.15	5,536.35
C	Present Issue in terms of the Prospectus[^] 22,24,000 Equity Shares having Face Value of Rs.10/- each with a premium of Rs. 80.00 per Equity Share.	222.40	2,001.60
	Which Comprises		
I.	Reservation for Market Maker portion 1,12,000 Equity Shares of Rs. 10/- each at a premium of Rs. 80.00 per Equity Share	11.20	100.80
II.	Net Issue[#] to the Public 21,12,000 Equity Shares of Rs.10/- each at a premium of Rs. 80.00 per Equity Share	211.20	1,900.80
	of which		
	10,56,000 Equity Shares of Rs.10/- each at a premium of Rs. 80.00 per Equity Share will be available for allocation for allotment to Retail Individual Investors applying for a value of up to Rs. 2.00 Lakh	105.60	950.40
	10,56,000 Equity Shares of Rs.10/- each at a premium of Rs. 80.00 per Equity Share will be available for allocation for allotment to Other Investors applying for a value of above Rs. 2.00 Lakh	105.60	950.40
D	Issued, Subscribed and Paid up Equity Share capital after the Issue 83,75,500 Equity Shares having Face Value of Rs. 10/- each	837.55	7,537.95
E	Securities Premium Account Before the Issue After the Offer		Nil 1,779.20

[#]For detailed information on the Net Issue and its allocation various categories, please refer chapter titled "The Issue" on page 49 of this Prospectus.

^Fresh Issue of Equity Shares in terms of Prospectus has been authorized pursuant to a resolution of our Board of Directors dated August 06, 2018 and by special resolution passed at the Extra Ordinary General Meeting of the members held on August 31, 2018.

NOTES TO THE CAPITAL STRUCTURE

1. Changes in the Authorized Share Capital of the Company:

Since Incorporation of our Company, the authorized share capital of our Company has been changed in the manner set forth below:

S.No.	Particulars of Increase	Cumulative no. of Equity Shares	Cumulative Authorize Share Capital (Rs. In Lakh)	Date of Meeting	Whether AGM/ EoGM
1.	On Incorporation	50,00,000	500.00	-	Incorporation
2.	Increase in Authorised Share Capital from Rs. 500.00 Lakhs divided into 50,00,000 equity shares of Rs. 10 each to Rs. 1,000.00 Lakhs divided into 1,00,00,000 equity shares of Rs. 10 each	1,00,00,000	1,000.00	30.07.2018	EGM

2. History of Paid-up Share Capital of our Company:

(a) The history of the paid-up equity share capital and the securities premium account of our company is as set out in the following table:-

Date of/ issue allotment of Shares	No. of Equity Shares Issued	Face value (Rs.)	Issue price (Rs.)	Consideration (cash, bonus, consideration other than cash)	Nature of allotment (Bonus, swap etc.)	Cumulative no. of Equity Shares	Cumulative paid-up share capital (Rs.)	Cumulative share premium (Rs.)
13.10.2009	10,500	10	10	Cash	Subscription to MOA (A)	10,500	10,500	Nil
28.11.2013	7,50,000	10	10	Cash	Further Allotment (B)	7,60,500	76,05,000	Nil
05.12.2014	3,00,000	10	10	Cash	Right Issue (C)	10,60,500	1,06,05,000	Nil
18.05.2015	9,90,000	10	10	Cash	Right Issue (D)	20,50,500	2,05,05,000	Nil
10.08.2018	41,01,000	10	NA	Other than cash	Bonus Issue in the ratio of 2:1 (E)	61,51,500	6,15,15,000	Nil

- A. Initial Subscribers to Memorandum of Association subscribed 10,500 Equity Shares of face value of Rs. 10 each as per the details given below:-

S.No.	Name of the Allottees	Number of Equity Shares
1	Mr. Brij Mohan Bindal	1,500
2	Mr. Anand Kumar Agarwalla	1,500
3	Mr. Pramod Kumar Shah	1,500
4	Mrs. Kavita Kataruka	1,500
5	Mr. Harsh Kataruka	1,500
6	Mrs. Pragya Aggarwal	1,500
7	Mr. Kunal Bindal	1,500
	Total	10,500

- B. Further Allotment of 7,50,000 Equity Shares of face value of Rs. 10 each as per the details given below:-

S.No.	Name of the Allottees	Number of Equity Shares
1	Mr. Yogesh Anand	2,50,000
2	Mr. Yogesh Sahni	2,50,000
3	Mr. Harsh Kumar Anand	2,50,000
	Total	7,50,000

- C. Right Issue of 3,00,000 Equity Shares of face value of Rs. 10 each as per the details given below:-

S.No.	Name of the Allottees	Number of Equity Shares
1	Mr. Yogesh Anand	1,00,000
2	Mr. Yogesh Sahni	1,00,000
3	Mr. Harsh Kumar Anand	1,00,000
	Total	3,00,000

- D. Right Issue of 9,90,000 Equity Shares of face value of Rs. 10 each as per the details given below:-

S.No.	Name of the Allottees	Number of Equity Shares
1	Mr. Yogesh Anand	3,30,000
2	Mr. Yogesh Sahni	3,30,000
3	Mr. Harsh Kumar Anand	3,30,000
	Total	9,90,000

- E. Bonus Issue of 41,01,000 Equity Shares of face value of Rs. 10 each in the ratio of 2 (two) equity shares for every 1 (one) equity share held as per the details given below:-

S.No.	Name of the Allottees	Number of Equity Shares
1	Mr. Yogesh Anand	6,58,200
2	Mr. Yogesh Sahni	3,92,200

S.No.	Name of the Allottees	Number of Equity Shares
3	Mr. Harsh Kumar Anand	6,52,200
4	Mr. Jatin Anand	6,80,000
5	Mr. Siddhant Sahni	4,10,000
6	Ms. Neerja Sahni	3,28,000
7	Mr. Samarth Sahni	2,05,000
8	Mr. Karan Anand	3,41,500
9	Mr. Rohit Anand	3,41,500
10	M/s Mediment Global Tour and Travels LLP	92,400
	Total	41,01,000

- b) As on the date of this Prospectus, our Company does not have any preference share capital.
3. Our Company has not issued shares out of revaluation of reserves at any point of time since incorporation.
4. Our Company has not issued shares for consideration other than cash except Bonus issue as per details given below.

Date of Allotment	Number of Equity Shares	Name of the Allottees	Relationship with the Promoters	Reasons for the Allotment	Face Value (in Rs.)	Issue Price (in Rs.)
10.08.2018	41,01,000	Please refer list of allottees as per NOTE A mentioned below	Promoter, Promoter Group and Non Promoters	Captisation of Reserve to broad base the capital of the Company	10	NA

NOTE :

- A. Bonus Issue of 41,01,000 Equity Shares of face value of Rs. 10 each in the ratio of 2 (two) equity shaes for every 1 (one) equity share held as per the details given below:-

S.No.	Name of the Allottees	Number of Equity Shares
1	Mr. Yogesh Anand	6,58,200
2	Mr. Yogesh Sahni	3,92,200
3	Mr. Harsh Kumar Anand	6,52,200
4	Mr. Jatin Anand	6,80,000
5	Mr. Siddhant Sahni	4,10,000
6	Ms. Neerja Sahni	3,28,000
7	Mr. Samarth Sahni	2,05,000
8	Mr. Karan Anand	3,41,500
9	Mr. Rohit Anand	3,41,500
10	M/s Mediment Global Tour and Travels LLP	92,400
	Total	41,01,000

5. Our Company has not allotted any Equity Shares pursuant to any scheme approved under Sections 391-394 of the Companies Act, 1956 or Sections 230-234 of the Companies Act, 2013 at any point of time since incorporation.
6. Our Company has not revalued its assets since inception and has not issued equity shares (including bonus shares) by capitalizing any revaluation reserves.
7. Our Company has never issued any Equity Shares pursuant to any Employee Stock Option Scheme / Employee Stock Purchase Scheme. Further, we also do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed issue. However, as and when options are granted to our employees under the Employee Stock Option Scheme, our Company shall ensure to comply with all the provisions of SEBI (Share Based Employee Benefits) Regulations, 2014.
8. The details of Equity Shares that have been issued at a price lower than the issue price during the preceding one year from the date of the Prospectus is as under:

Date of Allotment	Number of Equity Shares	Name of the Allottees	Relationship with the Promoters	Reasons for the Allotment	Face Value (in Rs.)	Issue Price (in Rs.)
10.08.2018	41,01,000	Please refer list of allottees as per NOTE A mentioned below	Promoter, Promoter Group and Non Promoters	Capitalisation of Reserve to broad base the capital of the Company	10	NA

NOTE :

- A. Bonus Issue of 41,01,000 Equity Shares of face value of Rs. 10 each in the ratio of 2 (two) equity shares for every 1 (one) equity share held as per the details given below:-

S.No.	Name of the Allottees	Number of Equity Shares
1	Mr. Yogesh Anand	6,58,200
2	Mr. Yogesh Sahni	3,92,200
3	Mr. Harsh Kumar Anand	6,52,200
4	Mr. Jatin Anand	6,80,000
5	Mr. Siddhant Sahni	4,10,000
6	Ms. Neerja Sahni	3,28,000
7	Mr. Samarth Sahni	2,05,000
8	Mr. Karan Anand	3,41,500
9	Mr. Rohit Anand	3,41,500
10	M/s Mediment Global Tour and Travels LLP	92,400
	Total	41,01,000

Details of Allotment made in the last two years preceding the date of this Prospectus:

Except as mentioned below, we have not issued any Equity Share in the last two years preceding the date of this Prospectus.

Date of Allotment	Number of Equity Shares	Name of the Allottees	Relationship with the Promoters	Reasons for the Allotment	Face Value (in Rs.)	Issue Price (in Rs.)
10.08.2018	41,01,000	Please refer list of allottees as per NOTE A mentioned below	Promoter, Promoter Group and Non Promoters	Capitalisation of Reserve to broad base the capital of the Company	10	NA

NOTE :

- A. Bonus Issue of 41,01,000 Equity Shares of face value of Rs. 10 each in the ratio of 2 (two) equity shares for every 1 (one) equity share held as per the details given below:-

S.No.	Name of the Allottees	Number of Equity Shares
1	Mr. Yogesh Anand	6,58,200
2	Mr. Yogesh Sahni	3,92,200
3	Mr. Harsh Kumar Anand	6,52,200
4	Mr. Jatin Anand	6,80,000
5	Mr. Siddhant Sahni	4,10,000
6	Ms. Neerja Sahni	3,28,000
7	Mr. Samarth Sahni	2,05,000
8	Mr. Karan Anand	3,41,500
9	Mr. Rohit Anand	3,41,500
10	M/s Mediment Global Tour and Travels LLP	92,400
	Total	41,01,000

9. Capital Build up in respect of shareholding of our Promoters:

- a) Set forth below is the build-up of the shareholding of our Promoters in our Company since incorporation.

MR. YOGESH ANAND									
Date of Allotment / Transfer	Consideration	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition/Transfer price (Rs.)	Nature of Transactions	Source of Funds	Pledge	Pre-issue share holding %	Post-issue share holding %
28.06.2013	Cash	4,500	10	10	Acquisition through Transfer	Owned	No		
28.11.2013	Cash	2,50,000	10	10	Allotment	Owned	No		
05.12.2014	Cash	1,00,000	10	10	Allotment	Owned	No		
18.05.2015	Cash	3,30,000	10	10	Allotment	NA	No		
01.02.2018	NA	(3,40,000)	10	Nil	Transfer by way of Gift	NA	No		
01.02.2018	Cash	(15,400)	10	40	Transfer by way of sale	NA	No		
10.08.2018	Other than cash	6,58,200	10	NA	Bonus Issue	NA	No		
Total		9,87,300						16.05	11.79

MR. YOGESH SAHNI									
Date of Allotment / Transfer	Consideration	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition/Transfer price (Rs.)	Nature of Transactions	Source of Funds	Pledge	Pre-issue share holding %	Post-issue share holding %
28.06.2013	Cash	3,000	10	10	Acquisition through Transfer	Owned	No		
28.11.2013	Cash	2,50,000	10	10	Allotment	Owned	No		
05.12.2014	Cash	1,00,000	10	10	Allotment	Owned	No		
18.05.2015	Cash	3,30,000	10	10	Allotment	NA	No		
01.02.2018	NA	(2,05,000)	10	Nil	Transfer by way of Gift	NA	No		
01.02.2018	NA	(1,64,000)	10	Nil	Transfer by way of Gift	NA	No		
01.02.2018	NA	(1,02,500)	10	Nil	Transfer by way of Gift	NA	No		
01.02.2018	Cash	(15,400)	10	40	Transfer by way of sale	NA	No		
10.08.2018	Other than cash	3,92,200	10	NA	Bonus Issue	NA	No		
Total		5,88,300						9.56	7.02

MR. HARSH KUMAR ANAND									
Date of Allotment / Transfer	Consideration	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition/Transfer price (Rs.)	Nature of Transactions	Source of Funds	Pledge	Pre-issue share holding %	Post-issue share holding %
28.06.2013	Cash	3,000	10	10	Acquisition through Transfer	Owned	No		
28.11.2013	Cash	2,50,000	10	10	Allotment	Owned	No		
05.12.2014	Cash	1,00,000	10	10	Allotment	Owned	No		
18.05.2015	Cash	3,30,000	10	10	Allotment	NA	No		
01.02.2018	NA	(1,70,750)	10	Nil	Transfer by way of Gift	NA	No		
01.02.2018	NA	(1,70,750)	10	Nil	Transfer by way of Gift	NA	No		
01.02.2018	Cash	(15,400)	10	40	Transfer by way of sale	NA	No		
10.08.2018	Other than cash	6,52,200	10	NA	Bonus Issue	NA	No		
Total		9,78,300						15.90	11.68

b. Details of Promoter’s Contribution:

Pursuant to Regulation 236 and Regulation 238 of the SEBI (ICDR) Regulations, 2018 an aggregate of 20% of the post-Issue Equity Share capital of our Company held by our Promoters shall be considered as Promoters’ Contribution (“Promoters’ Contribution”) and shall be locked-in for a period of three years from the date of allotment of equity shares issued pursuant to this Issue. The lock in of Promoters’ Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares. We further confirm that Minimum Promoters’ Contribution of 20.33 % of the post Issue Paid-up Equity Shares Capital does not include any contribution from Alternative Investment Fund.

Details of the Equity Shares (eligible for inclusion in the Minimum Promoters Contribution, in terms of clause (a) of Regulation 238 of the SEBI (ICDR) Regulations, 2018) forming part of Minimum Promoters Contribution and proposed to be locked-in for a period of three years from the date of allotment are as follows:

The details of Minimum Promoters’ Contribution are as follows:

Name	No. of shares locked in	Date of Allotment/ Acquisition/ Transfer	Issue Price / Purchase Price / Transfer Price (Rs. per share)	Source of Funds	% of Pre-Issue Paid up Equity capital	% of Post Issue Paid up Equity capital
Mr. Yogesh Anand	6,58,200	10.08.2018	NA	NA		
Mr. Yogesh Sahni	3,92,200	10.08.2018	NA	NA		
Mr. Harsh Kumar Anand	6,52,200	10.08.2018	NA	NA		
Total	17,02,600				27.68	20.33

For details on the build-up of the Equity Share capital held by our Promoters, please refer to “Build-up of our Promoter’s shareholding in our Company” in section “Capital Structure” beginning on page 62.

Our Promoters have given consent to include such number of Equity Shares held by them as may constitute 20.33% of the fully diluted Post-Issue Equity Share Capital of our Company as Minimum Promoter’s Contribution. Our Promoters have agreed not to sell, transfer, charge, pledge or otherwise encumber in any manner the Minimum Promoter’s Contribution from the date of filing this Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI (ICDR) Regulations, except as may be permitted, in accordance with the SEBI (ICDR) Regulations.

The minimum Promoter’s Contribution has been brought in to the extent of not less than the specified minimum lot and from persons identified as “promoter” under the SEBI (ICDR) Regulations.

The Equity Shares that are being locked-in are not, and will not be, ineligible for computation of Minimum Promoter’s Contribution under SEBI (ICDR) Regulations. Further, in terms of Regulation 237 of the SEBI (ICDR) Regulations, 2018, the Minimum Promoters’ Contribution of 20.33% of the Post Issue Capital of our Company as mentioned above does not consist of;

In this regard, we confirm that:

- (i) Equity Shares acquired during the three (3) years preceding the date of this Prospectus for consideration other than cash and where revaluation of assets or capitalisation of intangible assets was involved or bonus issue out of revaluations reserves or unrealised profits or against Equity Shares that are otherwise ineligible for computation of Minimum Promoters’ Contribution;

(ii) the Minimum Promoter's Contribution does not include Equity Shares acquired during the one (1) year preceding the date of this Prospectus at a price lower than the price at which the Equity Shares are being offered to the public in the Issue;

(iii) Our Company has not been formed by conversion of a partnership firm into a company and hence no Equity Shares have been issued in the one year immediately preceding the date of this Prospectus pursuant to conversion of a partnership firm; and

(iv) the Equity Shares held by our Promoters and offered as part of the Minimum Promoter's Contribution are not subject to any pledge.

B. Details of Equity Shares Locked-in for One (1) Year

Other than the Equity Shares held by our Promoters, which will be locked-in as minimum Promoters' contribution for three years, all pre-Issue Equity Shares shall be subject to lock-in for a period of one year from the date of Allotment in this Issue as provided in clause (b) of Regulation 238 of the SEBI (ICDR) Regulations, 2018.

C. Other requirements in respect of lock-in

Pursuant to Regulation 242 of the SEBI (ICDR) Regulations, Equity Shares held by our Promoters and locked-in for one (1) year may be pledged only with scheduled commercial banks or public financial institutions as collateral security for loans granted by such banks or public financial institutions, provided that such pledge of the Equity Shares is one of the terms of the sanction of the loan. Equity Shares locked-in as Minimum Promoters' Contribution for three (3) years can be pledged only if in addition to fulfilling the aforementioned requirements, such loans have been granted by such banks or financial institutions for the purpose of financing one or more of the objects of the Issue.

In terms of Regulation 243 of the SEBI (ICDR) Regulations, Equity Shares held by our Promoters may be transferred between our Promoters and Promoter Group or a new promoter or persons in control of our Company, subject to continuation of lock-in applicable to the transferee for the remaining period and compliance with provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the "Takeover Regulations").

Further, in terms of Regulation 243 of the SEBI (ICDR) Regulations, Equity Shares held by persons other than our Promoters prior to the Issue and locked-in for a period of one (1) year, may be transferred to any other person holding Equity Shares which are locked in along with the Equity Shares proposed to be transferred, subject to the continuation of the lock in applicable to the transferee and compliance with the provisions of the Takeover Regulations.

10. Our Shareholding pattern

The following tables present the shareholding pattern of Our Company:

Table I - Summary of Shareholding Pattern

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities* (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No of Voting Rights		Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class X	Class Y								
(A)	Promoter and Promoter Group	9	6012900	-	-	6012900	97.75	6012900	-	6012900	97.75	-	-	-	-	-	6012900
(B)	Public	1	138600	-	-	138600	2.25	138600	-	138600	2.25	-	-	-	-	-	138600
(C-)	Non Promoter Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C-1)	Shares Underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C-2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	10	6151500	-	-	6151500	100	6151500	-	6151500	100	-	-	-	-	-	6151500

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

Sr. No.	Category & Name of the Shareholders (I)	PAN (II)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
									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)		
		(Not to be Disclosed)							Class X	Class Y	Total								
(1)	Indian																		
(a)	Individual / Hindu Undivided Family																		
	Mr. Yogesh Anand	-	1	987300	-	-	987300	16.05	987300	-	987300	16.05	-	16.05	-	-	-	-	987300
	Mr. Yogesh Sahni	-	1	588300	-	-	588300	9.56	588300	-	588300	9.56	-	9.56	-	-	-	-	588300
	Mr. Harsh Kumar Anand	-	1	978300	-	-	978300	15.90	978300	-	978300	15.90	-	15.90	-	-	-	-	978300
	Mr. Jatin Anand	-	1	1020000	-	-	1020000	16.58	1020000	-	1020000	16.58	-	16.58	-	-	-	-	1020000

Sr. No.	Category & Name of the Shareholders (I)	PAN (II)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C 2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
									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
	Mr. Siddhant Sahni	-	1	615000	-	-	615000	10.00	615000	-	615000	10.00	-	10.00	-	-	-	-	615000
	Ms. Neerja Sahni	-	1	492000	-	-	492000	8.00	492000	-	492000	8.00	-	8.00	-	-	-	-	492000
	Mr. Samarth Sahni	-	1	307500	-	-	307500	5.00	307500	-	307500	5.00	-	5.00	-	-	-	-	307500
	Mr. Karan Anand	-	1	512250	-	-	512250	8.33	512250	-	512250	8.33	-	8.33	-	-	-	-	512250
	Mr. Rohit Anand	-	1	512250	-	-	512250	8.33	512250	-	512250	8.33	-	8.33	-	-	-	-	512250
(b)	Central Government/ State Government(s)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c.)	Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Sr. No.	Category & Name of the Shareholders (I)	PAN (II)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C 2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
									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)		
		(Not to be Disclosed)							Class X	Class Y	Total								
(d)	Any Other (Body Corporate)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub Total (A-1)	-	9	6012900	-	-	6012900	97.75	6012900	-	6012900	97.75	-	97.75	-	-	-	-	6012900
(2)	Foreign																		
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Government	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c.)	Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Sr. No.	Category & Name of the Shareholders (I)	PAN (II)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C 2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
									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)		
		(Not to be Disclosed)							Class X	Class Y	Total								
(d)	Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub Total (A-2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)		9	6012900	-	-	6012900	97.75	6012900	-	6012900	97.75	-	97.75	-	-	-	-	6012900

Table III - Statement showing Shareholding Pattern of the Public shareholder

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

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

Sr. No.	Category & Name of the Shareholders (I)	PAN (II)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
									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)	
		(Not to be Disclosed)							Class X	Class Y	Total							
	holding nominal share capital up to Rs. 2 lakhs.																	
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	NBFCs registered with RBI	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c.)	Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Sr. No.	Category & Name of the Shareholders (I)	PAN (II)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
									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)		
		(Not to be Disclosed)							Class X	Class Y	Total								
(e)	Any Other - Body Corporate	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	M/s Mediment Global Tour and Travels LLP	-	1	138600	-	-	138600	2.25	138600	-	138600	2.25	-	2.25	-	-	-	-	138600
	Sub-Total (B)(3)	-	1	138600	-	-	138600	2.25	138600	-	138600	2.25	-	2.25	-	-	-	-	138600
	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)	-	1	138600	-	-	138600	2.25	138600	-	138600	2.25	-	2.25	-	-	-	-	138600

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

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

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

*As on date of this prospectus 1 Equity share holds 1 vote.

** Pursuant to SEBI (ICDR) Regulations, at least 20% of the post Issue Paid-up Equity Shares Capital (Minimum Promoters' Contribution) shall be locked in for a period of three years and the remaining entire shareholding shall be locked in for a period of one year from the date of allotment in the Initial Public Offer.

10. The Lead Manager and its associates do not hold any Equity Shares as on the date of this Prospectus.

11. The Lead Manager and its affiliates may engage in transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company, for which they may in the future receive customary compensation.

12. Pre Issue and Post Issue Shareholding of our Promoters and Promoters' Group

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

Particulars	Pre Issue		Post Issue	
	No. of Shares	%	No. of Shares	%
Promoter:				
Mr. Yogesh Anand	9,87,300	16.05	9,87,300	11.79
Mr. Yogesh Sahni	5,88,300	9.56	5,88,300	7.02
Mr. Harsh Kumar Anand	9,78,300	15.90	9,78,300	11.68
Promoter Group				
Mr. Jatin Anand	10,20,000	16.58	10,20,000	12.18
Mr. Siddhant Sahni	6,15,000	10.00	6,15,000	7.34
Ms. Neerja Sahni	4,92,000	8.00	4,92,000	5.87
Mr. Samarth Sahni	3,07,500	5.00	3,07,500	3.67
Mr. Karan Anand	5,12,250	8.33	5,12,250	6.12
Mr. Rohit Anand	5,12,250	8.33	5,12,250	6.12
TOTAL	60,12,900	97.75	60,12,900	71.79

13. Details of Major Shareholders:

- a) Details of our major shareholders holding 1% or more of the paid-up capital of the company as on date of the Prospectus:

Sr. No.	Name of the Shareholders	No. of Shares	% age of Pre-Issue Capital
1	Mr. Jatin Anand	10,20,000	16.58
2	Mr. Yogesh Anand	9,87,300	16.05
3	Mr. Harsh Kumar Anand	9,78,300	15.9
4	Mr. Siddhant Sahni	6,15,000	10.00
5	Mr. Yogesh Sahni	5,88,300	9.56
6	Mr. Karan Anand	5,12,250	8.33
7	Mr. Rohit Anand	5,12,250	8.33
8	Ms. Neerja Sahni	4,92,000	8.00
9	Mr. Samarth Sahni	3,07,500	5.00
10	M/s Mediment Global Tour and Travels LLP	1,38,600	2.25
	Total	61,51,500	100.00

*The Company has not issued any convertible instruments like warrants, debentures etc. since its Incorporation and there are no outstanding convertible instruments as on the date of the Prospectus.

- b) Details of our major shareholders holding 1% or more of the paid-up capital of the company as on two years prior to date of the Prospectus:

Sr. No.	Name of the Shareholders	No. of Shares	% age of then Capital
1	Mr. Yogesh Anand	6,84,500	33.38
2	Mr. Yogesh Sahni	6,83,000	33.31
3	Mr. Harsh Kumar Anand	6,83,000	33.31
	TOTAL	20,50,500	100.00

*The Company has not issued any convertible instruments like warrants, debentures etc. since its Incorporation and there are no outstanding convertible instruments as on the date of the Prospectus.

- c) Details of our major shareholders holding 1% or more of the paid-up capital of the company as on one year prior to the date of the Prospectus:

Sr. No.	Name of the Shareholders	No. of Shares	% age of Pre-Issue Capital
1	Mr. Jatin Anand	3,40,000	16.58
2	Mr. Yogesh Anand	3,29,100	16.05
3	Mr. Harsh Kumar Anand	3,26,100	15.9
4	Mr. Siddhant Sahni	2,05,000	10.00
5	Mr. Yogesh Sahni	1,96,100	9.56
6	Mr. Karan Anand	1,70,750	8.33
7	Mr. Rohit Anand	1,70,750	8.33
8	Ms. Neerja Sahni	1,64,000	8.00
9	Mr. Samarth Sahni	1,02,500	5.00
10	M/s Mediment Global Tour and Travels LLP	46,200	2.25
	Total	20,50,500	100.00

*The Company has not issued any convertible instruments like warrants, debentures etc. since its Incorporation and there are no outstanding convertible instruments as on the date of the Prospectus.

- d) Details of our major shareholders holding 1% or more of the paid-up capital of the Company as on ten days prior to the date of the Prospectus:

Sr. No.	Name of the Shareholders	No. of Shares	% age of Pre-Issue Capital
1	Mr. Jatin Anand	10,20,000	16.58
2	Mr. Yogesh Anand	9,87,300	16.05
3	Mr. Harsh Kumar Anand	9,78,300	15.9
4	Mr. Siddhant Sahni	6,15,000	10.00
5	Mr. Yogesh Sahni	5,88,300	9.56
6	Mr. Karan Anand	5,12,250	8.33
7	Mr. Rohit Anand	5,12,250	8.33
8	Ms. Neerja Sahni	4,92,000	8.00
9	Mr. Samarth Sahni	3,07,500	5.00
10	M/s Mediment Global Tour and Travels LLP	1,38,600	2.25
	Total	61,51,500	100.00

*The Company has not issued any convertible instruments like warrants, debentures etc. since its Incorporation and there are no outstanding convertible instruments as on the date of the Prospectus.

14. The average cost of acquisition of or subscription of shares by our promoters is set forth in the table below:

Name of the Promoters	No. of Shares held	Average cost of Acquisition (in Rs.)
Mr. Yogesh Anand	9,87,300	5.10
Mr. Yogesh Sahni	5,88,300	6.35
Mr. Harsh Kumar Anand	9,78,300	5.12

15. Shareholding of our Directors and Key Managerial Personnel in our Company

Set forth below is the shareholding of our Directors and Key Managerial Personnel in our Company, as on the date of this Prospectus.

S.No.	Name of the Allottees	Number of Equity Shares	Pre-Issue percentage Shareholding
1	Mr. Yogesh Anand	9,87,300	16.05
2	Mr. Yogesh Sahni	5,88,300	9.56
3	Mr. Harsh Kumar Anand	9,78,300	15.90
4	Mr. Jatin Anand	10,20,000	16.58
5	Mr. Siddhant Sahni	6,15,000	10.00
6	Mr. Karan Anand	5,12,250	8.33
7	Mr. Rohit Anand	5,12,250	8.33
	Total	52,13,400	84.75

16. None of our Promoter Group, Directors and their relatives has entered into any financing arrangement or financed the purchase of the Equity Shares of our Company by any other person during the period of six months immediately preceding the date of filing of this Prospectus.

17. Neither, we nor our Directors and the Lead Manager to this Issue have entered into any buy-back and/or standby arrangements and / or similar arrangements for the purchase of our Equity Shares from any person.

18. None of the persons belonging to the category Public are holding more than 1% of the total number of shares as on the date of this Prospectus except as given below:

Sr. No.	Name of the Shareholders	No. of Shares	% age of Pre-Issue Capital
1	M/s Mediment Global Tour and Travels LLP	1,38,600	2.25
	Total	1,38,600	2.25

19. As on the date of filing of this Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments which would entitle Promoters or any shareholders or any other person, any option to acquire our Equity Shares after this Initial Public Offer.

20. As on the date of this Prospectus, the entire Issued Share Capital, Subscribed and Paid up Share Capital of our Company is fully paid up.

21. Since the entire Issue price per share is being called up on application, all the successful applicants will be allotted fully paid-up shares.
22. As on the date of this Prospectus, none of the shares held by our Promoters / Promoters Group are subject to any pledge.
23. The Lead Manager i.e. Navigant Corporate Advisors Limited and its associates do not hold any Equity Shares in our Company as on the date of filing of this Prospectus.
24. We hereby confirm that 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 this Prospectus until the Equity Shares offered have been listed or application moneys refunded on account of failure of Issue.
25. Our Company does not presently intend or propose to alter its capital structure for a period of six months from the date of opening of the Issue, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether preferential or otherwise. This is except if we enter into acquisition or joint ventures or make investments, in which case we may consider raising additional capital to fund such activity or use Equity Shares as a currency for acquisition or participation in such joint ventures or investments.
26. None of our Equity Shares have been issued out of revaluation reserve created out of revaluation of assets.
27. 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 i.e. NSE. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.
28. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 253 of SEBI (ICDR) Regulations, 2018 and its amendments from time to time.
29. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.
30. The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net offer to the public portion.
31. At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
32. Our Company shall comply with such disclosure and accounting norms as may be specified by NSE, SEBI and other regulatory authorities from time to time.
33. As on the date of this Prospectus, our Company has not issued any equity shares under any employee stock option scheme and we do not have any Employees Stock Option Scheme / Employees Stock Purchase Scheme.
34. There are no Equity Shares against which depository receipts have been issued.

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35. There have been no purchase or sell of Equity Shares by Promoters, Promoter Group, our Directors and relatives of our Directors during a period of six months preceding the date of this Prospectus.
 36. Other than the Equity Shares, there is no other class of securities issued by our Company as on date of filing of this Prospectus.
 37. We have 10 (ten) Shareholders as on the date of filing of this Prospectus.
 38. There are no safety net arrangements for this Public issue.
 39. Our Promoters and Promoter Group will not participate in this Issue.
 40. This Issue is being made through Fixed Price method.
 41. Except as disclosed in this Prospectus, our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation to the date of this Prospectus.
 42. No person connected with the Issue shall offer any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant.
 43. We shall ensure that transactions in Equity Shares by the Promoters and members of the Promoter Group, if any, between the date of registering the Prospectus with the RoC and the Issue Closing Date are reported to the Stock Exchange within 24 hours of such transactions being completed.
 44. In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the SCRR) the Issue is being made for at least 25% of the post-issue paid-up Equity Share capital of our Company. Further, this Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.
 45. As per RBI regulations, OCB's are not allowed to participate in the Issue.
 46. Allocation to all categories shall be made on a proportionate basis subject to valid applications received at or above the Issue Price. 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 Lead Manager and NSE. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

OBJECTS OF THE ISSUE

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

Objects of the Fresh Issue

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

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

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

Utilization of Net Proceeds

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

<i>(Rs. In Lakhs)</i>		
S. No.	Particulars	Amounts
1)	Gross Proceeds	2,001.60
2)	(Less) Issue related expenses	135.76
3)	Net Proceeds	1,865.84

FUND REQUIREMENTS

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

<i>(Rs. In lakhs)</i>				
S. No.	Particulars	Amounts	% of gross proceeds	% of Net proceeds
1.	To finance the Expenditure towards Acquisition of Land, Site Development and Other Civil Work.	440.00	21.98	23.58
2.	To Acquire the Plant & Machinery	290.00	14.49	15.54
3.	To part finance the requirement of Incremental Working Capital	900.00	44.96	48.24
4.	To meet General corporate purposes	235.84	11.78	12.64
5.	To meet the expenses of the Issue	135.76	6.78	7.28
	Total	2,001.60	100.00	-

Schedule of implementation/ Utilization of Issue Proceeds

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

(Rs. In lakhs)

Sr. No.	Particulars	Amount Proposed to be Deployed from IPO Proceeds	Estimated Schedule of Deployment of Net Proceeds	
			FY 2018-19	FY 2019-20
1.	To finance the Expenditure towards Acquisition of Land, Site Development and Other Civil Work.	440.00	203.96	236.04
2.	To Acquire the Plant & Machinery.	290.00	-	290.00
3.	To part finance the requirement of Incremental Working Capital	900.00	-	900.00
4.	To meet General corporate purposes	235.84	-	235.84
5.	To meet the expenses of the Issue	135.76	13.00	122.76
	Total	2,001.60	216.96	1,784.64

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

MEANS OF FINANCE:

Amount In lakhs

Sr. No.	Objects of the offer	Amount Required	IPO Proceeds	Borrowings/ Internal Accruals
1.	To finance the Expenditure towards Acquisition of Land, Site Development and Other Civil Work.	663.96	440.00	223.96
2.	To Acquire the Plant & Machinery.	364.96	290.00	74.96
3.	To part finance the requirement of Incremental Working Capital.	1,604.92	900.00	704.92
4.	To meet General corporate purposes.	235.84	235.84	-
5.	To meet the expenses of the Issue.	135.76	135.76	-
	Total	3,005.44	2,001.60	1,003.84

Accordingly, we confirm that we are in compliance with the requirement to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Net Proceeds and existing identifiable internal accruals.

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

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

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

For further details on the risks involved in our business plans and executing our business strategies, please see the section titled “Risk Factors” beginning on page 25 of this Prospectus.

DETAILS OF THE OBJECTS

The details of the objects of the Issue are set out below:

1. TO FINANCE EXPENDITURE TOWARDS ACQUISITION OF LAND, SITE DEVELOPMENT AND OTHER CIVIL WORK

Our Company is engaged in the manufacturing of ceiling fans, exhaust, pedestal and BLDC (brushless DC) fans. We manufacture and supply a wide range of ceiling, exhaust pedestal and BLDC fans in various attractive designs and patterns, which are known for their high performance and low power consumption in the market. Our range of fans is available in different designs, colours and has superior gloss finishes that add grace to the decor of the surroundings. We also manufacture these fans as per specification of our clients which include 6-7 leading brands in India. Our fans are manufactured in accordance with the strict industrial standards and these extra durable ceiling, exhaust, Pedestal and BLDC fans are known for their features such as superior strength, fine finish, and make us the one of the best fans manufacturer in India.

We have state-of-the-art manufacturing facility which is strategically located in Roorkee, Uttarakhand meeting all the quality requirements of our customers. Our manufacturing facility has been accredited with quality management system and environmental management system, certificate for compliance with ISO 9001:2015 & ISO 14001:2015 requirements respectively.

Our Company proposed to set up a manufacturing facility at Hyderabad. Accordingly, we have proposed to utilize Rs. 440.00 Lakhs out of Issue proceeds to meet the expenditure towards Acquisition of Land, Site Development and Other Civil Work. Following are the details of our proposed Manufacturing Plant.

Details of New Manufacturing Facilities

Estimated Production Capacity: Presuming 300 operating days in a year and single Shift (12 Hours)-working basis, the installed production capacity of the unit would be manufacturing of 24,00,000 fans per annum, which would likely to be increased in the subsequent years. Actual utilization is expected to be 50% in 1st year, 70 % in 2nd year, 85 % in 3rd year and approx 95% and above in further years.

Raw Material

The Raw Material compatible for our product are available in the domestic market and the required raw material for manufacturing of an electric ceiling & exhaust fans all indigenous and consist the following:

- C.I./Aluminum castings;
- CRC Sheets
- Laminations;
- Copper wire;
- Insulation material;
- Shafts, condensers, ball bearings, regulators, canopies, down rod, sheet metal components, corrugated boxes

Commencement of Production:

Plant will become operational in the mid of financial year 2020-2021.

Brief details of the Products to be manufactured at the New Plant are as follows:

Category/Type of Product	Description of product (Unit per year in Lakhs)
Ceiling Fans	20.00
Exhaust Fans	4.00

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

Sr. No.	Particulars	Amount in Lakhs
1	Purchase of Land and incidental expenses	203.96
2	Construction of factory building and wall	460.00
	Total	663.96
	To be financed from IPO Proceeds	440.00

i) Purchase of land and incidental expenses

We have identified an Industrial Land at Hyderabad situated at Industrial Park, Kucharam, Medak District for setting up the manufacturing plant for Manufacturing of Electric Fans. The Telangana State Industrial Infrastructure Corporation (an undertaking of Government of Telangana State) vide its letter dated 24th December, 2018 has provisionally allotted Plot No. 4 admeasuring to an extent of 7365.54 sqmtrs. Situated at Industrial Park, Kucharam, Medak District. Total Cost of Land is Rs. 195.70 Lakhs and Processing Fees and Registration fee was Rs. 0.23 Lakhs and Rs. 8.03 Lakhs respectively aggregating total of Land and Incidental Expenses to Rs. 203.96 Lakhs.

ii) Construction of Factory Building and wall

The details of the construction of factory building and wall are as follows:

Sr. No.	Particulars	Amount (In Lakhs)
a.	Construction of Boundary wall	41.00
b.	Construction of Factory Building	419.00
	Total	460.00

The Details of construction of Boundary wall are as follows:

Sr. No.	Particulars	Quantity & Unit	Rates/Unit (Rs.)	Amount (In Lakhs)
a.	Construction of boundary wall up to 2.0 M Height, foundation to be constructed in locally available stone masonry & 200 mm thick (AEC) concrete Block work above inside plot level/plinth lvl, joints to be finished with cement mortar.	410 RM	1000 per RM	41.00
	Total			41.00

The details of the Factory buildings are as follows:

Sr. No.	Particulars	Quantity & Unit	Rates/Unit (Rs.)	Amount (In Lakhs)
A.	CONSTRUCTION OF MAIN BUILDING			
	Civil and Structural Work for ground floor factory hall including RCC COLUMNS, RCC Foundations/ footings, Plinth beams, Concrete block masonry work upto 3.0m, steel door & windows, glass panes, steel fabricated roof structure, rolling shutters, cladding & roofing in colour coated Galvallume sheets including all installations/ fixing, rainwater vertical pipes, roof gutter / drain, Flooring of cement concrete (vacuum dewatered type) over sub base of boulders, earth filling, all inside and outside cement based paints, etc. wall & floor tiling inside toilets included all inside sanitary work, sanitary fixtures in toilet included, complete civil work for building included.	40000 SQ M	9700/- per SQM	388.00
B.	CONSTRUCTION OF STRUCTURES IN OPEN AREA			
	Roads- providing and lying reinf. (RCC) Cement concrete for road by vacuum de watered method, roads of 150 mm thick, with groove cutting as required, reinforcement of 10 mm dia @ 300 c/c to be laid inside concrete. All work to be done over subbase of boulders and 75 thick PCC and compacted earth (Capacity 8-10 T road rollers)	920 SQM	1890/- per SQM	17.02
	Providing Bore hole/ Bore well of 150 dia. Up to 200 'deep inclusive of labor, casement pipes, upvc boring pipes, Gi pipes & Motor pump all cost included.	-	Lumpsum	2.50
	Construction of underground water tank - 100000 Lits inclusive of RCC raft foundation,	100000 Lit	12/ per Lit	12.00

Sr. No.	Particulars	Quantity & Unit	Rates/Unit (Rs.)	Amount (In Lakhs)
	200 thick RCC peripheral walls, reinforcement bars as per design, RCC slab over Tank & beams, manholes, raffle wall, foot steps, all job complete.			
	Total			419.52
	Round off			419.00

The Cost of Construction of Factory Building and wall is based on an estimate given by Space Design Consultants Pvt Ltd vide its letter dated 24th May, 2019.

2. TO ACQUIRE THE PLANT & MACHINERY

The detailed breakup of the above mentioned object is as under:

Sr. No.	Particulars	Amount (in Lakhs)
1	Purchase of Plant & Machinery	319.96
2	Preliminary and Pre Operative Expenses	20.00
3	Provision for Contingencies	25.00
	Total	364.96
	To be financed from IPO Proceeds	290.00

Our Company proposes to acquire following plant & Machinery aggregating to Rs. 319.96 Lakhs the details of which are as follows:

S.No.	Description of Machinery	Qty	Rates (in Lakhs)	Amount (In Lakhs)	Supplier
1	P.T. Plant (Pre-Treatment Plant)	1	28.50	28.50	Victory Engineering Enterprises <u>Quotation:</u> Date: 24.05.2019 Validity: 90 days
2	Powder Coating Plant for Blade	1	26.80	26.80	Victory Engineering Enterprises <u>Quotation:</u> Date: 24.05.2019 Validity: 90 days
3	Liquid Paint Plant	1	35.00	35.00	Victory Engineering Enterprises <u>Quotation:</u> Date: 20.05.2019 Validity: 90 days
4	Varnish Coating Plant	1	13.00	13.00	Victory Engineering Enterprises <u>Quotation:</u> Date: 24.05.2019 Validity: 90 days
5	Powder Coating Plant for Cover	1	15.00	15.00	Victory Engineering Enterprises <u>Quotation:</u> Date: 24.05.2019 Validity: 90 days
6	Lancer Machine (Belt Grinding)	2	0.75	1.50	S. P. Nanda & Son

S.No.	Description of Machinery	Qty	Rates (in Lakhs)	Amount (In Lakhs)	Supplier
					Quotation: Date: 18.05.2019 Validity: -
7	Double spindle CNC machine with latest fanucui TF system	3	22.95	68.85	Marshall Machiner Pvt. Ltd. Quotation: Date: 20.05.2019 Validity: 3 months
8	CNC Winding Machine	12	11.90	103.20	K.D. Dows & Keys Quotation: Date: 18.05.2019 Validity: 60 days
9	Belt conveyor for Fan Assembly	1	2.10	2.10	Karuna Engineering Works Quotation: Date: 17.05.2019 Validity: 4 months
10	Conveyor for Testing	1	4.62	4.62	Karuna Engineering Works Quotation: Date: 17.05.2019 Validity: 4 months
11	Cylindrical Grinding M/C for stator	3	6.95	20.85	TMT Machine Tools Quotation: Date: 20.05.2019 Validity: 4 months
12	Packaging	3	0.18	0.54	Management Estimates
	Total			319.96	

Our Company may purchase any second hand Machinery in the proposed project which has not been identified till the date of this prospectus.

Preliminary and Pre-Operative Expenses

Pre-operative and preliminary expenses mainly consist of start up and trial run expenses, establishment and project management expenses, engineering and consultancy fees, upfront fees, etc. The pre operative and preliminary expenses as estimated by the management would be Rs. 20.00 Lakhs.

Provision for Contingencies

In the event of any cost overruns due to any changes in quoted prices of plant & machinery for which orders have not yet been placed, or on account of time variation, transportation cost, insurance, unexpected price rise due to factors beyond our control, contingencies have been provided to cover any such eventuality which may occur. Contingencies of Rs. 25.00 Lakhs have been estimated, which is approximately 7.81% of the cost of plant & machinery.

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

Our Business is a working capital intensive industry. The increasing operations of our company will in turn lead to the increase in the requirement of incremental working capital. The lead time for procuring the products is high and also in order to ensure readily available customized product along with a low

lead time for our clients, we enjoy a lower credit period. Further, we are required to provide sufficient credit period to our clients resulting in high receivables and we enjoy minimum credit from our suppliers through against the same. We intend to increase our turnover over the years for which we would be required to provide extended credit period to our customers, but the credit period that we avail from our suppliers shall not increase substantially. This would require us to have adequate working capital to ensure a smooth and uninterrupted flow of our business operations. Accordingly, we expect a further increase in the working capital requirements in view of current and potential business operations that we may undertake. Accordingly, we have proposed to use Rs. 900.00 Lakhs out of the issue proceeds to meet the increase in long term incremental working capital requirements.

(Rs. In lakhs)

Sr. No.	Particulars	31.03.2017	31.03.2018	31.03.2019	31.03.2020
		Audited	Audited	Audited	Projected
A.	Current Assets				
	Inventories	957.97	1,394.47	1,913.09	2,400.00
	Trade receivables	4,110.34	8,964.38	8,046.25	9,200.00
	Other current assets	200.39	644.85	587.53	650.00
	Total Current Assets	5,268.70	11,003.70	10,546.87	12,250.00
B.	Current Liabilities				
	Trade payable	3,760.27	7,300.27	8,201.45	8,300.00
	Other current liabilities & Provisions	240.51	556.93	500.34	500.00
	Total Current Liabilities	4,000.78	7,857.20	8,701.79	8,800.00
C.	Working Capital Gap (A-B)	1,267.92	3,146.50	1,845.08	3,450.00
	Incremental Working Capital	-	1,878.58	-	1,604.92
D.	Borrowings/Owned Funds/Internal Accruals	-	-	-	704.92
E.	Working Capital funding through IPO Proceeds	-	-	-	900.00

As per our estimates we would require Rs. 900.00 Lakhs out of the issue proceeds to meet the working capital requirements.

Justification of Holding Level

Inventories	We have Inventories holding period of 25 days in financial year 2016-17, 2017-18 & 2018-19 against which is slightly higher than previous year's holding period as we are expecting increase in our revenues from the sale of goods and therefore, expect to hold more inventories. We are confident enough that inspite of increased capacity and sales, we will be able to maintain our inventory at same level of days consumption.
Trade Receivables	We have assumed Trade Receivable holding period level of 3.64 months in financial year 2016-17, 2017-18 & 2018-19 which is slightly higher than previous financial year's holding period levels as we are expecting to allow more lenient credit period to our clients. Our Company has estimated the holding level for Trade Receivable as 60 days of revenue from operations for the Financial Year 2018-19, considering normal credit period.
Trade Payables	In financial year 2016-17, 2017-18 & 2018-19, Our payable's credit period was 3.73 months as our company will strive to adhere to stricter credit policy to achieve better and favourable pricing terms and to ensure continued relations with the existing suppliers. By making early payments to the suppliers (i.e. availing lower credit periods), the company shall be able to get competitive

prices for its raw materials which would result in a reduction in the raw material cost as a percentage of sales thereby increasing the profitability of the Company. Thus the Company has estimated lower credit period of 60 days in a FY 2019-20 which would in turn help in reducing the cost of sales and improve profitability margins.

4. TO FINANCE THE GENERAL CORPORATE PURPOSE.

The Net Proceeds will first be utilized towards the Objects set out above, as well as meeting the Issue-related expenses. Subject to this, our Company intends to deploy any balance left out of the Net Proceeds of Rs. 235.84 Lakhs towards general corporate purposes and the business requirements of our Company, as approved by our management, from time to time. We confirm that utilization for general corporate purposes will not exceed 25% of the Net Proceeds of the Issue, in compliance with the SEBI ICDR Regulations.

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

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

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

ISSUE RELATED EXPENSES

The expenses for this Issue include issue management fees, underwriting fees, registrar fees, legal advisor fees, printing and distribution expenses, advertisement expenses, depository charges and listing fees to the Stock Exchange, among others. The total expenses for this Issue are estimated not to exceed Rs. 135.76 Lakhs.

Particulars	Amount (Rs. in Lakhs)	% of Total Issue Expenses	% of Total Issue Size
Issue management fees, Underwriting Fees selling commissions, brokerages, Payment to other intermediaries such as Legal Advisors, Registrars etc.	115.06	84.75	5.75
Market Making Fees for three years	7.20	5.30	0.36
Printing & Stationery, Distribution, Postage, etc.	2.50	1.84	0.12
Advertisement & Marketing Expenses	4.00	2.95	0.20
Regulatory & other expenses	5.00	3.68	0.25
Miscellaneous Expenses	2.00	1.47	0.10
Total	135.76	100.00	6.78

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

The funds deployed up to 31st May, 2019 pursuant to the object of this Issue as certified by the Auditors of our Company, viz. M/s. AYK & Associates, Chartered Accountants pursuant to their certificate dated 21st June, 2019 is given below:

Deployment of funds	Amount (Rs. In Lakhs)
Issue Related Expenses	13.31
Object Related Expenses	203.96
Total	217.27

Sources of funds	Amount (Rs. In Lakhs)
Internal Accruals	217.27
Bank Finance	-
Total	217.27

BRIDGE FINANCING

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

APPRAISAL BY APPRAISING AGENCY

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

INTERIM USE OF FUNDS

Pending utilization of the Issue Proceeds for the Objects of the Issue described above, our Company shall deposit the funds only in Scheduled Commercial Banks included in the Second Schedule of Reserve Bank of India Act, 1934. In accordance with Section 27 of the Companies Act, 2013, our Company confirms that, pending utilisation of the proceeds of the Issue as described above, it shall not use the funds from the Issue Proceeds for any investment in equity and/or real estate products and/or equity linked and/or real estate linked products.

MONITORING UTILIZATION OF FUNDS

As the size of the Issue does not exceed Rs. 10,000 lakhs, in terms of Regulation 262 of the SEBI Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Issue. Our Board and Audit Committee shall monitor the utilization of the Net Proceeds.

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

CONFIRMATION REGARDING PURCHASE OF SECOND-HAND EQUIPMENT AND MACHINERY

Our Company may purchase any second hand Machinery in the proposed project which has not been identified till the date of this prospectus.

OTHER CONFIRMATIONS

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

VARIATION IN OBJECTS

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

BASIS FOR ISSUE PRICE

The Issue Price has been determined by our Company in consultation with the Lead Manager on the basis of the following qualitative and quantitative factors. The face value of the Equity Shares is Rs.10/- and Issue Price is Rs. 90/- per Equity Shares i.e. 9.00 times the face value.

Investors should read the following summary with the “Risk Factors” beginning from page 25 of this Prospectus, section titled “Our Business” beginning from page 119 and “Financial Information” beginning from page 183 of this Prospectus. The trading price of the Equity Shares of our Company could decline due to these risk factors and you may lose all or part of your investments.

QUALITATIVE FACTORS

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

Strong relationships with a diverse top-tier customer base

We have established and will continue to focus on strengthening our long-standing relationships with well-known customers across product verticals. We view these customers as our partners and seek to provide them with quality end-to-end product solutions. We believe that our customers are long term reputed players in the industry. Our relationships with them have enabled us to continuously develop, diversify and improve our product portfolio, plan our production in anticipation of demand from retail customers and ensure continuous focus on quality. Such long-term business relationships stem from our commitment to quality products and timely delivery of customers’ orders under tight delivery schedules and short production lead time.

Our major customers include well known Companies of fans & home appliances which are selling the products under their own brands in India. All our customers are well respected players in one or more product categories offered by us.

Over the years, while maintaining and strengthening our relationships with our existing customers, we have successfully expanded and diversified our customer mix. In addition to targeting large and global players, we also cater to various leading local and small players across product verticals. We believe that by broadening our customer portfolio, we are able to reduce our reliance on just a few customers for our revenue streams.

We believe, our strong customer base has not only been instrumental in our success to date, but also will be a strong driver of our future growth and help expand our market share, develop new products and enter newer markets. Our ability to maintain and grow these customer relationships stems from our history of continuously creating value for our customers.

Experienced Promoters and seasoned management team

Our Promoters have almost 3 (three) decades of experience in the fan manufacturing industry.

Our Key Managerial Personnel have an average experience of over 15 (fifteen) years, comprise of experienced professionals with extensive experience in their domains, helping us develop new products through in-house R&D capabilities, thereby quickly adapting to changing client requirements across varying product mix.

Additionally, our senior management also possesses extensive industry and management experience which we believe has given us a specialized understanding of the complexities involved in the fan

manufacturing industry in India and its processes. We believe that our business growth is attributable to our strong management culture fostered by an entrepreneurial spirit, each product vertical being managed by experienced and hands-on vertical heads having in-depth knowledge of our industry. Our experienced management team has successfully led our operations, increased our capacity, revenues and profits since our inception and is passionate and dedicated to our business and innovation.

We believe that our highly experienced and dedicated management team enables us to capture market opportunities, formulate and execute business strategies, manage client expectations as well as proactively manage changes in market conditions.

Quality Assurance and Standards

We believe in providing our customers the best possible quality products. Since our Company is dedicated towards quality products, processes and inputs we get regular orders from our customers, as we are capable of meeting their quality standards.

End to end solutions provider with dedicated research and development capabilities

Since inception, we have expanded our customer base and gained technological expertise in designing and manufacturing of fans. We place a high emphasis on integrating our services to continue to serve as an end-to-end product solutions provider and maintain an edge over our competitors. We believe that our dedication to design, manufacturing and our service infrastructure ensure customer satisfaction, foster customer loyalty and generate repeat business. Our capabilities which enable us to provide end-to-end solutions are:

Research and development

Our product superiority is founded on firm commitment to fan technology through continuous research and development.

Our manufacturing team produces high quality fans and all fans are tested in a well-equipped, in-house laboratory. All manufactured products are tested as per the standards laid down by Bureau of Indian Standards.

All our equipment is backed by not only highly skilled production staff but also by a strong and very experienced engineering and management team. We have in-house processes for machining, fabrication, stator winding, buffing, powder coating, painting, assembling, testing and packaging which includes moving semi-finished parts/products through conveyor belts.

Our R&D center which is located at our manufacturing facility in Roorkee has access to latest equipment such as CNC M/C for covers and rotors, drill, tapping, lathe, lacquer booth, drying oven, powder coating system (ITW GEMA), powder coating line, power presses and shearing machines for blade fabrication, belt conveyor, bearing pressing, coil winding, varnishing, liquid painting, sanding, auto strapping, dynamic balancing etc. The R&D team has the capabilities to verify and develop conceptual designs received from customers and convert such designs into deliverable products by improving the designs, recommending suitable raw materials and testing of trial products. The R&D team also aims to provide solutions to improve manufacturing efficiency on the existing products, reduce production costs and also assists our customers in designing consumer durable and lighting products by providing design and engineering support.

Driven by core values of manufacturing and producing top-quality, authentic fans of the highest standards, the Company has rapidly developed a reputation for exceptional quality fans that offers top value for money.

Sourcing

With an increase in the scale of our operations over the years, we have access to and have established continuous relationships with domestic and some international suppliers and gained expertise in procurement of components which meet strict quality standards and adhere to the time schedules laid down by our customers, on competitive rates. The benefits of placing large orders with our suppliers allow us to source at competitive prices thereby improving our margins and ability to win further business.

Backward integration

We have successfully achieved backward integration of our services by setting up in-house manufacturing of wound components, blades & packing as well as other processes like machining, buffing, powder coating, painting etc. Backward integration provides us the benefit of greater control on the manufacturing process, quality and the corresponding benefits of cost efficiencies thereby improving our margins. As a result, we are able to fulfil our customers' diverse needs in a timely manner and enhance our ability to offer cost-competitive 'one-stop-shop' solutions.

Flexible and cost-effective manufacturing capabilities

We have a proven track record of serving product requirements of our customers and we continue to pursue greater efficiencies of cost, time, quality and scale in our manufacturing processes. We maintain the flexibility of our manufacturing facilities by measures such as multiple-function training and standardization of equipment.

Due to the large scale of our operations, extensive experience in manufacturing, backward integrated manufacturing facilities, sourcing, processes and availability of skilled and unskilled manpower at our manufacturing facilities, we are able to offer cost effective solutions to our customers while maintaining our margins.

We attribute our ability to deliver quality products because of our control on manufacturing processes, robust engineering and quality assurance systems. The quality control team is tasked with thorough pre-manufacturing checks and balances. This prevents or, where necessary, uncovers defects which ensures that time and resources are not wasted in the production of defective products. Our manufacturing facility has been certified ISO 9001:2000 in accordance with international quality standards.

Strong Financial Performance and stable cash flows

We have a track record of sustained growth in revenue and profitability. For the last three fiscals ended March 31, 2019, we achieved a 4.40% growth in Total Revenue of the Company of Rs. 30,801.59 Lakhs and in March 31, 2018, we achieved a growth of 77.73% in Total revenue of the Company of Rs. 29,486.85 Lakhs.

We believe that our robust financial position illustrates not only the growth of our operations over the years, but also the effectiveness of allocation of our capital and strong working capital management across our business. Further, during the fiscals 2019, 2018 and 2017, we reported RONW of 30.67%, 58.51% and 90.53%, respectively. Among other things, our strong financial position has enabled us to

increase our production capacities and diversify into newer products and offerings through internal accruals without increasing our external borrowings.

Our financial stability and positive cash flow from operations enable us to meet the present and future requirement of our customers. Our strong balance sheet gives our customers the confidence that we will be able to support them in terms of both capabilities and capacities. This also helps strengthen trust and engagement with our customers, thereby increasing customer stickiness.

Quantitative factors

The information presented below relating to the Company is based on the restated financial statements of the Company for Financial Year 2016, 2017, 2018 prepared in accordance with Indian GAAP. Some of the quantitative factors, which form the basis for computing the price, are as follows:

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

Year ended	EPS (Rs.)	Weight
March 31, 2017	24.83	1
March 31, 2018	38.88	2
March 31, 2019	9.98	3
Weighted average	22.09	

- EPS Calculations have been done in accordance with Accounting Standard 20-“Earning per Share” issued by the Institute of Chartered Accountants of India.
- Basic earnings per share are calculated by dividing the net profit after tax by the weighted average number of Equity Shares outstanding during the period. Weighted Average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year/period adjusted by the number of Equity Shares issued during year/period multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.

II. Price to Earnings (P/E) ratio in relation to Issue Price of Rs. 90 per Equity Share of Rs. 10 each fully paid up.

- Based on fiscal year as on 31st March, 2019; at EPS of Rs. 9.98 as per Restated Financial Statements, the P/E ratio is 9.02.
- Based on fiscal year as on 31st March, 2018; at EPS of Rs. 38.88 as per Restated Financial Statements, the P/E ratio is 2.31.
- Based on fiscal year as on 31st March, 2017; at EPS of Rs. 24.83 as per Restated Financial Statements, the P/E ratio is 3.62.
- Based on weighted average EPS of Rs. 22.09 as per Restated Financial Statements, the P/E ratio is 4.07.
- Industry PE*:

Particulars	P/E Ratio
Lowest	7.28
Highest	78.93
Average	43.11

*Source:

<https://www.moneycontrol.com/stocks/marketinfo/pe/bse/homebody.php?indcode=40&sortcode=0>

III. Return on Net worth (RoNW)

Year Ended	RoNW (%)	Weight
March 31, 2017	90.53	1
March 31, 2018	58.51	2
March 31, 2019	30.67	3
Weighted Average	49.93	

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

IV. Minimum Return on Total Net Worth post issue needed to maintain Pre Issue EPS for the year ended March 31, 2019 is 20.88 % on restated financial Statements.

V. Net Asset Value per Equity Shares (NAV)

Particulars	Amount (In Rs.) On the basis of Financial Statements
Net Asset Value per Equity Share as of March 31, 2019	32.53
Net Asset Value per Equity Share as of March 31, 2018	66.46
Net Asset Value per Equity Share as of March 31, 2017	27.43
Net Asset Value per Equity Share after the Issue	47.79
Issue Price per equity share	90.00

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

VI. Comparison with other listed companies

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

Companies	EPS#	PE Ratio	Market Price/ Issue Price	RoNW %	NAV (Per Share)	Face Value (Rs. Per share)	Total Income (Rs. In Lakhs)	PAT (Profit for the year) (Rs. in lakhs)
Wonder Fibromats Limited	9.98	9.02	90.00	30.67	32.53	10.00	31,095.38	613.84
Peer Group*								
Bajaj Electricals Ltd (Standalone)	16.34	31.07	507.75	15.50	105.25	2.00	6,73,857	16,707
Crompton Greaves Consumer Electricals Ltd. (Standalone)	6.42	37.39	240.05	36.64	17.52	2.00	4,52,717	40,252

(1. Based on March 31, 2019 restated financial statements)

Source: www.bseindia.com and Audited Financial Results for the year ended March 31, 2019 and for calculating PE ratio, closing market price as on 21st June, 2019 or latest trading date prior to 21st June, 2019 is considered.

The Company in consultation with the Lead Managers and after considering various valuation fundamentals including Book Value and other relevant factors, believes that Issue price of Rs. 90 per Equity Share for the Public Issue is justified in view of the above parameters.

For further details refer to the section titled “*Risk Factors*” beginning on page 25 and the financials of the Company including profitability and return ratios, as set out in the section titled “**Financial Information**” beginning on page 183 of this Prospectus for a more informed view.

STATEMENT OF TAX BENEFITS

To,
The Board of Directors,
Wonder Fibromats Limited
45, Okhla Industrial Estate, Phase-III,
New Delhi 110020

Dear Sirs,

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

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

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

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

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

For AYK & Associates
Chartered Accountants
Sd/-

Yogesh Kumar
Partner
Membership No. - 403036
FRN: 018591C
Place: New Delhi
Date: 10.09.2018

ANNEXURE TO THE STATEMENT OF TAX BENEFITS:

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

YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION.

A. SPECIAL TAX BENEFITS TO THE COMPANY

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

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER

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

Note:

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

No assurance is given that the revenue authorities/courts will concur with the views expressed herein.

Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

SECTION V- ABOUT THE COMPANY

INDUSTRY OVERVIEW

The information in this section has been extracted from various websites and publicly available documents from various industry sources. The data may have been re-classified by us for the purpose of presentation. Neither we nor any other person connected with the issue has independently verified the information provided in this section. Industry sources and publications, referred to in this section, 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.

OVERVIEW OF GLOBAL ECONOMY

Global growth is moderating as the recovery in trade and manufacturing activity loses steam (Figure 1.1). Despite ongoing negotiations, trade tensions among major economies remain elevated. These tensions, combined with concerns about softening global growth prospects, have weighed on investor sentiment and contributed to declines in global equity prices. Borrowing costs for emerging market and developing economies (EMDEs) have increased, in part as major advanced-economy central banks continue to withdraw policy accommodation in varying degrees. A strengthening U.S. dollar, heightened financial market volatility, and rising risk premiums have intensified capital outflow and currency pressures in some large EMDEs, with some vulnerable countries experiencing substantial financial stress. Energy prices have fluctuated markedly, mainly due to supply factors, with sharp falls toward the end of 2018. Other commodity prices—particularly metals—have also weakened, posing renewed headwinds for commodity exporters.

Economic activity in advanced economies has been diverging of late. Growth in the United States has remained solid, bolstered by fiscal stimulus. In contrast, activity in the Euro Area has been somewhat weaker than previously expected, owing to slowing net exports. While growth in advanced economies is estimated to have slightly decelerated to 2.2 percent last year, it is still above potential and in line with previous forecasts.

EMDE growth edged down to an estimated 4.2 percent in 2018—0.3 percentage point slower than previously projected—as a number of countries with elevated current account deficits experienced substantial financial market pressures and appreciable slowdowns in activity. More generally, as suggested by recent high-frequency indicators, the recovery among commodity exporters has lost momentum significantly, largely owing to country-specific challenges within this group. Activity in commodity importers, while still robust, has slowed somewhat, reflecting capacity constraints and decelerating export growth. In low-income countries (LICs), growth is firming as infrastructure investment continues and easing drought conditions support a rebound in agricultural output. However, LIC metals exporters are struggling partly reflecting softer metals prices. Central banks in many EMDEs have tightened policy to varying degrees to confront currency and inflation pressures.

In all, global growth is projected to moderate from a downwardly revised 3 percent in 2018 to 2.9 percent in 2019 and 2.8 percent in 2020-21, as economic slack dissipates, monetary policy accommodation in advanced economies is removed, and global trade gradually slows. Growth in the United States will continue to be supported by fiscal stimulus in the near term, which will likely lead to larger and more persistent fiscal deficits. Advanced-economy growth will gradually decelerate toward potential, falling to 1.5 percent by the end of the forecast horizon, as monetary policy is normalized and capacity constraints become increasingly binding.

TABLE 1.1 Real GDP¹

(Percent change from previous year)

Percentage point differences
from June 2018 projections

	2016	2017	2018e	2019f	2020f	2021f	2018e	2019f	2020f
World	2.4	3.1	3.0	2.9	2.8	2.8	-0.1	-0.1	-0.1
Advanced economies	1.7	2.3	2.2	2.0	1.6	1.5	0.0	0.0	-0.1
United States	1.6	2.2	2.9	2.5	1.7	1.6	0.2	0.0	-0.3
Euro Area	1.9	2.4	1.9	1.6	1.5	1.3	-0.2	-0.1	0.0
Japan	0.6	1.9	0.8	0.9	0.7	0.6	-0.2	0.1	0.2
Emerging market and developing economies (EMDEs)	3.7	4.3	4.2	4.2	4.5	4.6	-0.3	-0.5	-0.2
Commodity-exporting EMDEs	0.8	1.7	1.7	2.3	2.9	2.9	-0.8	-0.7	-0.1
Other EMDEs	5.9	6.1	5.8	5.5	5.6	5.6	0.0	-0.3	-0.1
Other EMDEs excluding China	4.9	5.2	5.0	4.7	4.9	5.1	-0.1	-0.4	-0.2
East Asia and Pacific	6.3	6.6	6.3	6.0	6.0	5.8	0.0	-0.1	0.0
China	6.7	6.9	6.5	6.2	6.2	6.0	0.0	-0.1	0.0
Indonesia	5.0	5.1	5.2	5.2	5.3	5.3	0.0	-0.1	-0.1
Thailand	3.3	3.9	4.1	3.8	3.9	3.9	0.0	0.0	0.1
Europe and Central Asia	1.7	4.0	3.1	2.3	2.7	2.9	-0.1	-0.8	-0.3
Russia	-0.2	1.5	1.6	1.5	1.8	1.8	0.1	-0.3	0.0
Turkey	3.2	7.4	3.5	1.6	3.0	4.2	-1.0	-2.4	-1.0
Poland	3.1	4.8	5.0	4.0	3.6	3.3	0.8	0.3	0.1
Latin America and the Caribbean	-1.5	0.8	0.6	1.7	2.4	2.5	-1.1	-0.6	-0.1
Brazil	-3.3	1.1	1.2	2.2	2.4	2.4	-1.2	-0.3	0.0
Mexico	2.9	2.1	2.1	2.0	2.4	2.4	-0.2	-0.5	-0.3
Argentina	-1.8	2.9	-2.8	-1.7	2.7	3.1	-4.5	-3.5	-0.1
Middle East and North Africa	5.1	1.2	1.7	1.9	2.7	2.7	-1.3	-1.4	-0.5
Saudi Arabia	1.7	-0.9	2.0	2.1	2.2	2.2	0.2	0.0	-0.1
Iran	13.4	3.8	-1.5	-3.6	1.1	1.1	-5.6	-7.7	-3.1
Egypt ²	4.3	4.2	5.3	5.6	5.8	6.0	0.3	0.1	0.0
South Asia	7.5	6.2	6.9	7.1	7.1	7.1	0.0	0.0	-0.1
India ³	7.1	6.7	7.3	7.5	7.5	7.5	0.0	0.0	0.0
Pakistan ²	4.6	5.4	5.8	3.7	4.2	4.8	0.0	-1.3	-1.2
Bangladesh ²	7.1	7.3	7.9	7.0	6.8	6.8	1.4	0.3	-0.2
Sub-Saharan Africa	1.3	2.6	2.7	3.4	3.6	3.7	-0.4	-0.1	-0.1
Nigeria	-1.6	0.8	1.9	2.2	2.4	2.4	-0.2	0.0	0.0
South Africa	0.6	1.3	0.9	1.3	1.7	1.8	-0.5	-0.5	-0.2
Angola	-2.6	-0.1	-1.8	2.9	2.6	2.8	-3.5	0.7	0.2
Memorandum items:									
Real GDP¹									
High-income countries	1.7	2.3	2.2	2.0	1.7	1.6	0.0	0.0	-0.1
Developing countries	4.0	4.6	4.4	4.4	4.7	4.7	-0.3	-0.4	-0.1
Low-income countries	4.8	5.5	5.6	5.9	6.2	6.3	-0.1	0.0	0.0
BRICS	4.4	5.2	5.3	5.2	5.3	5.3	-0.1	-0.2	-0.1
World (2010 PPP weights)	3.2	3.7	3.6	3.5	3.6	3.6	-0.2	-0.3	-0.1
World trade volume⁴	2.6	5.4	3.8	3.6	3.5	3.4	-0.5	-0.6	-0.5
Commodity prices⁵									
Oil price	-15.6	23.3	30.7	-2.9	0.0	0.0	-1.9	-1.5	-0.1
Non-energy commodity price index	-2.8	5.3	1.7	1.0	1.2	1.2	-3.4	0.8	0.7

Softening global trade and tighter financing conditions will result in a more challenging external environment for EMDE economic activity. EMDE growth is expected to stall at 4.2 percent in 2019—0.5 percentage point below previous forecasts, partly reflecting the lingering effects of recent financial stress in some large economies (e.g., Argentina, Turkey), with a sharply weaker-than-expected pickup in commodity exporters accompanied by a deceleration in commodity importers. EMDE growth is projected to plateau at an average of 4.6 percent in 2020-21, as the recovery in commodity exporters levels off. Per capita growth will remain anemic in several EMDE regions—most notably, in those with a large number of commodity exporters—likely impeding further poverty alleviation.

The projected gradual deceleration of global economic activity over the forecast horizon could be more severe than currently expected given the predominance of substantial downside risks (Figure 1.2). A sharper-than-expected tightening of global financing conditions, or a renewed rapid appreciation of the U.S. dollar, could exert further downward pressure on activity in EMDEs, including in those with large current account deficits financed by portfolio and bank flows. Government and/or private sector debt has also risen in a majority of EMDEs over the last few years, including in many LICs, reducing the fiscal room to respond to shocks and heightening the exposure to shifts in market sentiment and rising borrowing costs.

Escalating trade tensions are another major downside risk to the global outlook. If all tariffs currently under consideration were implemented, they would affect about 5 percent of global trade flows and could dampen growth in the economies involved, leading to negative global spillovers. While some countries could benefit from trade diversion in the short run, rising trade protectionism would stifle investment and severely disrupt global value chains, contributing to higher prices and lower productivity. Other downside risks—such as heightened political uncertainty, escalating geopolitical tensions, and conflict—further cloud the outlook.

FIGURE 1.1 Summary – Global prospects

Global growth is moderating, as industrial activity and trade decelerate, negatively impacting investor sentiment and equity prices. The recovery in EMDEs has stalled, owing to softening external demand, tighter external financing conditions, and heightened policy uncertainties. Many EMDE central banks have raised interest rates to fend off currency pressures. Per capita growth will remain anemic in several EMDE regions—most notably in those with a large number of commodity exporters.

A. Global growth



B. Global industrial production and new export orders



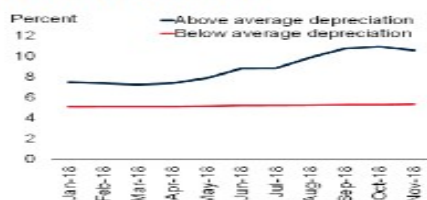
C. Global and EMDE equity prices



D. Growth in EMDEs



E. EMDE policy interest rates, by extent of currency depreciation against the U.S. dollar



F. Per capita growth, by region

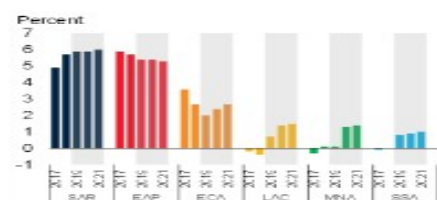
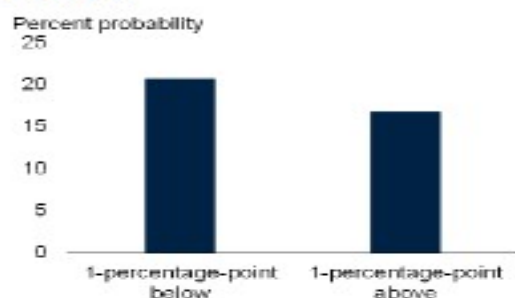


FIGURE 1.2 Global risks and policy challenges

Downside risks predominate, with the possibility of financial stress leading to further deterioration in activity in EMDEs. Escalating trade tensions involving major economies could spread globally. A simultaneous sharp slowdown in both the United States and China could have severe effects on the global outlook. Fiscal space is particularly limited in countries with high foreign-currency-denominated debt. Informality remains widespread in EMDEs and is associated with large productivity gaps between formal and informal firms.

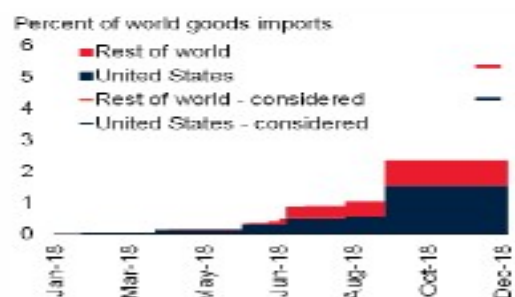
A. Probability of 2020 global growth being 1-percentage-point below/above baseline



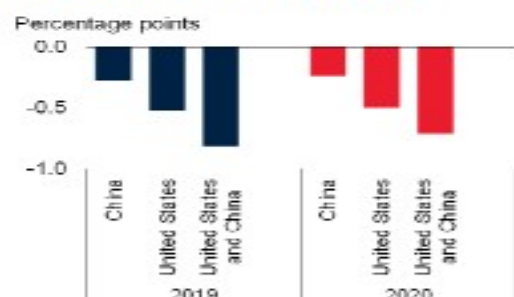
B. Growth forecast revisions and current account position, 2019



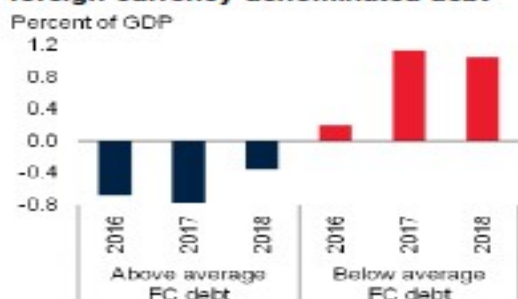
C. Imports affected by new tariffs



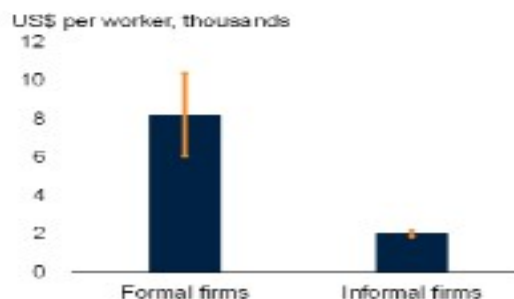
D. Impact on global growth of 1-percentage-point growth slowdowns in the United States and China



E. Fiscal sustainability gaps in EMDEs, by extent of reliance on foreign-currency-denominated debt



F. Average productivity in formal and informal firms



Even though the probability of a recession in the United States is still low, and the slowdown in China is projected to be gradual, markedly weaker-than-expected activity in the world's two largest economies could have a severe impact on global economic prospects. Stimulus measures have bolstered the near-term outlook in these two countries but could contribute to a more abrupt slowdown later on. A simultaneous occurrence of a severe U.S. downturn and a sharper-than-expected deceleration in China would significantly increase the probability of an abrupt global slowdown and thus negatively impact the outlook of other EMDEs through trade, financial, and commodity market channels. A global downturn would be particularly detrimental for those EMDEs with reduced policy space to respond to shocks.

The softening outlook and heightened downside risks exacerbate various challenges faced by policymakers around the world. Advanced economies should use this period of above-potential growth to rebuild macroeconomic policy buffers and lay the foundation for stronger growth with reforms that bolster potential output. Care should be taken to avoid shifts in trade and immigration policies that could negatively affect longer-term growth prospects, both domestically and abroad. A renewed commitment to a rules-based international trading system would also help bolster confidence, investment, and trade.

In a context of limited policy buffers, EMDE policymakers need to bolster the capacity to cope with possible bouts of financial market volatility, including sharp exchange rate movements—while undertaking measures to sustain the ongoing period of historically stable inflation (Box 1.1). This immediate priority will require a credible commitment to price stability from central banks, underpinned by strong institutional independence, as well as efforts by regulators and prudential authorities to reduce persistent financial fragilities. EMDEs also face substantial fiscal challenges and the risk of worsening debt dynamics as global financing conditions tighten. For many EMDEs, it will be imperative to restore fiscal space given cyclical conditions, as well as address the vulnerabilities associated with elevated foreign-currency-denominated debt.

Equally critically, amid a projected deceleration in potential growth, EMDEs face the pressing challenge of ensuring sustained improvements in living standards. This will require investments in human capital and skills development to raise productivity and take full advantage of technological changes. In the current environment of limited fiscal resources, the urgency of these investments highlights the critical need to prioritize effective public spending and increase public sector efficiency.

Moreover, facilitating the expansion of small- and medium-sized enterprises, including by improving their access to international markets and finance, would also spur productivity and stimulate growth-enhancing investments. For many EMDEs, there is scope to further liberalize trade and improve the extent to which they are integrated into global value chains, which would foster a more efficient allocation of resources, job creation, and export diversification. Policies that help improve outcomes in these areas would also contribute to address the challenges associated with informality, thus reinforcing the basis for future productivity growth.

(Source: <http://www.worldbank.org/en/publication/global-economic-prospects>)

OVERVIEW OF INDIAN ECONOMY

Introduction

India has emerged as the fastest growing major economy in the world and is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships.

Market size

India's GDP is estimated to have increased 7.2 per cent in 2017-18 and 7 per cent in 2018-19. India has retained its position as the third largest startup base in the world with over 4,750 technology start-ups. India's labour force is expected to touch 160-170 million by 2020, based on rate of population growth, increased labour force participation, and higher education enrolment, among other factors, according to a study by ASSOCHAM and Thought Arbitrage Research Institute.

India's foreign exchange reserves were US\$ 405.64 billion in the week up to March 15, 2019, according to data from the RBI.

Recent Developments

With the improvement in the economic scenario, there have been various investments in various sectors of the economy. The M&A activity in India reached record US\$ 129.4 billion in 2018 while private equity (PE) and venture capital (VC) investments reached US\$ 20.5 billion. Some of the important recent developments in Indian economy are as follows:

- During 2018-19 (up to February 2019), merchandise exports from India have increased 8.85 per cent year-on-year to US\$ 298.47 billion, while services exports have grown 8.54 per cent year-on-year to US\$ 185.51 billion.
- Nikkei India Manufacturing Purchasing Managers' Index (PMI) reached a 14-month high in February 2019 and stood at 54.3.
- Net direct tax collection for 2018-19 had crossed Rs 10 trillion (US\$ 144.57 billion) by March 16, 2019, while goods and services tax (GST) collection stood at Rs 10.70 trillion (US\$ 154.69 billion) as of February 2019.
- Proceeds through Initial Public Offers (IPO) in India reached US\$ 5.5 billion in 2018 and US\$ 0.9 billion in Q1 2018-19.
- India's Foreign Direct Investment (FDI) equity inflows reached US\$ 409.15 billion between April 2000 and December 2018, with maximum contribution from services, computer software and hardware, telecommunications, construction, trading and automobiles.
- India's Index of Industrial Production (IIP) rose 4.4 per cent year-on-year in 2018-19 (up to January 2019).
- Consumer Price Index (CPI) inflation stood at 2.57 per cent in February 2019.
- Net employment generation in the country reached a 17-month high in January 2019.

Government Initiatives

The interim Union Budget for 2019-20 was announced by Mr Piyush Goyal, Union Minister for Finance, Corporate Affairs, Railways and Coal, Government of India, in Parliament on February 01, 2019. It focuses on supporting the needy farmers, economically less privileged, workers in the unorganised sector and salaried employees, while continuing the Government of India's push towards better physical and social infrastructure.

Total expenditure for 2019-20 is budgeted at Rs 2,784,200 crore (US\$ 391.53 billion), an increase of 13.30 per cent from 2018-19 (revised estimates).

Numerous foreign companies are setting up their facilities in India on account of various government initiatives like Make in India and Digital India. Mr. Narendra Modi, Prime Minister of India, has launched the Make in India initiative with an aim to boost the manufacturing sector of Indian economy, to

increase the purchasing power of an average Indian consumer, which would further boost demand, and hence spur development, in addition to benefiting investors. The Government of India, under the Make in India initiative, is trying to give boost to the contribution made by the manufacturing sector and aims to take it up to 25 per cent of the GDP from the current 17 per cent. Besides, the Government has also come up with Digital India initiative, which focuses on three core components: creation of digital infrastructure, delivering services digitally and to increase the digital literacy.

Some of the recent initiatives and developments undertaken by the government are listed below:

- In February 2019, the Government of India approved the National Policy on Software Products - 2019, to develop the country as a software hub.
- The National Mineral Policy 2019, National Electronics Policy 2019 and Faster Adoption and Manufacturing of (Hybrid) and Electric Vehicles (FAME II) have also been approved by the Government of India in 2019.
- Village electrification in India was completed in April 2018. Universal household electrification is expected to be achieved by March 2019 end.
- The Government of India released the maiden Agriculture Export Policy, 2018 which seeks to double agricultural exports from the country to US\$ 60 billion by 2022.
- Around 1.29 million houses have been constructed up to December 24, 2018, under Government of India's housing scheme named Pradhan Mantri Awas Yojana (Urban).
- Prime Minister's Employment Generation Programme (PMEGP) will be continued with an outlay of Rs 5,500 crore (US\$ 755.36 million) for three years from 2017-18 to 2019-20, according to the Cabinet Committee on Economic Affairs (CCEA).

Road Ahead

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

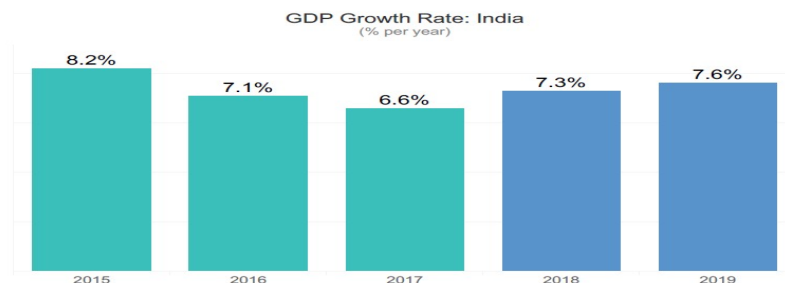
India's revenue receipts are estimated to touch Rs 28-30 trillion (US\$ 385-412 billion) by 2019, owing to Government of India's measures to strengthen infrastructure and reforms like demonetisation and Goods and Services Tax (GST).

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

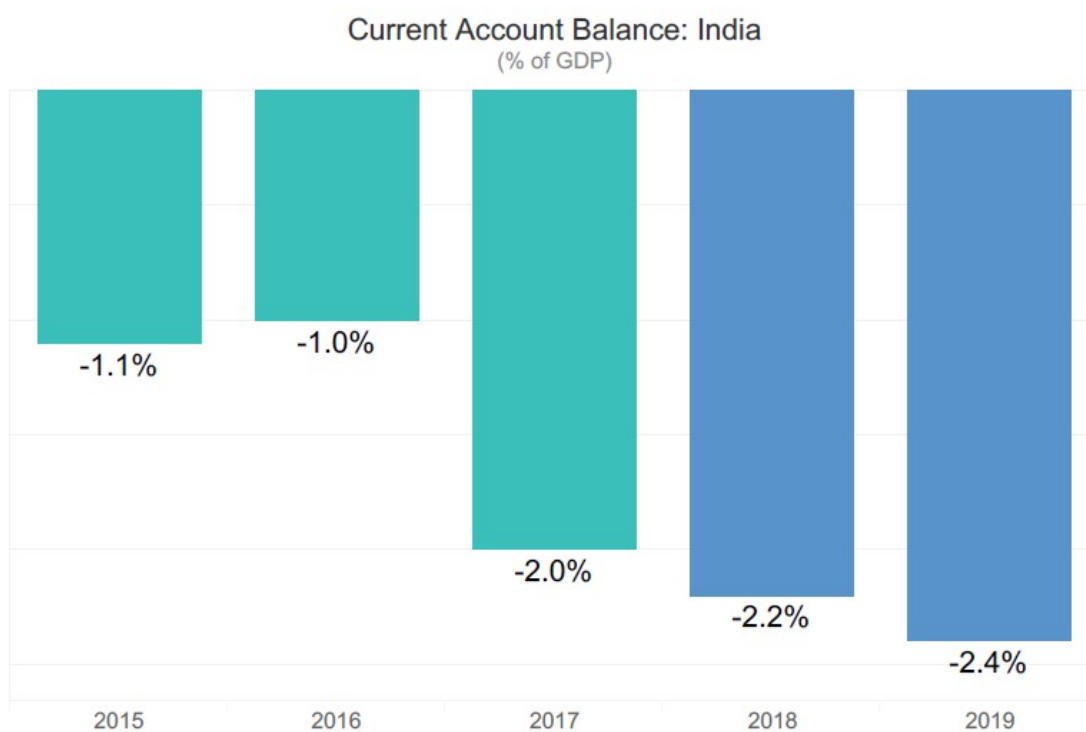
India is expected to be the third largest consumer economy as its consumption may triple to US\$ 4 trillion by 2025, owing to shift in consumer behaviour and expenditure pattern, according to a Boston Consulting Group (BCG) report; and is estimated to surpass USA to become the second largest economy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

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

Economic indicators for India



Source: Asian Development Bank. *Asian Development Outlook (ADO) 2018*



Source: Asian Development Bank. *Asian Development Outlook (ADO) 2018*

(Source: <https://www.adb.org/countries/india/economy#tabs-0-3>)

MANUFACTURING SECTOR IN INDIA

Introduction

Manufacturing has emerged as one of the high growth sectors in India. Prime Minister of India, Mr. Narendra Modi, had launched the 'Make in India' program to place India on the world map as a manufacturing hub and give global recognition to the Indian economy. India is expected to become the fifth largest manufacturing country in the world by the end of year 2020*.

Market Size

The Gross Value Added (GVA) at basic current prices from the manufacturing sector in India grew at a CAGR of 4.34 per cent during FY12 and FY18 as per the second advance estimates of annual national income published by the Government of India. Quarterly GVA at basic prices from manufacturing sector grew by 10.92 per cent in the third quarter of FY18. Under the Make in India initiative, the Government of India aims to increase the share of the manufacturing sector to the gross domestic product (GDP) to 25 per cent by 2022, from 16 per cent, and to create 100 million new jobs by 2022. Business conditions in the Indian manufacturing sector continue to remain positive.

Investments

With the help of Make in India drive, India is on the path of becoming the hub for hi-tech manufacturing as global giants such as GE, Siemens, HTC, Toshiba, and Boeing have either set up or are in process of setting up manufacturing plants in India, attracted by India's market of more than a billion consumers and increasing purchasing power.

Cumulative Foreign Direct Investment (FDI) in India's manufacturing sector reached US\$ 73.70 billion during April 2000-December 2017.

India has become one of the most attractive destinations for investments in the manufacturing sector. Some of the major investments and developments in this sector in the recent past are:

- Mahindra and Mahindra is planning to start operating a fleet of electric cabs and supplying parts to Electric Vehicle (EV) manufacturers.
- Grasim Industries has received clearance for expansion of its plant at Vilayat. The expansion will entail an investment of Rs 2,560 crore (US\$ 396.8 million)
- Over 350 mobile charger factories are expected to be set up in India by 2025, on the back of the government's push to encourage production of battery chargers. Setting up of these factories is expected to lead to production of 1.46 billion chargers and generation of 0.8 million jobs.
- Government of India is planning to invite bids for setting up of 20 Gigawatts (GW) of solar power capacity with the objective of boosting domestic manufacturing of solar power equipment.
- JSW Energy has signed a memorandum of understanding (MoU) with the Government of Gujarat, for setting up an electric vehicle (EV) manufacturing unit in Gujarat at an estimated cost of Rs 4,000 crore (US\$ 608.88 million).
- With an aim to increase its presence in India, Denmark-based heating ventilation and air-conditioning (HVAC) giant, Danfoss, is planning to take its manufacturing localisation to 50 per cent as well as double its supplier base in India by 2020.

Government Initiatives

The Government of India has taken several initiatives to promote a healthy environment for the growth of manufacturing sector in the country. Some of the notable initiatives and developments are:

- As of March 2018, Government of India is in the process of coming up with a new industrial policy which envisions development of a globally competitive Indian industry.
- The government has introduced two new World Bank assisted projects viz. SANKALP scheme and STRIVE scheme for skill development in the country.
- In Union Budget 2018-19, the Government of India reduced the income tax rate to 25 per cent for all companies having a turnover of up to Rs 250 crore (US\$ 38.75 million).
- Under the Mid-Term Review of Foreign Trade Policy (2015-20), the Government of India increased export incentives available to labour intensive MSME sectors by 2 per cent.

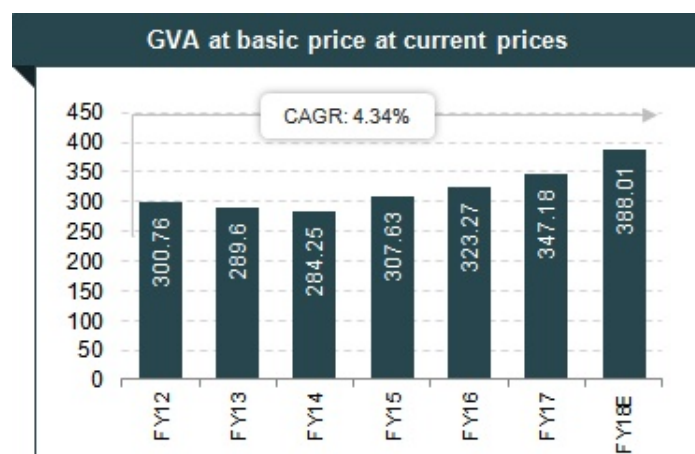
- The Ministry of Electronics and Information Technology is in the process of formulation of a new electronics manufacturing policy. The aim of the new policy will be to create an ecosystem of manufacturing in the country, enable India to become a significant global player in some of these categories.
- Ministry of Home Affairs liberalised Arms Rules to boost ‘Make in India’ manufacturing policy of the government. The liberalisation of the policy is expected to encourage investment in the manufacturing of arms and ammunition and weapon systems and promote employment generation.
- The Government of India has launched a phased manufacturing programme (PMP) aimed at adding more smartphone components under the Make in India initiative thereby giving a push to the domestic manufacturing of mobile handsets.
- The Government of India is in talks with stakeholders to further ease foreign direct investment (FDI) in defence under the automatic route to 51 per cent from the current 49 per cent, in order to give a boost to the Make in India initiative and to generate employment.
- The Ministry of Defence, Government of India, approved the “Strategic Partnership” model which will enable private companies to tie up with foreign players for manufacturing submarines, fighter jets, helicopters and armoured vehicles.
- The Union Cabinet has approved the Modified Special Incentive Package Scheme (M-SIPS) in which, proposals will be accepted till December 2018 or up to an incentive commitment limit of Rs 10,000 crore (US\$ 1.5 billion).

Road Ahead

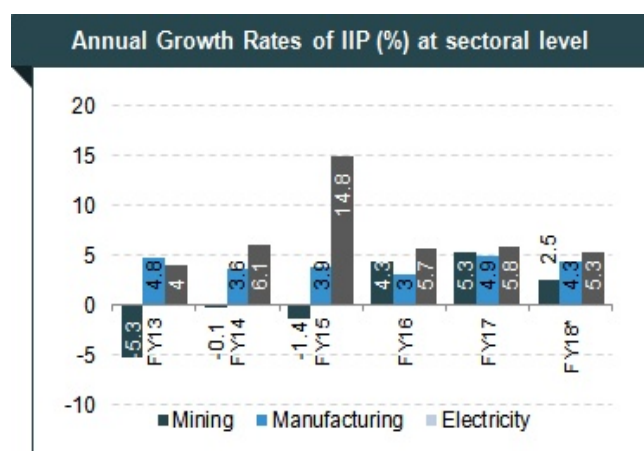
India is an attractive hub for foreign investments in the manufacturing sector. Several mobile phone, luxury and automobile brands, among others, have set up or are looking to establish their manufacturing bases in the country.

The manufacturing sector of India has the potential to reach US\$ 1 trillion by 2025 and India is expected to rank amongst the top three growth economies and manufacturing destination of the world by the year 2020. The implementation of the Goods and Services Tax (GST) will make India a common market with a GDP of US\$ 2.5 trillion along with a population of 1.32 billion people, which will be a big draw for investors.

With impetus on developing industrial corridors and smart cities, the government aims to ensure holistic development of the nation. The corridors would further assist in integrating, monitoring and developing a conducive environment for the industrial development and will promote advance practices in manufacturing.



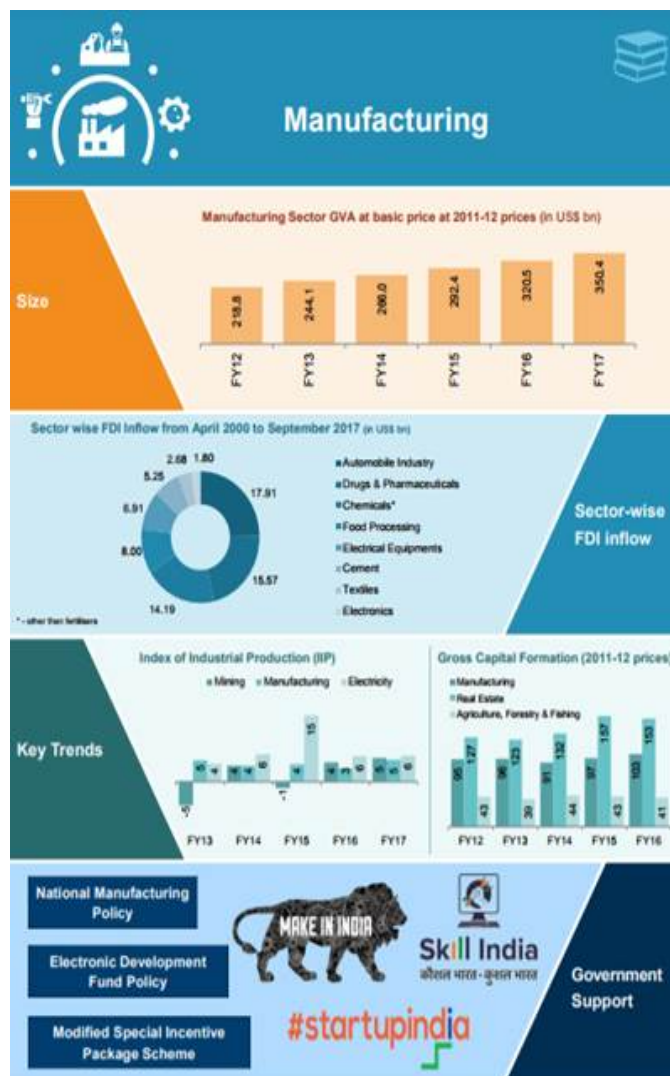
- The Index of Industrial Production (IIP) is prepared by the Central Statistics Office to measure the activity happening in three industrial sectors namely Mining, Manufacturing, and Electricity.
- It is the benchmark index and serves as a proxy to gauge the growth of manufacturing in India since manufacturing alone has a weight of 77.63 per cent in the index.
- The manufacturing component of the IIP recorded 4.4 per cent growth in FY17 and 8.7 per cent in January 2018.
- The production levels are expected to pick up growth again as the Goods and Services Tax (GST) has finally been implemented.



The Gross Value Added (GVA) from the manufacturing sector is estimated at US\$ 326.3 billion in FY18. The sector's contribution to the country's GDP stood at 16.51 per cent in 2016. Quarterly GVA at basic prices from manufacturing sector grew by 10.92 per cent in the third quarter of FY18. India has been ranked at 30th position on a global manufacturing index*, ahead of BRICS peers, Brazil, South Africa and Russia.

During 2017-18, Index of Industrial Production for manufacturing sector grew 4.50 per cent. India's Index of Eight Core Industries advanced 4.2 per cent year-on-year during 2017-2018. Manufacturing sector PMI of India stood at 51.60 in April 2018 indicating an expansion in the manufacturing sector.

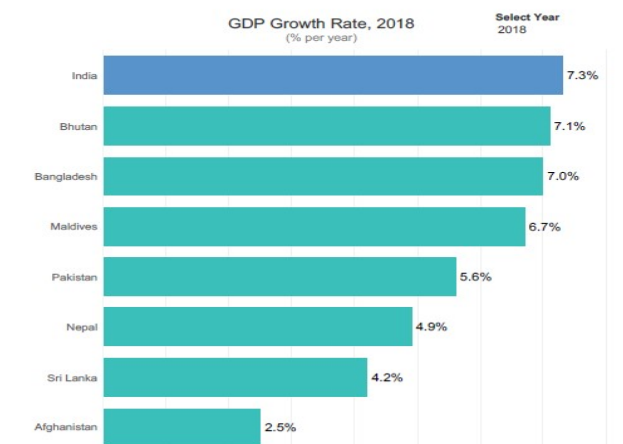
The electronic goods industry is one of the fastest growing industries and is expected to be worth US\$ 400 billion by 2020. Government is working on an export-oriented policy for Electronic products. The idea behind this policy is to promote greater exports of electronics and drive larger investments by setting up port-based electronic manufacturing clusters. Also, as of November 2017, Ministry of Electronics and Information Technology is going to come up with a new electronics manufacturing policy and is in process of setting up industry-specific groups.



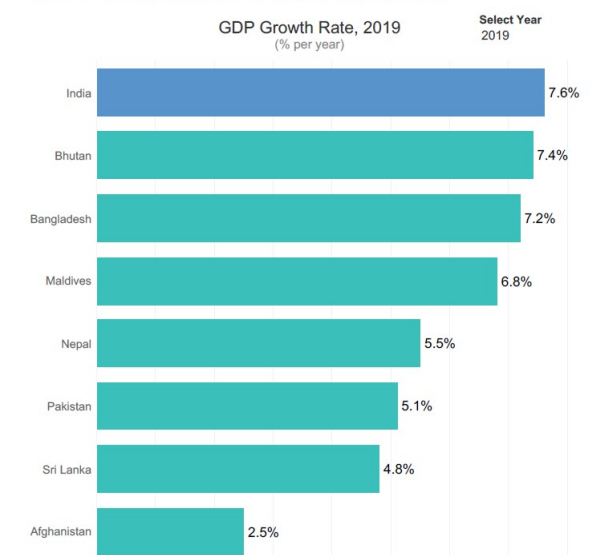
The Government of India has been supportive towards this growth. It set up Electronic Hardware Technology Parks (EHTPs), Special Economic Zones (SEZs) and brought about a favourable climate for Foreign Direct Investment (FDI). The government has also increased liberalisation and relaxed tariffs to promote growth in the sector. In addition, it has given the nod to Modified Special Incentive Package Scheme (MSIPS) under which the central government will be offering up to US\$ 1.7 billion in benefits to the electronics sector in next five years.

The growing customer base and the increased penetration in consumer durables segment have provided enough scope for the growth of the Indian electronics sector. Also, digitisation of cable could lead to increased broadband penetration in the country and open up new avenues for companies in the electronics industry.

Comparative economic forecasts for South Asian countries



Source: Asian Development Bank. *Asian Development Outlook (ADO) 2018*

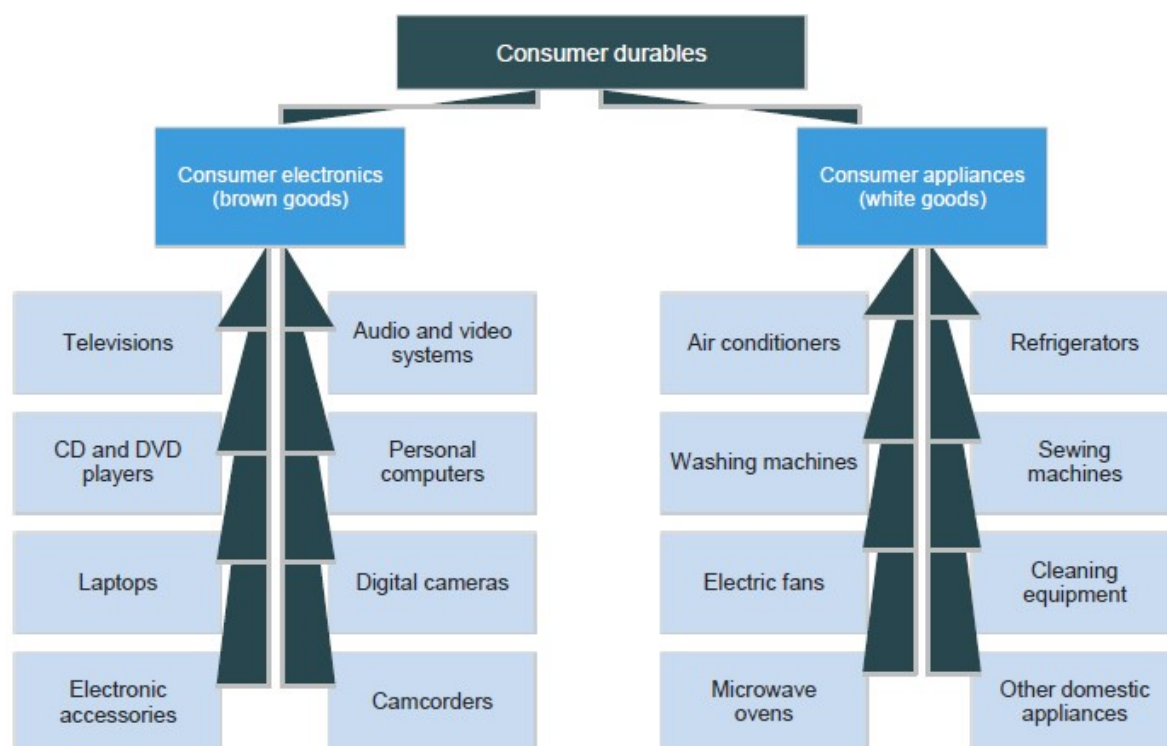


Source: Asian Development Bank. *Asian Development Outlook (ADO) 2018*

(Source: <https://www.adb.org/countries/india/economy#tabs-0-3>)

CONSUMER DURABLES MARKET

THE CONSUMER DURABLES MARKET IS SPLIT INTO TWO KEY SEGMENTS



Source: Electronic Industries Association of India, Aranca Research

CONSUMER DURABLES REVENUES HAVE BEEN GROWING AT A HEALTHY PACE

Electric fans

- Domestic electric fan market in India increased at 13 per cent CAGR between FY08-17 to reach Rs 70 billion (US\$ 1.1 billion). 22.6 million fans were produced in the country in 2017-18*
- Penetration of electric fans in rural areas is expected to reach 76-78 per cent in 2019-20 from 65 per cent in 2017.

OUR BUSINESS

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

In this section, a reference to the “Company” means Wonder Fibromats Limited. Unless otherwise indicated, financial Statements included herein are based on our Financial Statements for financial year ended March 31, 2019, 2018, and 2017 included in this Prospectus on page 183.

Overview

Ceiling and exhaust fans are important electro mechanic devices used in every household and commercial space adding value to the living interiors in terms of looks and air comfort. Fans have today become a necessity and not just a luxury.

We are a fully integrated end-to-end product and solution suite to the original sellers of the fans wherein we provide start to end solutions for fan sellers including sourcing, manufacturing, quality testing and packaging. We manufacture and supply fans to many well-known companies in India, which in turn distribute these products under their own brands.

Our Company was originally incorporated at Delhi as “Wonder Fibromats Private Limited” on 13th October, 2009 under the provisions of the Companies Act, 1956 vide Certificate of Incorporation issued by the Registrar of Companies, NCT of Delhi & Haryana. Consequent upon the conversion of our Company into public limited company, the name of our Company was changed to “Wonder Fibromats Limited” vide fresh Certificate of Incorporation dated July 5, 2018 issued by the Registrar of Companies, Delhi.

Our Company is engaged in the manufacturing of ceiling fans, exhaust, pedestal and brushless DC (BLDC) fans. All the parts & components of the fans are tested stringently at our in-house quality management lab to ensure their flawless performance. Moreover, various R&D activities are conducted by our professionals to remain abreast of the latest market requirements and competition. Apart from this, we have also set up a client-satisfaction cell which is supervised by our quality check (QC) department that reviews the complaints regarding our products directly from clients.

At Wonder Fibromats Limited, we manufacture and supply a wide range of ceiling, exhaust, pedestal and BLDC fans in various attractive designs and patterns, which are known for their high performance and low power consumption in the market. Our range of fans is available in different designs, colours and has superior gloss finishes that add grace to the decor of the surroundings. We also manufacture these fans as per specification of our clients which include well-known companies which are selling under their own brands in India.

Our fans are manufactured in accordance with the strict industrial standards and these extra durable ceiling, exhaust, pedestal and BLDC fans are known for their features such as superior strength, fine finish, and make us the one of the established fans manufacturers in India.

We believe that we have continuously diversified our product portfolio to keep pace with changing consumer trends and development in technology.

The table below sets out our sales volume across our key product portfolio for the period indicated:

Sr. No.	Product/ Vertical	Installed Capacity P.A (in Units)	Sales for the period ended 31 st March 2019](in Units)	% sale of the Installed Capacity
1.	Ceiling Fans	48.00 Lakhs	32.49 Lakhs	67.69
2.	Exhaust Fans	4.80 Lakhs	2.47 Lakhs	51.46
3.	Pedestal Fans	3.00 Lakhs	0.65 Lakhs	21.67
4.	BLDC Fans	1.20 Lakhs	0.36 Lakhs	30.00

In line with our focus to provide end to end product solutions, we have done backward integration of our major manufacturing processes by developing in-house capabilities for blade fabrication, cover & rotor machining on automatic CNC machines, copper winding of stators, sanding, buffing, pre-treatment using nano technology, powder coating on a fully conveyORIZED & automatic paint-shop using robotic arm reciprocators, liquid painting for high end metallic finishes on a fully conveyORIZED, semi-automatic paint-shop and assembly. We believe that this improves our cost efficiency, reduces dependency on third party suppliers and gives better control on production time and quality of critical components used in manufacturing of the products.

Our in-house R&D team, apart from undertaking aesthetic, electrical and mechanical design and component engineering, also assists our customers in cost reduction through value engineering. This enables us to address consumer requirements across geographies, introduce new and unique products in the market and enhance existing products with emerging technologies.

Our R&D Facilities include the following:

1. Computer Aided designing tools like AutoCAD, ProE etc.;
2. Fully functional Lab for testing & validation of design;
3. Semi-Automatic Air Delivery Chamber with Imported Anemometer;
4. Access to all in-house processes like CNC Machining, Automatic Winding Shop, Press Shop for Blade Fabrication, Paint-Shops etc.

We have state-of-the-art manufacturing facility which is strategically located at Khasra No. 105-106, Raipur Industrial Area, Bhagwanpur, Roorkee-247667, meeting all the quality requirements of our customers. Our manufacturing facility has been accredited with quality management system and environmental management system, certificate for compliance with ISO 9001:2015 & ISO 14001:2015 requirements respectively. Further, few of our products are also compliant with quality standards issued by the Bureau of Indian Standards and our facility is BIS approved for using ISI mark on qualifying products. For further details, refer to the sub-section titled *“Our Manufacturing Facilities”* on page 126 of the Prospectus. We are also in the process of setting up a new manufacturing facility in Hyderabad for an estimated production capacity of manufacturing 24,00,000 fans per annum presuming 300 operating days in a year and single Shift (12 Hours)-working basis. For more details, please refer the chapter titled *“Objects of the Issue”* on page 87 of the Prospectus.

As on March 31, 2019, we had 673 (Six Hundred and Seventy three) permanent employees.

In addition to our own employees, our operations also involve additional workers who are hired on a contract labour basis.

Our revenue from operations (Net), EBITDA and Profit after Tax, as restated, from all the segments, for the periods indicated are provided in the table below:

Rs. in Lakhs

Particulars	31.03.2019	31.03.2018	31.03.2017
Revenue from operations (net)	30,663.90	29,371.22	16,562.95
EBITDA	1,082.34	1,280.22	1,046.47
EBITDA (%)	3.53%	4.36%	6.32%
Profit after tax	613.84	797.30	509.16
Profit after tax (%)	2.00%	2.71%	3.07%

The following table sets out the vertical-wise revenue proportion of our major products during the last five years:

(Qty and Values in Lakhs)

PRODUCTS	2018-19		2017-18		2016-17		2015-16	
	Qty	Value	Qty	Value	Qty	Value	Qty	Value
Ceiling fans	32.49	24,130.21	36.47	25,616.28	18.67	13,295.12	16.58	11,606.19
Exhaust fans	2.47	3,614.68	1.63	2,725.30	1.55	2,613.03	1.12	1,732.83
Pedestal Fan	0.65	947.26	0.03	7.94	-	-	-	-
BLDC Fans	0.36	265.64	0.19	21.18	-	-	-	-

Our Strengths:

We believe that our experience in manufacturing, successful backward integration and design capabilities, strong relationships with our suppliers and anchor customers has resulted in us achieving leading position in our key verticals. We believe our established position helps us in buying critical components at competitive prices, achieve operational efficiencies, helps us in continuing to expand our customer base and further strengthens our relationship with anchor customers. It further enhances our ability to diversify into related products and enter new geographies.

Strong relationships with a diverse top-tier customer base

We have established and will continue to focus on strengthening our long-standing relationships with well-known customers across product verticals. We view these customers as our partners and seek to provide them with quality end-to-end product solutions. We believe that our customers are long term reputed players in the industry. Our relationships with them have enabled us to continuously develop, diversify and improve our product portfolio, plan our production in anticipation of demand from retail customers and ensure continuous focus on quality. Such long-term business relationships stem from our commitment to quality products and timely delivery of customers' orders under tight delivery schedules and short production lead time.

Our major customers include well known Companies of fans & home appliances which are selling the products under their own brands in India. All our customers are well respected players in one or more product categories offered by us.

Over the years, while maintaining and strengthening our relationships with our existing customers, we have successfully expanded and diversified our customer mix. In addition to targeting large and global players, we also cater to various leading local and small players across product verticals. We believe that by broadening our customer portfolio, we are able to reduce our reliance on just a few customers for our revenue streams.

We believe, our strong customer base has not only been instrumental in our success to date, but also will be a strong driver of our future growth and help expand our market share, develop new products

and enter newer markets. Our ability to maintain and grow these customer relationships stems from our history of continuously creating value for our customers.

Experienced Promoters and seasoned management team

Our Promoters have almost 3 (three) decades of experience in the fan manufacturing industry.

Our Key Managerial Personnel have an average experience of over 15 (fifteen) years, comprise of experienced professionals with extensive experience in their domains, helping us develop new products through in-house R&D capabilities, thereby quickly adapting to changing client requirements across varying product mix.

Additionally, our senior management also possesses extensive industry and management experience which we believe has given us a specialized understanding of the complexities involved in the fan manufacturing industry in India and its processes. We believe that our business growth is attributable to our strong management culture fostered by an entrepreneurial spirit, each product vertical being managed by experienced and hands-on vertical heads having in-depth knowledge of our industry. Our experienced management team has successfully led our operations, increased our capacity, revenues and profits since our inception and is passionate and dedicated to our business and innovation.

We believe that our highly experienced and dedicated management team enables us to capture market opportunities, formulate and execute business strategies, manage client expectations as well as proactively manage changes in market conditions.

Quality Assurance and Standards

We believe in providing our customers the best possible quality products. Since our Company is dedicated towards quality products, processes and inputs we get regular orders from our customers, as we are capable of meeting their quality standards.

End to end solutions provider with dedicated research and development capabilities

Since inception, we have expanded our customer base and gained technological expertise in designing and manufacturing of fans. We place a high emphasis on integrating our services to continue to serve as an end-to-end product solutions provider and maintain an edge over our competitors. We believe that our dedication to design, manufacturing and our service infrastructure ensure customer satisfaction, foster customer loyalty and generate repeat business. Our capabilities which enable us to provide end-to-end solutions are:

Research and development

Our product superiority is founded on firm commitment to fan technology through continuous research and development.

Our manufacturing team produces high quality fans and all fans are tested in a well-equipped, in-house laboratory. All manufactured products are tested as per the standards laid down by Bureau of Indian Standards.

All our equipment is backed by not only highly skilled production staff but also by a strong and very experienced engineering and management team. We have in-house processes for machining, fabrication, stator winding, buffing, powder coating, painting, assembling, testing and packaging which includes moving semi-finished parts/products through conveyor belts.

Our R&D center which is located at our manufacturing facility in Roorkee has access to latest equipment such as CNC M/C for covers and rotors, drill, tapping, lathe, lacquer booth, drying oven, powder coating system (ITW GEMA), powder coating line, power presses and shearing machines for blade fabrication, belt conveyor, bearing pressing, coil winding, varnishing, liquid painting, sanding, auto strapping, dynamic balancing etc. The R&D team has the capabilities to verify and develop conceptual designs received from customers and convert such designs into deliverable products by improving the designs, recommending suitable raw materials and testing of trial products. The R&D team also aims to provide solutions to improve manufacturing efficiency on the existing products, reduce production costs and also assists our customers in designing consumer durable and lighting products by providing design and engineering support.

Driven by core values of manufacturing and producing top-quality, authentic fans of the highest standards, the Company has rapidly developed a reputation for exceptional quality fans that offers top value for money.

Sourcing

With an increase in the scale of our operations over the years, we have access to and have established continuous relationships with domestic and some international suppliers and gained expertise in procurement of components which meet strict quality standards and adhere to the time schedules laid down by our customers, on competitive rates. The benefits of placing large orders with our suppliers allow us to source at competitive prices thereby improving our margins and ability to win further business.

Backward integration

We have successfully achieved backward integration of our services by setting up in-house manufacturing of wound components, blades & packing as well as other processes like machining, buffing, powder coating, painting etc. Backward integration provides us the benefit of greater control on the manufacturing process, quality and the corresponding benefits of cost efficiencies thereby improving our margins. As a result, we are able to fulfill our customers' diverse needs in a timely manner and enhance our ability to offer cost-competitive 'one-stop-shop' solutions.

Flexible and cost-effective manufacturing capabilities

We have a proven track record of serving product requirements of our customers and we continue to pursue greater efficiencies of cost, time, quality and scale in our manufacturing processes. We maintain the flexibility of our manufacturing facilities by measures such as multiple-function training and standardization of equipment.

Due to the large scale of our operations, extensive experience in manufacturing, backward integrated manufacturing facilities, sourcing, processes and availability of skilled and unskilled manpower at our manufacturing facilities, we are able to offer cost effective solutions to our customers while maintaining our margins.

We attribute our ability to deliver quality products because of our control on manufacturing processes, robust engineering and quality assurance systems. The quality control team is tasked with thorough pre-manufacturing checks and balances. This prevents or, where necessary, uncovers defects which ensures that time and resources are not wasted in the production of defective products. Our manufacturing facility has been certified ISO 9001:2000 in accordance with international quality standards.

Strong Financial Performance and stable cash flows

We have a track record of sustained growth in revenue and profitability. For the last three fiscals ended March 31, 2019, we achieved a 4.40% growth in Total Revenue of the Company of Rs. 30,801.59 Lakhs and in March 31, 2018, we achieved a growth of 77.73% in Total revenue of the Company of Rs. 29,486.85 Lakhs.

We believe that our robust financial position illustrates not only the growth of our operations over the years, but also the effectiveness of allocation of our capital and strong working capital management across our business. Further, during the fiscals 2019, 2018 and 2017, we reported RONW of 30.67%, 58.51% and 90.53%, respectively. Among other things, our strong financial position has enabled us to increase our production capacities and diversify into newer products and offerings through internal accruals without increasing our external borrowings.

Our financial stability and positive cash flow from operations enable us to meet the present and future requirement of our customers. Our strong balance sheet gives our customers the confidence that we will be able to support them in terms of both capabilities and capacities. This also helps strengthen trust and engagement with our customers, thereby increasing customer stickiness.

Our Strategies

We intend to build on our existing strengths of product design, manufacturing and service to enhance our position as the fan manufacturer. Key elements of our business strategy are described below:

Continue to focus on Original Design Manufacturer (“ODM”) model

While Original Equipment Manufacturer (“OEM”) sales continue to be a major source of our revenue, we plan to gradually expand our share of the ODM model of manufacturing. As an ODM, we control the entire manufacturing cycle of a product from the initial stage of designing and are responsible for all the aspects of manufacturing, including planning and sourcing of raw materials and components. Under ODM, we sell our products to companies which in turn, distribute these products under their own brand to end users. However, warranties with respect to defects in raw materials and workmanship affecting normal use of products are provided by us. The ODM model of business requires additional investment in R&D as well as working capital but provides higher margins as compared to the OEM model.

We have in the past four years expanded our presence as an OEM in fan manufacturing vertical. The contribution of OEM sales, by vertical, to our revenue from such vertical for the periods indicated is as below:

S. No.	Vertical	% of revenue from vertical in the period ending			
		March 31, 2016	March 31, 2017	March 31, 2018	March 31, 2019
1.	Ceiling Fan	84.47%	80.27%	87.90%	78.69%
2.	Exhaust Fan	12.61%	15.78%	11.12%	11.79%
3.	Pedestal Fan	-	-	00.27%	3.09%
4.	BLDC Fans	-	-	00.72%	0.87%

Our strategy to move towards the ODM model is to service all major customer requirements across the industry. This also helps us in improving our overall profitability as we are able to control all aspects of the manufacturing cycle. Gradually, we believe there is a trend in certain product verticals wherein regional and private labels have been gaining market share and the ODM model allows us to service this market as well.

Continue to strengthen our existing product portfolio and diversify into products with attractive growth and profitability prospects

Currently, our product offerings include ceiling fans, exhaust fans, pedestal fans & BLDC fans which accounted for 78.69%, 11.79%, 3.09% and 0.87%, of our revenue from operations (net) in Fiscal ended March 31, 2019 and 87.90%, 11.12%, 0.27% and 0.72% of our revenue from operations (net) in the fiscal ended March 31, 2018. Our ceiling fan and exhaust fan segment accounted 80.27% and 15.78%, of our revenue from operations (net) in Fiscal ended March 31, 2017. We plan to continue to increase offerings in our current product verticals as well as diversify into new verticals by tapping into segments which in the view of our management have attractive growth prospects and higher return ratios where we have distinctive competence and compelling value propositions.

Expand existing relationships with customers into other product verticals

We plan to continue to focus on customers with whom we have long-standing relationships in order to develop and supply more sophisticated, higher margin products. For example, from manufacturing of 17,77,180 fans in year 2015-16, we have expanded our production to 38,23,150 fans as on March 31, 2018. As on March 31, 2019 we manufactured 35,97,477 fans which were slightly lesser than figure of previous fiscal but the cause of such reduction was mainly due to less demand considering our installed capacity has increased as compared to last fiscal ending 2018. Our experienced R&D team enables us to bring innovations to our existing customers that translate into new opportunities. Our R&D team has the ability to add new features to existing fan models and develop new product lines.

Continue to strive for cost leadership

We intend to continue to be the most cost-efficient player in each of the product verticals we will enter. This cost leadership will be achieved through initiatives like having large manufacturing capacities, backward integration and being a sizeable player in the industry. Economies of scale will also enable us to continuously improve our operational efficiencies.

SWOT ANALYSIS

STRENGTHS:

- Effective leadership;
- Technical Manpower;
- Prestigious Client Base;
- Continued Research and Development;
- Experienced Promoters.

WEAKNESSES:

- Critical Manufacturing Cycle;
- Dependence on Key Customers;
- No owned brand.

OPPORTUNITIES:

- Growth in durable goods industry;
- Fast paced development in electrical fans;
- Expanding Geographical Markets;
- Continuous growth of end users.

THREATS:

- Technology disruptions;
- Entry of Global Players.

OUR MANUFACTURING FACILITIES

We currently have one manufacturing facility at Khasra No. 105-106, Raipur Industrial Area, Bhagwanpur, Roorkee, Uttarakhand, details of which are set out below:

Sr. No.	Name of the Facility	Area in (in Sq. m)	Leased/ Owned	Year of commencing operations	Product Manufactured / Services	Key Machinery/Equipment
1.	Factory	9554	Owned	2014	Manufacturing of Fans	CNC M/C for covers and rotors, drill, tapping, lathe, lacquer booth motor, blower motor, drying oven, powder coating system(ITW GEMA), powder coating line, power press for blade fabrication, shearing, belt conveyor, bearing pressing, coil winding, varnishing, liquid paint, sanding, auto strapping, dynamic balancing

The details of our consolidated installed capacity and capacity utilization in the last three years are set out below:

PLANT CAPACITY UTILIZATION (NO OF UNITS CAPACITY AND PRODUCTION) FOR PAST 3 YEARS AND YEAR TO DATE (FOR ALL THE UNITS)		
Year	Capacity	Production
2018-19	57,00,000	35,97,477
2017-18	42,00,000	38,23,150
2016-17	26,04,000	21,69,450

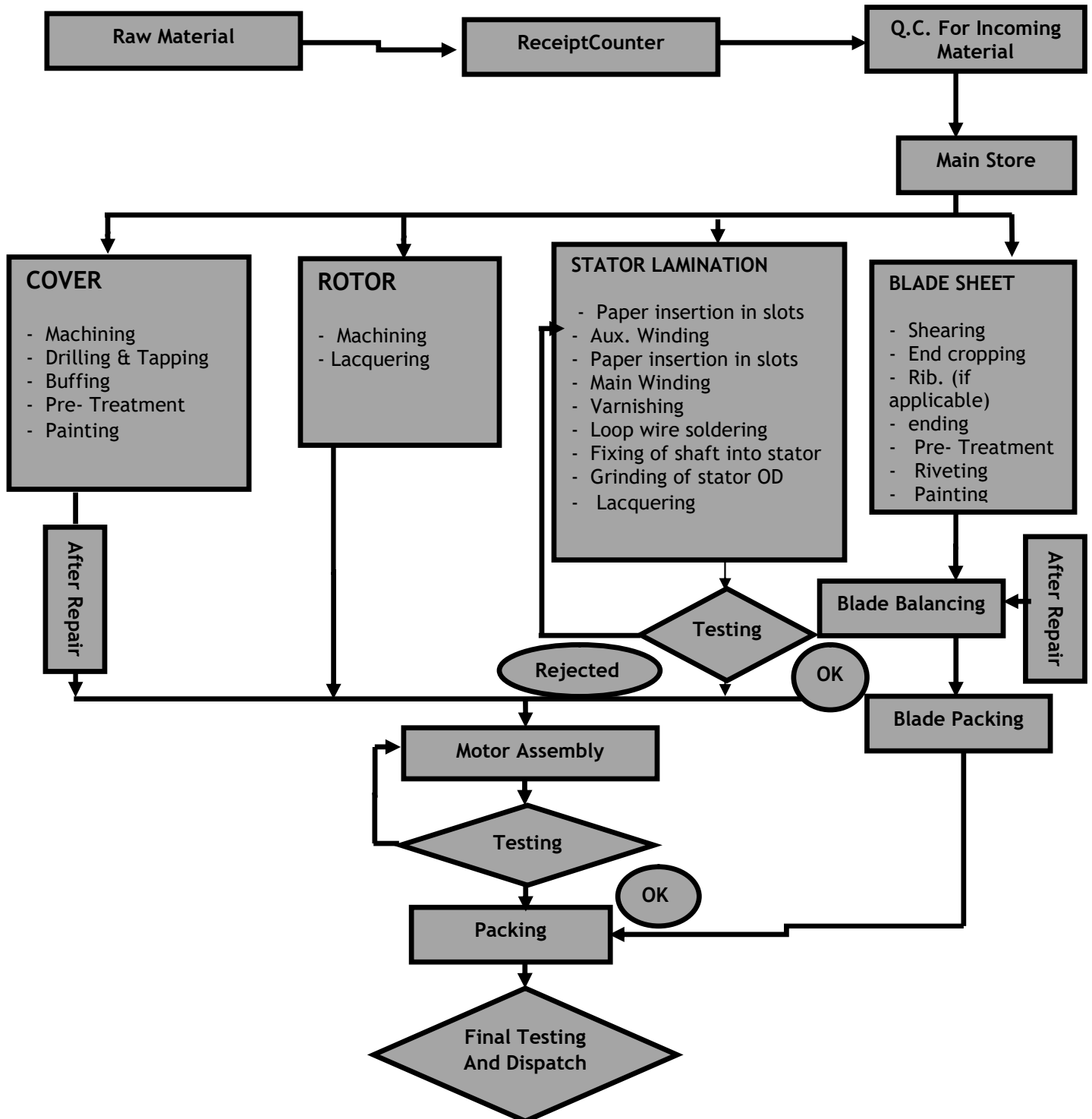
OUR BUSINESS MODEL

Our principal business is providing 'one-stop-shop' solutions to companies in the fan manufacturing industry in India. We offer integrated design and manufacturing solutions for local and internationally recognized consumer durable fan brands.

We offer end to end product solutions under two business models, i.e., the OEM and ODM. Under the OEM model, we provide services ranging from sourcing, manufacturing, quality testing and packaging to logistics to customers across our product verticals. Under the ODM model, we develop and design products in-house at our R&D centre and then undertake manufacture and supply of these products to companies in India which in turn distribute these products under their own brands.

The key steps involved in the OEM business are as follows:

PROCESS FLOW CHART OF ELECTRIC CEILING TYPE FANS



Contractual arrangements with our customers

Original Equipment Manufacturer (OEM)

We enter into agreements with our customers as OEM which are renewed on a regular basis if both the parties so decide. These agreements include general terms of sale, specification requirements and pricing policy, but such agreements do not obligate our customers to place an order with us. Based on these agreements, our customers provide us with forecasts of the expected demand for certain months and eventually place orders with firm purchase commitments. The precise terms for each shipment, such as pricing and quantities, are also confirmed at the time each order is placed. For a detailed discussion on the risks involved in our business due to the nature of agreements entered into with our customers, refer to the section titled “Risk Factors” on page 25.

Marketing & Development team reviews product profile of our customers and based on their needs, products to be developed are identified. A proposal is discussed with customers and aligned as per their requirement & agreement arrived at for development of same.

R&D team together with Quality, Production & Procurement teams works on new design and develop a product keeping in view needs of customers with regard to specification, quality & price.

Developed product is tested & qualified by Quality & Development team. Once in-house quality test is done, it is sent to third party lab for testing, if needed and once the developed product passes all the stages, it is offered to customer for testing & approval.

On receiving customer approval, the sales team works on requirement with customer and hand over projection to procurement team. New Product Introduction (NPI) team at this stage takes help from procurement team to produce a trial lot which in turn is sent for field test as well as tested for its production worthiness. If any fine tuning is required, same is done at this stage.

Based on projections from customer, the Material Team plans for material & production team plans production.

The Company is in Original Equipment Manufacturers (OEM) business and manufactures Fans for well known Brands. Our terms of sales are defined in the purchase agreements and arrangements and we control the entire manufacturing cycle of the product from initial stage to till finishing of product including planning and sourcing of raw materials and components in accordance with the specification of Customer which is also inspected by the inspection team of customer available at our Plant. After the verification, the transportation for the same is being arranged by the Customer itself directly from our Plant. The Company do not manufacture on contract basis and terms with the Customer are usually through the Purchase agreements that also contain the terms of renewal of the agreements. The Fans manufactured by our Company ranges from Rs. 460 each to Rs. 2,080 each.

Original Design Manufacturer (ODM)

We conceptualize, design and manufacture the products in-house, which are then marketed to prospective customers. We enter into agreements with some of our ODM customers while some customers directly place orders for our ODM products, which include details like quantity and pricing.

OUR PRODUCTS AND SERVICES

Our business can be divided into four verticals: (i) Ceiling Fans (ii) Exhaust Fans (iii) Pedestal Fans (iv) BLDC Fans

The following table sets forth a breakdown of our total revenue from operations by vertical, each expressed as an amount and as a percentage of our revenue from operations (net), for the periods indicated:

Vertical	For the financial years ending							
	March 31, 2016		March 31, 2017		March 31, 2018		March 31, 2019	
	In lakhs	%age	In Lakhs	%age	In Lakhs	%age	In Lakhs	%age
Ceiling Fans	1160.62	84.47%	1329.43	80.27%	2634.49	87.90%	24,130.21	78.69%
Exhaust Fans	173.26	12.61%	261.35	15.78%	336.74	11.12%	3,614.68	11.79%
Pedestal Fan	-	-	-	-	7.94	0.27%	947.26	3.09%
BLDC Fans	-	-	-	-	21.18	0.72%	265.64	0.87%

Our product carries a Warranty ranging between 12 to 30 months. In case of major issues, we receive our product from our customer and the same is returned after due process of rectification. However, our buyers maintain their own service centers to comply with the warranty issued to consumers and keep spares at their centers for carrying out field repairs so warranty returns to us are minor in nature. The field repairs are the responsibility of the buyers but for warranty material received back, repairs are being carried out at our factory, generally, repairs are minor in nature. Our Company do not sell its products under its own brand.

CEILING FANS

Our Company started manufacturing Ceiling Fans in the year 2014. However, the Promoter(s) of the Company are in the fan manufacturing industry from the year 1988. With the changes in technology over the years and introduction of new products in the industry, we are currently manufacturing approximately 36 Lakhs fans per annum for various customers including some well known brands in this industry.

The key steps involved in the manufacturing of Ceiling Fans are set out below-

1. Machining of covers & rotors
2. Blade fabrication
3. Copper winding of stators
4. Buffing of covers
5. Lacquer of rotors
6. Varnishing, grinding & shaft pressing of stators
7. Pre-treatment of covers & blades
8. Powder coating or liquid painting of covers & blades
9. Assembly
10. Testing
11. Packaging

The principal raw materials used in the manufacture of Ceiling Fans include CRC or aluminium sheet, sheet metal or aluminium casted covers, stator stamping, rotor casting, enamelled copper wire, ball bearings, shaft and packaging material etc.

Our strategy in the Ceiling Fans segment is to further expand our presence and product basket including low electricity consumption fans, higher efficiency in low prices, expanding our geographical foot print, focus on ODM segment, expansion of our existing and new product basket for exports to existing and new geographies.

EXHAUST FANS

Along with manufacture of Ceiling Fans the Company's Promoter(s) have been involved in the manufacture of exhaust fans since early 1980s and also started OEM of exhaust fans in the year 1991. With the incorporation of the Company in the year 2014 the manufacturing of Exhaust Fans started therein. The Company is currently manufacturing 2.47 Lakh Exhaust Fans per annum for various customers including some leading brands in this industry.

The range of Exhaust Fans currently manufactured by us include:

1. 12 inch fans in 900 & 1400 rpm
2. 15 inch fans in 900 & 1400 rpm
3. 18 inch fans in 900 & 1400 rpm
4. 24 inch fans in 600 & 900 rpm

The key steps involved in the manufacturing of ExhaustFans are set out below:

1. Machining of covers & rotors
2. Aluminium casting of body
3. Copper winding of stators
4. Buffing of covers
5. Shaft pressing in rotors
6. Varnishing & painting stator/ body
7. Pre-treatment of covers, blades & accessories
8. Powder coating of covers, blades & accessories
9. Blade balancing
10. Accessory packing
11. Motor assembly
12. Motor testing
13. Motor packaging

The principal raw materials used in the manufacture of Exhaust Fans include casted covers, CRC false covers, enamelled copper wire, stator stamping, rotor casting, shaft, ball bearings, sheet metal accessories like frame, legs, blades etc.

Utilities

We source energy and water from local utility companies at our manufacturing facility. We have our Registered Office at 45, Okhla Industrial Estate, Phase-III, New Delhi 110020 and our Manufacturing facility is situated at Khasra No. 105-106, Raipur Industrial Area, Bhagwanpur, Roorkee-247667 which are required for our business operations to function smoothly are well equipped with computer systems, internet connectivity, other communication equipment, security, transport and other facilities.

LIST OF PLANT AND MACHINERY

Following are Major Plant and Machinery installed at our Manufacturing Facility:

S.No.	Particulars	Load / M /C	Qty (Nos)	Load in HP
GROUND FLOOR				
	M/C SHOP C/F			

S.No.	Particulars	Load / M /C	Qty (Nos)	Load in HP
1	CNC M/C for Covers & Rotors	19.34 hp	9 Nos.	174.06
2	Drill M/C 5/8"	1 hp	7 Nos.	7.00
3	Tapping M/C (Pitch Control)	0.5 hp	3 Nos.	1.50
4	LatheM/C	3 hp	2 Nos.	6.00
5	Tool Grinder	1 hp	1 Nos.	1.00
6	Drill M/C NAME PLATE	0.5 HP	1 NOS	0.50
7	LAQURE BOOTH MOTOR	3 HP	1 NOS	3.00
	TOTAL			193.06
	PAINT SHOP C/F			
8	Blower Motor	2 hp	1 Nos.	2.00
9	Door (Drying oven)	1 hp	1 NOS.	1.00
10	PT PUMP MOTOR	1 HP	1 NOS	1.00
11	TRASPORTER	5 HP	1 NOS	5.00
12		2HP	1 NOS	2.00
13	PowderCoating System (ITW GEMA)	4 hp	1 Nos.	4.00
14	Powder Coating System (ITW GEMA) Blower Motor for filter	20 hp	1 Nos.	20.00
15	Powder Coating Line(Overhead Conveyor)	1.5 hp	1 Nos.	1.50
16	Powder Coating Blower motor	7.5hp	2 Nos.	15.00
17	Belt Conveyor	2 hp	1 Nos.	2.00
	TOTAL			53.50
	Blade Fabrication C/F			
18	Power Press for Blade Fabrication 10 Ton	2hp	9 Nos.	18.00
19	Power Press for Blade Fabrication 20 Ton	2hp	3 Nos.	6.00
20	Shearing M/C 60"	3hp	1 Nos.	3.00
21	Shearing M/C 50"	3hp	1 Nos.	3.00
22	Shearing M/C 36"	3 hp	1 Nos.	3.00
23	Buffing M/C	3 hp	1 Nos.	3.00
24		Shp	4 Nos.	20.00
25		7.5hp	2 hp	15.00
26	POWER PRESS 10 TON	3 HP	3 Nos.	9.00
27	Belt Conveyor (BLADE ASSY.)	2HP	1 NOS	2.00
	TOTAL			82.00
	Assembly Line C/F			

S.No.	Particulars	Load / M /C	Qty (Nos)	Load in HP
28	StrappingM/C	1.34 hp	6 Nos.	8.04
29	Automatic BOP Taping M/C	0.5 hp	2 Nos.	1.00
30	Belt Conveyor	1.5 hp	2 Nos.	3.00
31	Fan Testing Conveyor (Overhead)	1.5 hp	2 Nos.	3.00
32	Fan Testing on busbar Load (Overhead)	3.35 hp	2 Nos.	6.70
33	TAPING M/C	1 HP	1NOS	1.00
34	BEARING PRSSING M/C	0.25 HP	4 NOS	1.00
	TOTAL			23.74
FIRST FLOOR				
WINDING C/F				
35	Coil Winding M/C Automatic (CNC)	2 hp	25 Nos.	50.00
36	Paper M/C Top Windi.ng	0.5 hp	3 Nos.	1.50
37	Paper M/C Bottom Winding	0.5 hp	3 Nos.	1.50
38	Wedge Inserting M/C Bottom	0.5 hp	3 Nos.	1.50
39	Wedge Inserting M/C Top	0.5 hp	3 Nos.	1.50
40	Hydraulic Press for spindle Pressing	2 hp	3 Nos.	6.00
41	Cylindrical Grinder	5 hp	4 Nos.	20.00
42	Belt Conveyor SURGE TESTING	2 hp	1 Nos.	2.00
43	Winding M/C	1 HP	2 Nos.	2.00
44	Belt Conveyor	3 hp	1 nos	3.00
45	Varnishing Plant	7.5 hp	1 Nos.	7.50
46	Varnishing (Overhead Conveyor)	1.5 hp	1 Nos.	1.50
47	VARNISHING OVEN MOTOR	1.5 hp	2 NOS	3.00
	TOTAL			101.00
LIQUID PAINT SHOP C/F				
48	Liquid Paint Line (Overhead Conveyor)	1.5 hp	1 Nos.	1.50
49	PUMP SET	2 HP	8 NOS	16.00
50	BOTH BLOWER MOTOR	5 HP	8 NOS	40.00
51	OVEN BLOWER MOTOR	7.5 HP	2 NOS	15.00
52	EX.FAN	1 HP	2 NOS	2.00
53	SANDING M/C	2 HP	3 NOS	6.00
54	DIESEL LIFTING PUMP	1 HP	1 NOS	1.00
	TOTAL			81.50
EXHAUST FAN PAINT SHOP				
55	Paint booth	2hp	4 Nos.	8.00
56	Oven(Blower Motor)	5hp	2 Nos	10.00

S.No.	Particulars	Load / M /C	Qty (Nos)	Load in HP
	TOTAL			18.00
	EXHAUST FAN ASSEMBLY			
57	Auto Strapping	1.34 hp	2 Nos.	2.68
58	Hydraulic Press	5 hp	1 Nos.	5.00
59	Tapping MM/C	2 hp	1 Nos.	2.00
60	RimmerM/C	2 hp	2 Nos.	4.00
61	Dynamic BalancingM/C	1 hp	2 Nos.	2.00
62	Hydraulic Press ROTOR	3 HP	2 Nos.	6.00
63	ROLLERSING M/C	2 HP	1 Nos.	2.00
64	STATOR PAINTING BOOTH	3 HP	1 Nos.	3.00
65	OVEN MOTOR	1 HP	1 Nos.	1.00
66	HEATER	2 KW	12 NOS	33.00
67	BUFFING MOTOR	3 HP	1 Nos.	3.00
	TOTAL			63.68
	EXHAUST FAN M/C SHOP			
68	Exh. Winding M/C	1.5 hp	3 Nos.	4.50
69	CNC	19.34 hp	1 Nos.	19.34
70	Tapping M/C (Pitch Control)	2 hp	2 Nos.	4.00
71	Tapping M/C small	0.5 hp	2 Nos.	1.00
72	SPM	5 hp	1 Nos.	5.00
73	Drill M/C	5 hp	1 Nos.	0.50
74	Surface Grinder	1 hp	1 Nos.	1.00
75	Drill M/C 5/8"	1 hp	7 Nos.	7.00
76	LatheM/C	3 hp	3 Nos.	9.00
77	Hydraulic Press	3 hp	1 Nos.	3.00
78	Tool Grinder	2 hp	1 Nos.	2.00
	TOTAL			56.34
	P.T. EXH.			
79	HEATER	3KW	6 nos	25.00
80	Burner Motor	2 HP	1 set	2.00
81	Blower Motor & Door Drying Oven	3 HP	1 nos	3.00
82	Hoiest Motor	3 HP	1 nos	3.00
	TOTAL			33.00
	ETP & STP			
83	Air Blower (ETP)	3 HP	4 Nos.	12.00
84	R O High Pressure Pump	3 HP	1 Nos	3.00

S.No.	Particulars	Load / M /C	Qty (Nos)	Load in HP
85	Submersible Pump	1.02 Hp	9 Nos	9.18
86	Sludge Lifting Pump	1 HP	2 nos	1.00
87	Water Lifting Pump	1 HP	1Nos	1.00
88	RO Pump	1 HP	1 Nos	1.00
	TOTAL			27.18
	Other Load			
89	Lighting, Ceiling Fan, Exhaust fan etc	-	-	85.00
90	A/c	-	-	35.00
91	Fire Motor	7.5 Hp	1 Nos	7.50
92		15 HP	1 Nos	15.00
93	Loading Conveyer	1.5 hp	1 Nos	1.50
94	Conveyer Exh.	2 Hp	1 Nos	2.00
95	Submersible Pump	5 HP	1 Nos	5.00
96	Lift	10	2 Nos	20.00
97	Compressor 126 CFM	40.2 HP	1 Nos	40.02
98		30 hp	1 Nos	30.00
99	Air Dryer	1 HP	1 Nos	1.00
100		2 HP	1 Nos	2.00
	TOTAL			244.02

RESEARCH AND DEVELOPMENT

We have a dedicated R&D team backed up by experienced engineers. Over the years, the responsibilities and functions of our R&D team have evolved from providing design support and verification to our OEM customers to developing in-house capabilities for designing of own products in the consumer electronics, home appliances and lighting product verticals. Our R&D team is regularly involved in developing new features in our existing product basket across these verticals as well as designing of new products.

Our R&D centre is equipped with the technology and instruments to assist our R&D team in effective designing and testing of products.

The key processes involved in development of a product at our R&D centre are set out below:

- Market analysis or customer feedback to identify product specifications based on the current need in the market in terms of product performance, look & feel as well as cost.
- Aesthetic conceptualization using tools like Auto Cad & ProE.
- Aesthetic concepts are sent to internal or customer's marketing team for final selection.
- Once Aesthetic design is shortlisted, internal construction of motor is finalized using tools like Auto Cad & ProE.
- Drawings are sent for tool making of covers, blades & plastic parts.
- Once all tools are ready, trial runs for samples are conducted.

- All new components are verified against the original design and all tools are approved once verification is complete.
- Sample lot of about 50 pcs is produced for technical verification. Specifications with tolerances are also finalised at this stage.
- Product is handed over to production department for customer verification and bulk production.

We also have a dedicated team of professionals focused on enhancing our service portfolio for our reverse logistics vertical. They are involved in preparing and updating technical guidelines for repair and refurbishment of all products serviced by us, which are then followed by the personnel carrying out the repair and/or refurbishment at our service centers and analysis of root cause for field failures.

RAW MATERIALS

Raw materials comprise a major portion of cost for all our products. Our consolidated total cost of raw material for the Fiscal 2019, 2018 and Fiscal 2017 was Rs. 25,176.76 Lakhs, Rs. 23,892.20 Lakhs, Rs. 12,754.17 Lakhs respectively which constituted 81.74%, 81.03% and 77.00% respectively of our total revenue for such periods. Our ability to manage relationships with our domestic customers is a key competitive advantage and is critical to maintaining a cost-competitive margin structure. This advantage is largely dependent on the scale of our manufacturing.

The raw material is being purchased by the Company itself.

DISTRIBUTION AND LOGISTICS

Once the products are finished, the packaging is carried out by us in accordance with the specifications provided by the customers. Even in case of ODM products, the branding and packaging is undertaken in accordance with the requirement of the customers. Most of our orders are on ex-works basis and transportation of products from our facility is the responsibility of the customer.

Under our OEM business model, the raw material specifications are given by the customers and in some cases the suppliers from whom the raw materials are to be purchased are also identified by the customers. Any volatility in prices of such raw materials does not affect our profitability as the contract with the customer states these parameters, on the basis of which the raw material cost is a pass-through item for us. The conversion cost is agreed upon prior to placing of orders as the cost sheet is shared with the customers. Conversion cost is the entire value-add provided by us for converting the raw material into finished goods till the final dispatch to the customer.

Under our ODM business model, raw material procurement is directly carried out by us. We manage the supply chain of raw materials and components by implementation of strategic drivers, business tools and processes which aim to improve the overall effectiveness and efficiency of designing, manufacturing and delivering of products. We monitor raw material price trend in international markets, freight rate and transit time.

We aim to source each major component from more than one supplier to ensure a stable supply of input components at competitive prices, for the raw materials that are to be procured directly by us. We generally maintain relationships with a number of suppliers, so as to retain maximum flexibility and pricing advantages. In selecting suppliers, we consider their capacity and technological capabilities as well as their prices. We have a flexible raw material procurement policy and periodically monitor the quality of our suppliers through vendor surveys, random inspections and monthly reports from our materials quality and control department. In addition, we work closely with many of our key input component suppliers, assisting them in the testing of their new products. We believe that collaborating with suppliers assists us in selecting the best input components for our products and strengthens our

relationships with those suppliers. We typically do not enter into long-term contracts with our suppliers for purchase of input components. We do, however, provide to these suppliers, on a monthly basis, one- to three-month rolling, non-binding forecasts of our input component requirements, which are based on forecasts provided to us by our customers. We then submit firm purchase orders for our short-term requirements closer to the time of delivery.

MARKETING AND SALES

Our marketing team consists of 7 (seven) members. The marketing team collects data from trends in the international as well as Indian markets and advises the R&D team to develop products based on these trends. The marketing team is also involved in the development of new products, especially to oversee the pricing and technical specifications. Once new products are developed and launched, the marketing and sales team collects a data base of prospective customers and initiates marketing of such products. Our expenditure on marketing of the products developed by us primarily includes the remuneration paid to the marketing team. Our strong relationships with our customers as well as our strategy to cross sell our products to existing customers enable us to market our products with negligible expenditure on marketing.

QUALITY CONTROL

We place strong emphasis on product and process quality control, which we consider to be crucial to our success. We have established strict quality control systems, which are designed to ensure quality product design, production efficiency and high yields at our manufacturing facility. We subject our products to a rigorous multi-stage design and manufacturing process, beginning with component selection, supplier qualification and management, thorough reliability testing, design simulation, reviews, tests and manufacturing. These controls are followed for each vertical and are managed by a team dedicated to quality management. In addition to our quality management system, we have implemented methodologies such as Kaizen, Employee Engagement etc. at our design and manufacturing facility. For customers having their own specifications, we also carry out customer designated tests. Quality checks are undertaken at various stages, including for raw material and components, at packaging and lastly, a quality check is undertaken prior to dispatch of our products.

HEALTH, SAFETY AND ENVIRONMENT

We strive to create and maintain a healthy and safe working environment for our employees. Through strict enforcement of standards of safety and security, we promote our employee's safety awareness. We follow a variety of guidelines including those suggested by our customers relating to safety, health & hygiene, and our customers require us to implement policies and measures to ensure health and work safety for our employees.

Our work safety policies set forth overall principles as well as procedures of internal inspections of work safety related matters. We have implemented measures to address potential risks relating to work safety and health, such as (i) special programs and training to our operators, technicians, engineers, helpers and other staff workers, make fire safety demonstrations at our manufacturing facility to show how to properly handle fire extinguishers, (ii) safety precautions, such as safety jacket, belt, helmet, goggles, dust mask, shoes, ear plugs, etc. (iii) provide medical check-ups to ensure mental and physical fitness where necessary and provide medical benefits for all employees, (iv) conducting continuous training to enhance our employees' awareness of health, hygiene and safety issues; (v) periodically inspecting the safety conditions of our manufacturing facility, specifically the electrical fixtures and access to emergency exits; and (vi) ensuring maintenance of proper cleanliness at the manufacturing facility.

COMPETITION

Since, our main revenue stream is from OEM segment there is not much competition but, the brands for which we manufacture compete with each other. However, there may be such instances in the future in which new players may emerge and compete with us as OEM and ODM manufacturers.

To avoid such situations we focus on responding to the rapidly changing market demands and consumer preferences and offering our customers a comprehensive range of products catering to their diverse requirements and needs, at competitive prices.

HUMAN RESOURCES

As on March 31, 2019 we had 673 permanent employees on the payroll of our Company. The following table sets forth the break-up as of March 31, 2019:

Sr. No	Departments	No. of Employees
1	Sales, service and marketing	7
2	Finance, accounts, management and administration	28
3	Supply chain management and procurement	29
4	Operations and production	585
5	R&D	10
7	Board of Directors	7
	Total	666

In addition to our own employees, our operations also involve additional workers who are hired on a contract labour basis.

COLLABORATIONS:

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

EXPORT POSSIBILITIES & EXPORT OBLIGATION:

We do not have any outstanding export obligations.

INTELLECTUAL PROPERTY

Our technical knowledge is an independent asset, which may not be adequately protected by intellectual property rights such as patent registration. We do not obtain registration for the designs developed by our R&D team under any intellectual property laws and prefer to consider them as trade secrets. For further details in relation to risks related to intellectual property, please refer to the section titled “Risk Factors” on page 25.

For details of the trademarks applied for by us, refer to the section titled “Government and Other Approvals” on page 225.

INSURANCE AND WARRANTIES

We maintain a range of insurance policies to cover our assets, risks and liabilities. Our Company and operations are subject to various hazards inherent in the manufacturing industry, such as risk of equipment failure, work accidents, fire, earthquakes, flood and other force majeure event, acts of terrorism and other hazards that may cause personal injury, loss of life, damage to property and

equipment and environmental damage. Our Company maintains insurance policies in respect of our business, assets or stocks, machinery, building and equipment. We also maintain insurance against theft and burglary for our stocks in trade.

OUR PROPERTIES:

Registered office: 45, Okhla Industrial Estate, Phase-III, New Delhi 110020.

Work/Manufacturing Facility:

1. Factory at Khasra No. 105-106, Raipur Industrial Area, Bhagwanpur, Roorkee -247667

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

Our Promoter and Promoter group do not have any interest in any property, whether leased, owned or occupied.

Note 2: Purchase of Property

We have not entered into any agreement to buy/sell any property with the Promoters or Director or a proposed director who had any interest directly or indirectly during preceeding two years.

Details of Property owned/taken on lease/ leave & licence by Our Company:

S.No.	Details of the Property	Licensor/ Vendor	Consideration	Nature of Occupancy	Use	Used by
1.	45, Okhla Industrial Estate, Phase-III, New Delhi 110020 Area: 3500 Ft.	M/s Aroma Medica, 45 Okhla Industrial Estate, Phase III, New Delhi-110020	Rs. 1,70,000 per month	Lease vide agreement dated 9 th May, 2018 for a period of 3 (three) years w.e.f. 17 th June, 2018	Registered office	Company
2.	Factory at Khasra No. 105-106 Raipur Industrial Area, Bhagwanpur, Roorkee 247667	NA	NA	Owned	Work/ Manufacturing Facility	Company
3.	Plot No. 4, Siddipet Zone, Industrial Park Kucharam, Medak, Hyderabad-500055	Telangana State Industrial Infrastructure Corporation	195.70 Lakhs	Provisional Allotment Letter received on December 24, 2018	Proposed to be used for Work/ Manufacturing Facility	Company

INFORMATION TECHNOLOGY

We have implemented a company-wide ERP system. This system is used to manage and co-ordinate all resources, information and functions of the business on a real-time basis. The ERP system helps in integration of different functional areas to ensure proper communication, material management, production planning, productivity, quality and efficiency in decision making. It further helps in

maintaining optimum inventory levels. We have a dedicated IT team which is responsible for maintaining the ERP system.

KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this Chapter has been obtained from the various legislations, including rules and regulations promulgated by the regulatory bodies and the bye laws of the respective local authorities that are available in the public domain. The regulations and policies set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional advice. For details of Government Approvals obtained by the Company in compliance with these regulations, see section titled “Government and Other Approvals” beginning on page 225 of this Prospectus.

INDUSTRY SPECIFIC REGULATIONS

The Factories Act, 1948

The Factories Act defines a ‘factory’ to be any premises including the precincts thereof, on which on any day in the previous 12 months, 10 or more workers are or were working and in which a manufacturing process is being carried on or is ordinarily carried on with the aid of power; or where at least 20 workers are or were working on any day in the preceding 12 months and on which a manufacturing process is being carried on or is ordinarily carried on without the aid of power. State governments prescribe rules with respect to the prior submission of plans, their approval for the establishment of factories and the registration and licensing of factories.

The Factories Act provides that the ‘occupier’ of a factory (defined as the person who has ultimate control over the affairs of the factory and in the case of a company, any one of the directors) shall ensure the health, safety and welfare of all workers while they are at work in the factory, 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.

Legal Metrology Act, 2009

The Legal Metrology Act, 2009 (“L.M. Act”) governs the standards/units/denominations used for weights and measures as well as for goods which are sold or distributed by weight, measure or number. It also states that any transaction/contract relating to goods/class of goods shall be as per the weight/measurement/numbers prescribed by the L.M. Act. Moreover, the L.M. Act prohibits any person from quoting any price, issuing a price list, cash memo or other document, in relation to goods or things, otherwise than in accordance with the provisions of the L.M. Act. The specifications with respect to the exact denomination of the weight of goods to be considered in transactions are contained in the Rules made by each State. The Act also provides Legal Metrology (General) Rules, 2011, which may be followed for due compliance, if the respective State does not provide for Rules in this regard.

Bureau of Indian Standards Act, 2016 (the “BIS Act”)

BIS Act was notified on March 22, 2016 and came into effect from October 12, 2017. The BIS Act establishes the Bureau of Indian Standards (BIS) as the National Standards Body of India. The BIS Act has enabling provisions for the Government to bring under compulsory certification regime any goods or article of any scheduled industry, process, system or service which it considers necessary in the public interest or for the protection of human, animal or plant health, safety of the environment, or prevention of unfair trade practices, or national security. The BIS Act also allows multiple type of

simplified conformity assessment schemes including self-declaration of conformity against a standard which will give simplified options to manufacturers to adhere to the standards and get certificate of conformity. The BIS Act enables the Central Government to appoint any authority/agency, in addition to the BIS, to verify the conformity of products and services to a standard and issue certificate of conformity. Further, there is also a provision for repair or recall, including product liability of the products bearing standard mark but not conforming to the relevant Indian Standard.

Electricity Act, 2003

The Electricity Act, 2003 consolidate the laws relating to generation, transmission, distribution, trading and use of electricity and generally for taking measures conducive to development of electricity industry, promoting competition therein, protecting interest of consumers and supply of electricity to all areas, rationalization of electricity tariff, ensuring transparent policies regarding subsidies, promotion of efficient and environmentally benign policies, constitution of Central Electricity Authority, Regulatory Commissions and establishment of Appellate Tribunal and for matters connected therewith or incidental thereto.

National Policy on Electronics, 2012 (“NPE”)

“National Policy on Electronics” (NPE) for Electronics System Design Manufacturing sector of India. India's National Policy on Electronics is formulated by the government of India to boost its electronics systems and design manufacturing industry and improve its global market share. Its vision is to create a globally competitive electronics design and manufacturing industry to meet the country's need and serve the international market. One of the objectives is to create an institutional mechanism for developing and mandating standards and certification for electronic products and services to strengthen Quality Assessment infrastructure worldwide. It is a holistic, investor friendly and market driven policy towards creating a conducive environment to attract global and domestic companies to invest towards the growing Electronics System Design & Manufacturing (ESDM) sector in India.

Electrical Wires, Cables, Appliances and Protection Devices and Accessories (Quality Control) Order, 2003 (“Quality Control Order”)

The Quality Control Order sets out directions and specified standards for a manufacturer for the manufacture, storage for sale, sale and distribution of electrical wires, cables, appliances, protection devices (including low voltage switchgear and fuses) and accessories. It prohibits those products which do not conform to standards specified and those which do not bear the standard mark issued by the Bureau of Indian Standards (“BIS”), and further requires any sub-standard or defective electrical wires, cables, appliances, protection devices or accessories to be deformed by such manufacturer beyond use and disposed of as scrap. Further, it directs that the commencement of manufacturing of such electrical equipment can only after obtaining a license from the BIS for the use of standard mark. The Quality Control Order is issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”). The Central Government is authorized to appoint an officer who shall be empowered to inspect any books or documents, search any premises, seize any electric equipment, as well as require any person engaged in the manufacture, storage, sale or distribution of electrical equipment to furnish information and samples, in the case of contravention of the Quality Control Order.

National Electrical Code, 2011 (“NEC”)

The NEC (by the BIS in 1985) serves as a non-mandatory advisory model for adoption of various established codes of practice and promotion of safety on the economic selection, installation and maintenance of electric equipment, including switchgears, protection devices, service lines and meters.

The code aims to keep up with international installation practices and provide guidelines on the general and supply characteristics and parameters of electrical installations. It is applicable to installations in domestic dwellings, commercial and industrial premises, and circuits, but excludes requirements falling under the purview of power utilities and tariff related guidance.

Industrial (Development and Regulation) Act, 1955, as amended (the “I(D&R) Act”)

The I(D&R) Act 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.

LAWS RELATING TO SPECIFIC STATE WHERE ESTABLISHMENT IS SITUATED

Delhi Shops and Establishment Act, 1954 (the “Act”)

Under the provisions of the Act states of in the state of Delhi, establishments are required to be registered. Such law regulates the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

The Uttarakhand Fire & Emergency Service, Fire Prevention and Fire Safety Act, 2016

The purpose of the Act is to provide for more effective provisions for the fire prevention and life safety measures in various types of buildings in different areas in the State of Uttarakhand. The Act and the Rules provide that the owner or occupier shall provide for minimum firefighting installations as specified, fire prevention and life safety measures. Further, the owner or the occupier shall maintain the fire prevention and life safety measures in good repair and efficient condition always, in accordance with the provisions of the Act.

ENVIRONMENTAL LAWS

National Environmental Policy, 2006

The dominant theme of this policy is that while conservation of environmental resources is necessary to secure livelihoods and well-being of all, the most secure basis for conservation is to ensure that people dependent on particular resources obtain better livelihoods from the fact of conservation, than from degradation of the resource.

Environment (Protection) Act, 1986 as amended (“EPA”)

EPA provides for the prevention, control and abatement of pollution. Pollution control boards have been constituted in all states in India to exercise the powers and perform the functions provided for under these statutes for the purpose of preventing and controlling pollution. Companies are required to obtain consents of the relevant state pollution control boards for emissions and discharge of effluents into the environment.

Noise Pollution (Regulation & Control) Rules 2000 (“Noise Regulation Rules”)

Noise Regulation Rules regulate noise levels in industrial, commercial and residential zones. The Noise Regulation Rules also establish zones of silence of not less than 100 meters near schools, courts, hospitals, etc. The rules also assign regulatory authority for these standards to the local district courts. Penalty for non-compliance with the Noise Regulation Rules shall be under the Provisions of the Environment (Protection) Act, 1986.

Water (Prevention and Control of Pollution) Act, 1974

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. In respect to an Industrial Undertaking it applies to the (i) Occupier (the owner and management of the undertaking) (ii) Outlet (iii) Pollution and (iv) Trade effluents. The Act requires that approvals be obtained from the corresponding Pollution Control Boards in the state.

Water (Prevention and Control of Pollution) Cess Act, 1971

The Water (Prevention and Control of Pollution) Cess Act, 1971 provides for the levy and collection of a cess on water consumed by persons carrying on certain industries and by local authorities, with a view to augment the resources of the Central Board and the State Boards for the prevention and control of water pollution constituted under the Water (Prevention and Control of Pollution) Act, 1974.

Air (Prevention and Control of Pollution) Act, 1981, as amended (the “Air Act”)

With a view to ensuring that the standards for emission of air pollutants are complied with, the State Government shall, in consultation with the State Board, give such instructions as may be deemed necessary to the concerned authority and such authority shall, notwithstanding anything contained in that Act or the rules made thereunder be bound to comply with such instructions.

Guidelines for in-use Generator sets (Noise and Emissions)

Central Pollution Control Board (CPCB) has prescribed guidelines for emission and noise pollution of gensets up to 1000 KVA. The said guidelines are effective from January 15, 2008 for system procedure for compliance with noise limits.

LABOUR LAWS

The Employees State Insurance Act, 1948 (“ESI Act”)

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

The Payment of Gratuity Act, 1972 (“Gratuity Act”)

The “Gratuity Act” establishes a scheme for the payment of gratuity to employees engaged in every factory, mine, oil field, plantation, port and railway company, every shop or establishment in which ten or more persons are employed or were employed on any day of the preceding twelve months and in such other establishments in which ten or more employees are employed or were employed on any day of the

preceding twelve months, as notified by the Central Government from time to time. Penalties are prescribed for non-compliance with statutory provisions.

Under the Gratuity Act, an employee who has been in continuous service for a period of five years will be eligible for gratuity upon his retirement, resignation, superannuation, death or disablement due to accident or disease. However, the entitlement to gratuity in the event of death or disablement will not be contingent upon an employee having completed five years of continuous service. The maximum amount of gratuity payable may not exceed Rs. 1 million.

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

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

TAXATION LAWS

Central Goods and Services Tax Act, 2017 (the “GST Act”)

The GST Act levies indirect tax throughout India to replace many taxes levied by the Central and State Governments. The GST Act was applicable from July 1, 2017 and combine the Central Excise Duty, Commercial Tax, Value Added Tax (VAT), Food Tax, Central Sales Tax (CST), Introit, Octroi, Entertainment Tax, Entry Tax, Purchase Tax, Luxury Tax, Advertisement Tax, Service Tax, Customs Duty, Surcharges. GST will be levied on all transactions such as sale, transfer, purchase, barter, lease, or import of goods and/or services. India will adopt a dual GST model, meaning that taxation is administered by both the Union and State Governments. Transactions made within a single state will be levied with Central GST (CGST) by the Central Government and State GST (SGST) by the government of that state. For inter-state transactions and imported goods or services, an Integrated GST (IGST) is levied by the Central Government. GST is a consumption-based tax, therefore, taxes are paid to the state where the goods or services are consumed and not the state in which they were produced.

Income Tax Act, 1961 (“IT Act”)

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

Customs Act, 1962

The Customs Act governs among other things, the import and export of goods, determination of rate of duty, tariff valuation, the manner of payment to authorities, and loading and unloading of goods. The Customs Act also provides for levy of penalty and/or confiscation of prohibited or dutiable goods. The duties imposed on the import and export of goods are subject to rates specified under the Customs

Tariff Act. Further, pursuant to the Customs Act, the Department of Customs appoints ports or airports as customs ports or customs airports and places as Inland Container Depots (ICDs).

FOREIGN EXCHANGE LAWS

Foreign Trade (Development and Regulation) Act, 1992

Foreign Trade Act empowers the Government of India to, among other things, (a) make provisions for development and regulation of foreign trade; (b) prohibit, restrict or otherwise regulate exports and imports; (c) formulate an EXIM policy; and (d) appoint a Director General of Foreign Trade for the purpose of administering foreign trade and advising the Central Government in formulating EXIM policy and implementing the same. Every importer and exporter is required to obtain an 'Importer Exporter Code' from the Director General of Foreign Trade or from any other duly authorized officer.

Foreign Trade Policy

The Foreign Trade Policy provides that no export or import can be made by a person without an IEC unless such person is specifically exempted. The policy provides for fast track clearance facility for certain units, and permits the sharing of infrastructure facilities, inter unit transfer of goods and services, setting up of warehouses near the port of export and the use of duty free equipment for training purposes.

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

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

GENERAL LAWS

Micro, Small and Medium Enterprises Development Act, 2006 (the "MSMED Act")

The MSMED Act seeks to facilitate the development of micro, small and medium enterprises. The MSMED Act provides that where an enterprise is engaged in the manufacturing and production of goods pertaining to any industry specified in the first schedule to the Industries (Development and Regulation) Act, 1951, the classification of an enterprise will be as follows:

- a. where the investment in plant and machinery does not exceed twenty-five lakh rupees shall be regarded as a micro enterprise;
- b. where the investment in plant and machinery is more than twenty-five lakh rupees but does not exceed five crore rupees shall be regarded as a small enterprise.
- c. where the investment in plant and machinery is more than five crore rupees but does not exceed ten crore rupees shall be regarded as a medium enterprise.

The MSMED Act provides for the memorandum of micro, small and medium enterprises to be submitted by the relevant enterprises to the prescribed authority.

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.

Sale of Goods Act, 1930

The law relating to the sale of goods is codified in the Sale of Goods Act, 1930. It defines sale and agreement to sell as a contract whereby the seller transfers or agrees to transfer the property in goods to the buyer for a price and provides that there may be a contract of sale between part owner and another and that the contract of sale may be absolute or conditional.

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, 2002. The provisions of the Competition Act relating to combinations were notified 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.

Negotiable Instruments Act, 1881 ("NI Act")

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.

Consumer Protection Act, 1986 ("COPRA")

COPRA aims at providing better protection to the interests of consumers and for that purpose makes provisions for the establishment of authorities for the settlement of consumer disputes. The COPRA provides a mechanism for the consumer to file a complaint against a trader or service provider in cases of unfair trade practices, restrictive trade practices, defects in goods, deficiency in services, price charged being unlawful and goods being hazardous to life and safety when used or being offered for sale to the public.

Indian Contract Act, 1872

The Indian Contract Act, 1872 ("Contract Act") codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and the breach enforced. It provides a framework of rules and regulations that govern formation and performance of contract. The contracting parties themselves decide the rights and duties of parties and terms of agreement.

OTHER LAWS

Companies Act, 2013
Minimum Wages Act, 1948

Industrial Disputes Act, 1947
Payment of Bonus Act, 1965
Child Labour (Prohibition and Regulation) Act, 1986
Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 “SHWW Act”
Equal Remuneration Act, 1976
Maternity Benefit Act, 1961
Industrial Employment Standing Orders Act, 1946
Trademarks Act, 1999
Designs Act, 2000
Registration Act, 1908
Indian Stamp Act, 1899
Contract Labour (Regulation and Abolition) Act, 1970

HISTORY AND CERTAIN CORPORATE MATTERS

HISTORY & BACKGROUND

Ceiling and exhaust fans are important electro mechanic devices used in every household and commercial space adding value to the living interiors in terms of looks and air comfort. Fans have today become a necessity and not just a luxury.

We are a fully integrated end-to-end product and solution suite to the original sellers of the fans wherein we provide start to end solutions for fan sellers including sourcing, manufacturing, quality testing and packaging. We manufacture and supply fans to many well-known companies in India, which in turn distribute these products under their own brands.

Our Company was originally incorporated at Delhi as “Wonder Fibromats Private Limited” on 13th October, 2009 under the provisions of the Companies Act, 1956 vide Certificate of Incorporation issued by the Registrar of Companies, NCT of Delhi & Haryana. Consequent upon the conversion of our Company into public limited company, the name of our Company was changed to “Wonder Fibromats Limited” vide fresh Certificate of Incorporation dated July 5, 2018 issued by the Registrar of Companies, Delhi.

Our Company is engaged in the manufacturing of ceiling fans, exhaust, pedestal and brushless DC (BLDC) fans. All the parts & components of the fans are tested stringently at our in-house quality management lab to ensure their flawless performance. Moreover, various R&D activities are conducted by our professionals to remain abreast of the latest market requirements and competition. Apart from this, we have also set up a client-satisfaction cell which is supervised by our quality check (QC) department that reviews the complaints regarding our products directly from clients.

At Wonder Fibromats Limited, we manufacture and supply a wide range of ceiling, exhaust, pedestal and BLDC fans in various attractive designs and patterns, which are known for their high performance and low power consumption in the market. Our range of fans is available in different designs, colours and has superior gloss finishes that add grace to the decor of the surroundings. We also manufacture these fans as per specification of our clients which include well-known companies which are selling under their own brands in India.

Our fans are manufactured in accordance with the strict industrial standards and these extra durable ceiling, exhaust, pedestal and BLDC fans are known for their features such as superior strength, fine finish, and make us the one of the established fans manufacturers in India.

We believe that we have continuously diversified our product portfolio to keep pace with changing consumer trends and development in technology.

The table below sets out our sales volume across our key product portfolio for the period indicated:

Sr. No.	Product/ Vertical	Installed Capacity P.A (in Units)	Sales for the period ended 31 st March 2019] (in Units)	% sale of the Installed Capacity
1.	Ceiling Fans	48.00 Lakhs	32.49 Lakhs	67.69
2.	Exhaust Fans	4.80 Lakhs	2.47 Lakhs	51.46
3.	Pedestal Fans	3.00 Lakhs	0.65 Lakhs	21.67
4.	BLDC Fans	1.20 Lakhs	0.36 Lakhs	30.00

In line with our focus to provide end to end product solutions, we have done backward integration of our major manufacturing processes by developing in-house capabilities for blade fabrication, cover & rotor machining on automatic CNC machines, copper winding of stators, sanding, buffing, pre-treatment using

nano technology, powder coating on a fully conveyORIZED & automatic paint-shop using robotic arm reciprocators, liquid painting for high end metallic finishes on a fully conveyORIZED, semi-automatic paint-shop and assembly. We believe that this improves our cost efficiency, reduces dependency on third party suppliers and gives better control on production time and quality of critical components used in manufacturing of the products.

Our in-house R&D team, apart from undertaking aesthetic, electrical and mechanical design and component engineering, also assists our customers in cost reduction through value engineering. This enables us to address consumer requirements across geographies, introduce new and unique products in the market and enhance existing products with emerging technologies.

Our R&D Facilities include the following:

1. Computer Aided designing tools like AutoCAD, ProE etc.;
2. Fully functional Lab for testing & validation of design;
3. Semi-Automatic Air Delivery Chamber with Imported Anemometer;
4. Access to all in-house processes like CNC Machining, Automatic Winding Shop, Press Shop for Blade Fabrication, Paint-Shops etc.

We have state-of-the-art manufacturing facility which is strategically located at Khasra No. 105-106, Raipur Industrial Area, Bhagwanpur, Roorkee-247667, meeting all the quality requirements of our customers. Our manufacturing facility has been accredited with quality management system and environmental management system, certificate for compliance with ISO 9001:2015 & ISO 14001:2015 requirements respectively. Further, few of our products are also compliant with quality standards issued by the Bureau of Indian Standards and our facility is BIS approved for using ISI mark on qualifying products. For further details, refer to the sub-section titled “*Our Manufacturing Facilities*” on page 126 of the Prospectus. We are also in the process of setting up a new manufacturing facility in Hyderabad for an estimated production capacity of manufacturing 24,00,000 fans per annum presuming 300 operating days in a year and single Shift (12 Hours)-working basis. For more details, please refer the chapter titled “*Objects of the Issue*” on page 87 of the Prospectus.

As on March 31, 2019, we had 673 (Six Hundred and Seventy three) permanent employees, In addition to our own employees, our operations also involve additional workers who are hired on a contract labour basis.

Our revenue from operations (Net), EBITDA and Profit after Tax, as restated, from all the segments, for the periods indicated are provided in the table below:

Particulars	Rs. in Lakhs		
	31.03.2019	31.03.2018	31.03.2017
Revenue from operations (net)	30,663.90	29,371.22	16,562.95
EBITDA	1,082.34	1,280.22	1,046.47
EBITDA (%)	3.53%	4.36%	6.32%
Profit after tax	613.84	797.30	509.16
Profit after tax (%)	2.00%	2.71%	3.07%

The following table sets out the vertical-wise revenue proportion of our major products during the last five years:

PRODUCTS	<i>(Qty and Values in Lakhs)</i>							
	2018-19		2017-18		2016-17		2015-16	
	Qty	Value	Qty	Value	Qty	Value	Qty	Value
Ceiling fans	32.49	24,130.21	36.47	25,616.28	18.67	13,295.12	16.58	11,606.19

PRODUCTS	2018-19		2017-18		2016-17		2015-16	
	Qty	Value	Qty	Value	Qty	Value	Qty	Value
Exhaust fans	2.47	3,614.68	1.63	2,725.30	1.55	2,613.03	1.12	1,732.83
Pedestal Fan	0.65	947.26	0.03	7.94	-	-	-	-
BLDC Fans	0.36	265.64	0.19	21.18	-	-	-	-

CHANGES IN REGISTERED OFFICE

Sr. No.	Effective Date of Change	Shifting of Registered office		Reason for change
		From	To	
1.	11.06.2013	C-50, Preet Vihar, Delhi, 110092	S-129, First Floor, Greater Kailash-II, New Delhi-110048	Administrative Purpose
2.	17.02.2017	S-129, First Floor, Greater Kailash-II, New Delhi-110048	E-279, Greater Kailash-II, New Delhi-110048	Administrative Purpose
3.	18.06.2018	E-279, Greater Kailash-II, New Delhi-110048	45 Okhla Industrial Estate, Phase-III, Delhi New Delhi 110020	Administrative Purpose

DETAILS OF MAJOR EVENTS AND MILESTONES

YEAR	PARTICULARS
2009	Incorporation of the Company in the name and style of "Wonder Fibromats Private Limited".
2013	Our Promoter acquired the control over the Company.
2013	Our Company started Manufacturing.
2013	Alteration in the Object Clause of Memorandum of Association
2018	Conversion of the Company into public Limited Company and consequently change of Name of the Company from "Wonder Fibromats Private Limited" to "Wonder Fibromats Limited"

MAIN OBJECTS OF OUR COMPANY

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

1. To carry on the business of manufacturers, importers, exporters, sellers, job work, buyers and dealers whether as wholesalers or retailers of all kinds of electric fans both domestic and industrial, electric motors, mixture grinder, electrical appliances and to undertake its repair and maintenance and such other electrical goods related thereto.
2. To manufacture and deal in metals, substances and materials of all kinds which may be useful or conveniently employed in the manufacture of electric fans and in machinery apparatus, tools, articles like wire and cables, lamps, fans, fittings, electro medical, heaters, radiators, ovens, mixture grinder, refrigerators and air conditioning equipment and things used in the manufacture of electric motors and other electrical appliances of every kind.

3. To carry on business of electrical engineers and manufacture of all kinds of heavy and light electrical machinery and equipments and apparatus for any purpose and to install, sell, hire or otherwise deal with the same in any manner whatsoever.
4. To carry on agency business and to act as agents for Indian and foreign principals as connected with the business as referred to in clause mentioned above.

CHANGES IN THE MEMORANDUM OF ASSOCIATION

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

DATE	AMENDMENT
13 th August, 2013	Alteration in the Object Clause of memorandum of Association of the Company.
5 th July, 2018	Conversion of the Company into public Limited Company and consequently change of Name of the Company from “Wonder Fibromats Private Limited” to “Wonder Fibromats Limited”
30 th July, 2018	Increase in Authorised Share Capital from Rs. 500.00 Lakhs divided into 50,00,000 Equity shares of Rs. 10 each to Rs. 1000.00 Lakhs divided into 1,00,00,000 Equity shares of Rs. 10 each

CAPITAL RAISING (DEBT /EQUITY)

For details of the equity capital raising of our Company, please refer to the chapter titled “Capital Structure” on page 62 of this Prospectus. We have not done any debt issuances since incorporation till date.

HOLDING COMPANY OF OUR COMPANY

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

SUBSIDIARY COMPANY OF OUR COMPANY

Our Company has no Subsidiary as on this date of filing of this Prospectus.

JOINT VENTURE OF OUR COMPANY

Our Company has not entered into any joint venture Agreement as on the date of filing of this Prospectus.

REVALUATION OF ASSETS

Our Company has not revalued its assets since its incorporation.

GUARANTEES GIVEN BY PROMOTERS OFFERING ITS SHARES IN THE ISSUE

None of our Promoters are offering any of the Equity Shares held by the Promoters in the Company in the Issue.

DETAILS OF OUR PAST PERFORMANCE

Details in relation to our financial performance since inceptions, including details of non-recurring items

of income, refer to section titled "Financial Statements" beginning on page 183 of this Prospectus.

INJUNCTIONS OR RESTRAINING ORDERS:

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

DETAILS REGARDING ACQUISITION OR DISINVESTMENT OF BUSINESS/UNDERTAKINGS, MERGERS, AMALGAMATIONS

Our Company has neither acquired any entity, business or undertakings nor has undertaken any mergers or Amalgamation since incorporation.

STRIKES AND LOCKOUTS:

Our Company has, since incorporation, not been involved in any labour disputes or disturbances including strikes and lock-outs. As on the date of the Prospectus, our employees are not unionized.

TIME AND COST OVERRUNS IN SETTING UP PROJECTS:

As on the date of the Prospectus, there have been no time and cost overruns in any of the projects undertaken by our Company.

SHAREHOLDERS AGREEMENTS

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

OTHER AGREEMENTS

Our Company has not entered into any specific or special agreements except that have been entered into in ordinary course of business as on the date of filing of the Prospectus.

AGREEMENT ENTERED INTO BY A KEY MANGERIAL PERSONNEL OR DIRECTORS OR PROMOTER OR ANY OTHER EMPLOYEE OF THE ISSUER

None of our key managerial personnel or director or promoter or any other employee, either by themselves or on behalf of any other person, has entered into an agreement with any shareholder or any third party with regard to compensation or profit sharing in connections with the dealings in the securities of our Company.

COLLABORATION

Our Company has not entered into any collaboration with any third party as per regulation 10 B (1) (c) of part A Schedule VI of SEBI (ICDR) Regulations, 2018.

STRATEGIC PARTNER

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

FINANCIAL PARTNER

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

DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS OR BANKS

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

NUMBER OF SHAREHOLDERS

Our Company has Ten (10) shareholders as on date of the Prospectus.

OUR MANAGEMENT

In accordance with our Articles of Association, unless otherwise determined in a general meeting of the Company and subject to the provisions of the Companies Act, 2013 and other applicable rules, the number of Directors of the Company shall not be less than 3 and not more than 12, at least two thirds of whom shall be liable to retire by rotation. Our Company currently has Twelve (12) Directors on Board.

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

Name, Father's name, Address, Occupation, Nationality, tenure & DIN	Age	Status of Directorship in our Company	Other Directorships
<p>1. Mr. Harsh Kumar Anand S/o Mr. Lajpat Rai Anand E-279 Greater Kailash-II South Delhi 110048 Occupation: Business Nationality: Indian Tenure: Five years with effect from 30th July, 2018 DIN: 00312438 PAN: AAHPA4957D</p>	68 Years	Managing Director	<ul style="list-style-type: none"> • Greha Engineers And Chemicals Private Limited; • J.M.A. Manufacturing Private Limited; • Guru Technologies Pvt Ltd; • Y & Y Appliances Private Limited; • Gurutech Industries LLP; • Stamping & More LLP
<p>2. Mr. Yogesh Anand S/O Mr. Lajpat Rai Anand C-62 Sector-44, Noida Gautam Budh Nagar 201301 UP Occupation: Business Nationality: Indian Tenure: Retire by rotation DIN: 00425775 PAN: AAEP6561A</p>	64 Years	Executive and Non Independent Director	<ul style="list-style-type: none"> • J.M.A. Manufacturing Private Limited; • Guru Technologies Pvt Ltd; • G.N. Hostels Private Limited; • Y & Y Appliances Private Limited; • Gurutech Industries LLP; • Stamping & More LLP
<p>3. Mr. Yogesh Sahni S/o Mr. Krishan Prakash Sahni 8, Sri Ram Road, Civil Lines, Delhi 110054 Occupation: Business Nationality: Indian Tenure: Retire by rotation DIN: 00811667 PAN: AAXPS3626D</p>	60 Years	Executive and Non Independent Director	<ul style="list-style-type: none"> • Guru Technologies Pvt Ltd; • Y & Y Appliances Private Limited; • Gurutech Industries LLP; • Stamping & More LLP • Multani Pharmaceuticals Limited
<p>4. Mr. Rohit Anand S/o Mr. Harsh Kumar Anand E-279 Greater Kailash Part-II South Delhi 110048 Occupation: Business Nationality: Indian Tenure: Retire by rotation DIN: 00317492</p>	41 Years	Executive and Non Independent Director	<ul style="list-style-type: none"> • Gurutech Industries LLP; • Stamping & More LLP

Name, Father's name, Address, Occupation, Nationality, tenure & DIN	Age	Status of Directorship in our Company	Other Directorships
PAN: AAHPA4954A			
5. Mr. Karan Anand S/o Mr. Harsh Kumar Anand E-279 Greater Kailash Part-II South Delhi 110048. Occupation: Business Nationality: Indian Tenure: Retire by rotation DIN: 05253410 PAN: AFNPA0921N	33 years	Executive and Non Independent Director	<ul style="list-style-type: none"> Gurutech Industries LLP; Stamping & More LLP
6. Mr. Jatin Anand S/o Mr. Yogesh Anand C-62 Sector-44, Noida Gautam Budh Nagar 201301 UP. Occupation: Business Nationality: Indian Tenure: Retire by rotation DIN: 07507727 PAN: AFYPA7710C	35 years	Executive and Non Independent Director	<ul style="list-style-type: none"> Gurutech Industries LLP; Stamping & More LLP
7. Mr. Siddhant Sahni S/o Mr. Yogesh Sahni 8 Shri Ram Road Civil Lines Delhi-110054. Occupation: Business Nationality: Indian Tenure: Retire by rotation DIN: 07508004 PAN: BDAPS0889K	30 years	Executive and Non Independent Director	<ul style="list-style-type: none"> Gurutech Industries LLP; Stamping & More LLP
8. Mrs. Neerja Sahni D/o Mr. Prem Chand Duggal 8 Shri Ram Road Civil Lines Delhi-110054 Occupation: Business Nationality: Indian Tenure: Retire by rotation DIN: 08180342 PAN: CMSPS6652Q	60 years	Executive and Non Independent Director	Nil
9. Mr. Praveen Chand Khanna S/o Mr. Pratap Chand Khanna House No. 17, Alipur Road, Civil Lines, North Delhi North Delhi 110054 Occupation: Professional Nationality: Indian Tenure: Five year w.e.f 30 th July, 2018 DIN: 00535792	59 Years	Independent Director	<ul style="list-style-type: none"> Super Snacks Private Limited; Delta Foods Private Limited; Pnp Properties Private Limited; Annapurna Bakeries Private Limited

Name, Father's name, Address, Occupation, Nationality, tenure & DIN	Age	Status of Directorship in our Company	Other Directorships
PAN: AAMPK8445P			
10. Mr. Jugal Kishore Chugh S/o Mr. Bhagwan Dass I-208, Plot No. E 8 B, Parsvnath Gardenia Sector-61, Gautam Buddha Nagar Noida 201301 UP Occupation: Professional Nationality: Indian Tenure: Five year w.e.f 30 th July, 2018 DIN: 01254901 PAN: AAAPC1552H	73 years	Independent Director	<ul style="list-style-type: none"> • Kunal Brothers Private Limited; • J K Cables Limited
11. Mr. Sunil Malhotra S/o Mr. Prithvi Raj Malhotra Flat No.-402, Tower C-6, The Legend, Sushant Lok 3, Sector-57, Gurgaon 122011 HR Occupation: Professional Nationality: Indian Tenure: Five year w.e.f 30 th July, 2018 DIN: 08183343 PAN: AAHPM9022H	59 Years	Independent Director	NIL
12. Mr. Amarbir Singh Bhatia S/o Mr. Gurbachan Singh Bhatia A-151, Defence Colony, Lajpat Nagar Delhi 110024 Occupation: Professional Nationality: Indian Tenure: Five year w.e.f 30 th July, 2018 DIN: 08183825 PAN: AKCPB5042k	68 years	Independent Director	NIL

As on the date of the Prospectus;

- None of the above mentioned Directors are on the RBI List of willful defaulters.
- 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.
- 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.
- None of our Directors are/were director of any company whose shares were delisted from any stock exchange(s) up to the date of filling of this Prospectus.

- E. None of Promoters or Directors of our Company is fugitive economic offender.
- F. 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.
- G. In respect of the track record of the directors, there have been no criminal cases filed or investigations being undertaken with regard to alleged commission of any offence by any of our directors and none of our directors have been charge-sheeted with serious crimes like murder, rape, forgery, economic offence.
- H. None of our Directors are/were director of any company which has been/were delisted from the stock exchange, during his/her tenure.

BRIEF PROFILE OF OUR DIRECTORS

Mr. Harsh Kumar Anand: aged 68 years, is one of the Promoters and Managing Director of our Company. He is B.E. (Mechanical) by education. He is having more than 45 years of Experience in the field of Manufacturing of Component & materials used in the manufacturing of electric ceiling & exhaust Fans, business, Sales & Marketing and Client Retention. He looks after day-to-day routine operational activities of our Company and formulation of business policies, strategies etc. He guides company in its growth strategies. He has been on the board of Company 7th June, 2013.

Mr. Yogesh Anand: aged 64 years, is Executive Director and one of the Promoters of our Company. He is Post Graduate in Commerce. He is having more than 40 years of Experience in field of Manufacturing of Component & materials used in the manufacturing of electric ceiling & exhaust Fans, business, Sales & Marketing and Client Retention. He looks after day-to-day routine operational activities of our Company. He has been on the board of Company 7th June, 2013.

Mr. Yogesh Sahni: aged 60 years, is Executive Director and one of Our Promoters. He is Post Graduate in Commerce. He is having more than 40 years of Experience in field of Manufacturing of Component & materials used in the manufacturing of electric ceiling & exhaust Fans, business, Sales & Marketing and Client Retention. He looks after day-to-day routine operational activities of our Company. He has been on the board of Company 7th June, 2013.

Mr. Rohit Anand: aged 41 years is Executive Director of Our Company. He is B.E. (C.S.). He is having more than 15 years experience in the field of Manufacturing of Component & materials used in the manufacturing of electric ceiling & exhaust Fans. He looks day to day routine activities of our Company. He has been on the board of Company since 12th May, 2016.

Mr. Karan Anand: aged 33 years is Executive Director of Our Company. He is B.E. (C.S.) and Master in Business Administration. He is having more than 09 years experience in the field of Manufacturing of Component & materials used in the manufacturing of electric ceiling & exhaust Fans. He looks day to day routine activities of our Company. He has been on the board of Company since 12th May, 2016.

Mr. Jatin Anand: aged 35 years is Executive Director of Our Company. He is B.E. (I.T.) and Master in Business Administration. He is having more than 10 years experience in the field of Manufacturing of Component & materials used in the manufacturing of electric ceiling & exhaust Fans. He looks day to day routine activities of our Company. He has been on the board of Company since 12th May, 2016.

Mr. Siddhant Sahni: aged 30 years is Executive Director of Our Company. He is Bachelor in Business Administration. He is having more than 08 years experience in the field of Manufacturing of Component & materials used in the manufacturing of electric ceiling & exhaust Fans. He looks day to day routine activities of our Company. He has been on the board of Company since 12th May, 2016.

Mrs. Neerja Sahni: aged 60 years is Executive Director of Our Company. She is Bachelor in Arts (Honours Course). She is having experience in Human Resource Management. She looks Human Resource and Women Empowerment in the Organisation. She has been on the board of Company since 30th July, 2018.

Mr. Praveen Chand Khanna: aged 59 years, is an Independent Director of our Company. He holds Bachelors of Commerce (Honours Course) in 1980. He has more than 35 year experience in the field of Business Development, and team management. As an Independent Director of our Company with corporate acumen & experience, he brings value addition to our Company. He has been on the board of Company since, 30th July, 2018.

Mr. Jugal Kishore Chugh: aged 73 years, is an Independent Director of our Company. He holds Bachelors of Science and B.Sc. Electrical Engineering. He has more than 45 year experience in the field of Manufacturing Industry. As an Independent Director of our Company with corporate acumen & experience, he brings value addition to our Company. He has been on the board of Company since, 30th July, 2018.

Mr. Sunil Malhotra: aged 59 years, is an Independent Director of our Company. He holds Bachelors of Commerce (Honour Course). He has more than 35 year experience in the field of Manufacturing Industry. As an Independent Director of our Company with corporate acumen & experience, he brings value addition to our Company. He has been on the board of Company since, 30th July, 2018.

Mr. Amarbir Singh Bhatia: aged 68 years, is an Independent Director of our Company. He holds Chemical Engineering from I.I.T. Delhi. He has more than 40 year experience in the field of Chemical, Fertilizers Industry. He worked with O T E Group of Companies and also associated with USHA International Limited. He also worked as an Chemical Engineer at Shriram Fertilizers and Chemicals Limited. As an Independent Director of our Company with corporate acumen & experience, he brings value addition to our Company. He has been on the board of Company since, 30th July, 2018.

RELATIONSHIP BETWEEN THE DIRECTORS AND RELATIONSHIP BETWEEN ANY OF THE DIRECTOR AND KEY MANAGERIAL PERSONNEL

Except mentioned hereunder, none of our Director is related to any of the directors or any of the directors and key managerial personnel:

Name of Director	Name of Director	Relationship
Mrs. Neerja Sahni	Mr. Yogesh Sahni	Mrs. Neerja Sahni is wife of Mr. Yogesh Sahni
Mr. Siddhant Sahni	Mr. Yogesh Sahni	Mr. Siddhant Sahni is son of Mr. Yogesh Sahni
Mr. Yogesh Anand	Mr. Harsh Kumar Anand	Mr. Yogesh Anand is brother of Mr. Harsh Kumar Anand
Mr. Rohit Anand	Mr. Harsh Kumar Anand	Mr. Rohit Anand is son of Mr. Harsh Kumar Anand
Mr. Karan Anand	Mr. Harsh Kumar Anand	Mr. Karan Anand is son of Mr. Harsh Kumar Anand
Mr. Jatin Anand	Mr. Yogesh Anand	Mr. Jatin Anand is son of Mr. Yogesh Anand

ARRANGEMENT AND UNDERTANDING WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS & 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

Except for executive employment agreements with our executive directors, if any, our Company has not executed any service contracts with its directors providing for benefits upon termination of their employment.

BORROWING POWERS OF THE BOARD OF DIRECTORS

Pursuant to a special resolution passed at Extra Ordinary General Meeting of our Company held on 31st August, 2018, consent of the members of our Company was accorded to the Board of Directors of our Company pursuant to Section 180 of the Companies Act, 2013 for borrowing from time to time any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company (apart from temporary loans obtained from our Company's bankers in the ordinary course of business) may exceed in the aggregate, the paid-up capital of our Company and its free reserves, provided however, the total amount so borrowed in excess of the aggregate of the paid-up capital of our Company and its free reserves shall not at any time exceed Rs. 100 Crores.

COMPENSATION AND BENEFITS TO THE MANAGING DIRECTOR AND WHOLE TIME DIRECTOR ARE AS FOLLOWS

Name	Mr. Harsh Kumar Anand
Designation	Managing Director
Period	Five years from 30 th July, 2018
Date of Appointment	30 th July, 2018 as Managing Director
Remuneration	<p>a) Remuneration Rs. 32,00,000/- p.a. (Rupees Thirty Two Lakhs Only) with such annual increments / increases as may be decided from time to time.</p> <p>b) Minimum Remuneration In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment. Appointee shall subject to the approval of the Central Government, if required, be paid remuneration by way of salaries and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in section IV of the Schedule V to the Companies Act, 2013, from time to time.</p>
Remuneration paid in FY 31st March, 2019	Rs. 28.00 Lakhs

Name	Mr. Yogesh Anand
Designation	Executive Director
Period	Liabile to retire by rotation
Date of Appointment	7 th June, 2013
Remuneration	<p>a) Remuneration Rs. 32,00,000/- p.a. (Rupees Thirty Two Lakhs Only) with such annual increments / increases as may be decided from time to time.</p> <p>b) Minimum Remuneration In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment. Appointee shall subject to the approval of the Central Government, if required, be paid remuneration by way of salaries and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in section IV of the Schedule V to the Companies Act, 2013, from time to time.</p>
Remuneration paid in FY 31st March, 2019	Rs. 28.00 Lakhs

Name	Mr. Yogesh Sahni
Designation	Executive Director
Period	Liabile to retire by rotation
Date of Appointment	7 th June, 2013
Remuneration	<p>a) Remuneration Rs. 32,00,000/- p.a. (Rupees Thirty Two Lakhs Only) with such annual increments / increases as may be decided from time to time.</p> <p>b) Minimum Remuneration In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment. Appointee shall subject to the approval of the Central Government, if required, be paid remuneration by way of salaries and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in section IV of the Schedule V to the Companies Act, 2013, from time to time.</p>
Remuneration paid in FY 31st March, 2019	Rs. 28.00 Lakhs

Name	Mr. Rohit Anand
Designation	Executive Director
Period	Liabile to retire by rotation
Date of Appointment	12 th May, 2016
Remuneration	<p>a) Remuneration Rs. 12,00,000/- p.a. (Rupees Twelve Lakhs Only) with such annual increments / increases as may be decided from time to time.</p> <p>b) Minimum Remuneration In the event of loss or inadequacy of profits in any financial year</p>

	during the tenure of the appointment. Appointee shall subject to the approval of the Central Government, if required, be paid remuneration by way of salaries and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in section IV of the Schedule V to the Companies Act, 2013, from time to time.
Remuneration paid in FY 31 st March, 2019	Rs. 10.50 Lakhs

Name	Mr. Karan Anand
Designation	Executive Director
Period	Liable to retire by rotation
Date of Appointment	12 th May, 2016
Remuneration	<p>a) Remuneration Rs. 12,00,000/- p.a. (Rupees Twelve Lakhs Only) with such annual increments / increases as may be decided from time to time.</p> <p>b) Minimum Remuneration In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment. Appointee shall subject to the approval of the Central Government, if required, be paid remuneration by way of salaries and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in section IV of the Schedule V to the Companies Act, 2013, from time to time.</p>
Remuneration paid in FY 31 st March, 2019	Rs. 10.50 Lakhs

Name	Mr. Jatin Anand
Designation	Executive Director
Period	Liable to retire by rotation
Date of Appointment	12 th May, 2016
Remuneration	<p>a) Remuneration Rs. 12,00,000/- p.a. (Rupees Twelve Lakhs Only) with such annual increments / increases as may be decided from time to time.</p> <p>b) Minimum Remuneration In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment. Appointee shall subject to the approval of the Central Government, if required, be paid remuneration by way of salaries and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in section IV of the Schedule V to the Companies Act, 2013, from time to time.</p>
Remuneration paid in FY 31 st March, 2019	Rs. 10.50 Lakhs

Name	Mr. Siddhant Sahni
Designation	Executive Director
Period	Liable to retire by rotation
Date of Appointment	12 th May, 2016

Remuneration	<p>a) Remuneration</p> <p>Rs. 12,00,000/- p.a. (Rupees Twelve Lakhs Only) with such annual increments / increases as may be decided from time to time.</p> <p>b) Minimum Remuneration In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment. Appointee shall subject to the approval of the Central Government, if required, be paid remuneration by way of salaries and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in section IV of the Schedule V to the Companies Act, 2013, from time to time.</p>
Remuneration paid in FY 31st March, 2019	Rs. 10.50 Lakhs

SITTING FEES PAYABLE TO NON-EXECUTIVE DIRECTORS

Till date, our Company has not paid any sitting fees to any of the Non-Executive Directors for attending any of the Board or Committee Meetings. At present, our company has not proposed any payment of sitting fees to our non-executive directors. However, we may decide to pay sitting fees later on in the manner provided under Companies Act, 2013.

SHAREHOLDING OF DIRECTORS

As per the Articles of Association of our Company, a Director is not required to hold any qualification shares. The following table details the shareholding of our Directors as on the date of this Prospectus:

Name of the Shareholders	No. of Equity Shares	Pre-Issue percentage Shareholding
Mr. Yogesh Anand	9,87,300	16.05
Mr. Yogesh Sahni	5,88,300	9.56
Mr. Harsh Kumar Anand	9,78,300	15.90
Mr. Jatin Anand	10,20,000	16.58
Mr. Siddhant Sahni	6,15,000	10.00
Ms. Neerja Sahni	4,92,000	8.00
Mr. Karan Anand	5,12,250	8.33
Mr. Rohit Anand	5,12,250	8.33
TOTAL	57,05,400	92.75

INTEREST OF DIRECTORS

All the non-executive directors of the company may be deemed to be interested to the extent of fees, payable to them for attending meetings of the Board or Committee if any 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 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.

Our executive directors may also be deemed as interested in our Company to the extent of the Equity Shares held by them or any Equity Shares that may be subscribed by or allotted to them from time to time. For further details, please refer to section titled "Our Management - Shareholding of directors in our Company" and "Capital Structure" beginning on pages 154 and 62 respectively.

Except as stated under "Related Party Transaction" in the section "Financial Statements" on page 183 of this Prospectus, our Company has not entered into any contracts, agreements or arrangements during the preceding two years from the date of the Prospectus in which our directors are interested directly or indirectly.

PROPERTY INTEREST

Except as disclosed in the section titled "Our Business" on page 119, our Promoters do not have any interest in any property acquired by or proposed to be acquired by our Company within two years of the date of this Prospectus.

CHANGES IN THE BOARD OF DIRECTORS DURING THE LAST THREE YEARS

Name	Date of Appointment	Date of Cessation	Reason
Mr. Harsh Kumar Anand	30.07.2018	-	Appointment as Managing Director
Mr. Jugal Kishore Chugh	30.07.2018	-	Appointment as an Independent Director
Mr. Sunil Malhotra	30.07.2018	-	Appointment as an Independent Director
Mr. Amarbir Singh Bhatia	30.07.2018	-	Appointment as an Independent Director
Mr. Praveen Chand Khanna	30.07.2018	-	Appointment as an Independent Director
Mrs. Neerja Sahni	30.07.2018	-	Appointment as Executive Non Independent Director

CORPORATE GOVERNANCE

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

We have a Board constituted in compliance with the Companies Act. The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our executive management provides the Board detailed reports on its performance periodically.

Currently our Board has Twelve (12) Directors. We have Seven (7) Executive Non-Independent Director, and Four (4) Independent Non Executive Directors and One (1) Non Executive and Non Independent Director. The Chairman of the Board is Mr. Harsh Kumar Anand being Managing Director. The constitution of our Board is in compliance with the Companies Act, 2013.

The details of i) Audit Committee; ii) Nomination and Remuneration Committee; and iii) Stakeholders Relationship Committee are set out below. In addition to the committees of the Board detailed below, our Board of Directors may, from time to time constitute committees for various functions.

Constitution of Committees

Our company has constituted the following Committees of the Board;

1. Audit Committee;
2. Stakeholders Relationship Committee; and
3. Nomination and Remuneration Committee.

Details of composition, terms of reference etc. of each of the above committees are provided hereunder;

AUDIT COMMITTEE

Our Company has constituted an audit committee ("Audit Committee"), as per the provisions of Section 177 of the Companies Act, 2013 vide resolution passed in the meeting of the Board of Directors held on 30th July, 2018.

The terms of reference of Audit Committee complies with the requirements of Companies Act, 2013. The committee presently comprises following three (3) directors. Mr. Amarbir Singh Bhatia is the Chairman of the Audit Committee.

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Amarbir Singh Bhatia	Chairman	Independent Director
2.	Mr. Sunil Malhotra	Member	Independent Director
3.	Mr. Harsh Kumar Anand	Member	Managing Director

Role of Audit Committee

The terms of reference of the Audit Committee are given below:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.
5. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
6. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
7. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
8. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:

-
- a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub section (3) of section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report.
9. Reviewing, with the management, the quarterly financial statements before submission to the board for approval
 10. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
 11. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
 12. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 13. Discussion with internal auditors any significant findings and follow up there on.
 14. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
 15. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 16. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
 17. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
 18. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
 19. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
 20. Mandatorily reviews the following information:
 - a. Management discussion and analysis of financial condition and results of operations;
 - b. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
 - c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - d. Internal audit reports relating to internal control weaknesses; and
 - e. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee
 21. Review the Financial Statements of its subsidiary company, if any.
 22. Review the composition of the Board of Directors of its Subsidiary Company, if any.

23. Review the Vigil mechanism (whistle blowing) policy.
24. Review the use/application of funds raised through an issue (public issues, right issues, preferential issues etc) on a quarterly basis as a part of the quarterly declaration of financial results. Further, review on annual basis statements prepared by the Company for funds utilized for purposes other than those stated in the offer document.

In addition, to carry out such other functions/powers as may be delegated by the Board to the Committee from time to time.

STAKEHOLDERS RELATIONSHIP COMMITTEE

Our Company has constituted a Stakeholders Relationship Committee ("**Stakeholders relationship committee**") to redress the complaints of the shareholders. The Stakeholders Relationship Committee was constituted vide resolution passed at the meeting of the Board of Directors held on 30th July, 2018. The committee currently comprises of Four (4) Directors. Mr. Jugal Kishore Chugh is the Chairman of the Stakeholders relationship Committee.

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Jugal Kishore Chugh	Chairman	Independent Director
2.	Mr. Praveen Chand Khanna	Member	Independent Director
3.	Mr. Yogesh Anand	Member	Executive Director
4.	Mr. Yogesh Sahni	Member	Executive Director

Role of stakeholder Relationship committee

The Stakeholder Relationship Committee of our Board look into:

- The redressal of investors complaints viz. non-receipt of annual report, dividend payments etc.
- Matters related to share transfer, issue of duplicate share certificate, dematerializations.
- Also delegates powers to the executives of our Company to process transfers etc.

The status on various complaints received / replied is reported to the Board of Directors as an Agenda item.

NOMINATION AND REMUNERATION COMMITTEE

Our Company has constituted a Nomination and Remuneration Committee ("Nomination and Remuneration Committee") in terms of section 178 (3) of Companies Act, 2013. The Nomination and Remuneration Committee was constituted vide resolution passed at the meeting of the Board of Directors held on 30th July, 2018. The Committee currently comprises of three (3) Directors. Mr. Praveen Chand Khanna is the Chairman of the Nomination and Remuneration Committee.

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Praveen Chand Khanna	Chairman	Independent Director
2.	Mr. Jugal Kishore Chugh	Member	Independent Director
3.	Mr. Sunil Malhotra	Member	Independent Director

The Company Secretary of our Company shall act as the Secretary to the Nomination and Remuneration Committee.

The terms of reference of the Nomination and Remuneration Committee are as follows:

- The Nomination and Remuneration committee recommends to the board the compensation terms of the executive Directors.
- The committee to carry out evolution of every director's performance and recommend to the board his/her appointment and removal based on the performance.
- The committee to identify persons who may be appointed in senior management in accordance with the criteria laid down.
- Framing and implementing on behalf of the Board and on behalf of the shareholders, a credible and transparent policy on remuneration of executive directors including ESOP, Pension Rights and any compensation payment.
- Considering approving and recommending to the Board the changes in designation and increase in salary of the executive directors.
- Ensuring the remuneration policy is good enough to attract, retain and motivate directors.
- Bringing about objectivity in deeming the remuneration package while striking a balance between the interest of the Company and the shareholders.

Policy on disclosure and internal procedure for prevention of Insider Trading

The provisions of Regulation 8 and 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the SME platform of NSE. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on NSE Emerge.

Ms. Nikita, Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the Board.

OUR KEY MANAGEMENT PERSONNEL

The Key Managerial Personnel of our Company are as follows:-

Name	Date of Joining for current position	Designation	Functional Responsibilities	Qualification
Mr. Harsh Kumar Anand	30 th July, 2018 as Managing Director	Managing Director	Overall Management	B.E. (Mechanical)
Mr. Yogesh Anand	7 th June, 2013 as an Executive Director and 30 th July, 2018 as Chief Financial Officer	Executive Director and Chief Financial Officer	Business Operations and Administration and Accounts & Finance	Post Graduate in Commerce
Mr. Yogesh Sahni	7 th June, 2013	Executive Director	Business Operations and Administration	Post Graduate in Commerce
Mr. Rohit Anand	12 th May, 2016	Executive Director	Business Operations and Administration	B.E. (C.S.)
Mr. Karan Anand	12 th May, 2016	Executive Director	Business Operations and Administration	B.E. (C.S.) and Master in Business Administration

Name	Date of Joining for current position	Designation	Functional Responsibilities	Qualification
Mr. Jatin Anand	12 th May, 2016	Executive Director	Business Operations and Administration	B.E. (I.T.) and Master in Business Administration
Mr. Siddhant Sahni	12 th May, 2016	Executive Director	Business Operations and Administration	Bachelor in Business Administration
Ms. Nikita	10 th September, 2018	Company Secretary & Compliance Officer	Drafting of agreements, drafting of resolutions, preparation of minutes & compliance of the provisions of the Companies Act, 2013.	Company Secretary

Profiles of our Key Managerial Personnel

Mr. Harsh Kumar Anand: aged 68 years, is one of the Promoters and Managing Director of our Company. He is B.E. (Mechanical) by education. He is having more than 45 years of Experience in the field of Manufacturing of Component & materials used in the manufacturing of electric ceiling & exhaust Fans, business, Sales & Marketing and Client Retention. He looks after day-to-day routine operational activities of our Company and formulation of business policies, strategies etc. He guides company in its growth strategies. He has been on the board of Company 7th June, 2013. He was appointed as Managing Director with effect from 30th July, 2018.

Mr. Yogesh Anand: aged 64 years, is Executive Director and one of the Promoters of our Company. He is Post Graduate in Commerce. He is having more than 40 years of Experience in field of Manufacturing of Component & materials used in the manufacturing of electric ceiling & exhaust Fans, business, Sales & Marketing and Client Retention. He looks after day-to-day routine operational activities of our Company. He has been on the board of Company 7th June, 2013. He was appointed as Chief Financial Officer of the Company with effect from 30th July, 2018.

Mr. Yogesh Sahni: aged 60 years, is Executive Director and one of Our Promoters. He is Post Graduate in Commerce. He is having more than 40 years of Experience in field of Manufacturing of Component & materials used in the manufacturing of electric ceiling & exhaust Fans, business, Sales & Marketing and Client Retention. He looks after day-to-day routine operational activities of our Company. He has been on the board of Company 7th June, 2013.

Mr. Rohit Anand: aged 41 years is Executive Director of Our Company. He is B.E. (C.S.). He is having more than 15 years experience in the field of Manufacturing of Component & materials used in the manufacturing of electric ceiling & exhaust Fans. He looks day to day routine activities of our Company. He has been on the board of Company since 12th May, 2016.

Mr. Karan Anand: aged 33 years is Executive Director of Our Company. He is B.E. (C.S.) and Master in Business Administration. He is having more than 09 years experience in the field of Manufacturing of

Component & materials used in the manufacturing of electric ceiling & exhaust Fans. He looks day to day routine activities of our Company. He has been on the board of Company since 12th May, 2016.

Mr. Jatin Anand: aged 35 years is Executive Director of Our Company. He is B.E. (I.T.) and Master in Business Administration. He is having more than 10 years experience in the field of Manufacturing of Component & materials used in the manufacturing of electric ceiling & exhaust Fans. He looks day to day routine activities of our Company. He has been on the board of Company since 12th May, 2016.

Mr. Siddhant Sahni: aged 30 years is Executive Director of Our Company. He is Bachelor in Business Administration. He is having more than 08 years experience in the field of Manufacturing of Component & materials used in the manufacturing of electric ceiling & exhaust Fans. He looks day to day routine activities of our Company. He has been on the board of Company since 12th May, 2016.

Ms. Nikita: is Company Secretary & Compliance Officer of our Company. She is an associate member of Institute of Companies Secretaries of India. She is associated with our Company from September, 2018. Her scope of work and responsibilities includes vetting of agreements, preparation of minutes, drafting of resolutions, preparation and updating of various statutory registers, and compliance with the provisions of Companies Act, 2013.

Status of Key Management Personnel in our Company

All our key managerial personnel are permanent employees of our Company.

Relationship amongst the Key Managerial Personnel of our Company

There is no family relationship amongst the any Key Managerial Personnel of our Company except as mentioned below:

Name	Name	Relationship
Mr. Siddhant Sahni	Mr. Yogesh Sahni	Mr. Siddhant Sahni is son of Mr. Yogesh Sahni
Mr. Yogesh Anand	Mr. Harsh Kumar Anand	Mr. Yogesh Anand is brother of Mr. Harsh Kumar Anand
Mr. Rohit Anand	Mr. Harsh Kumar Anand	Mr. Rohit Anand is son of Mr. Harsh Kumar Anand
Mr. Karan Anand	Mr. Harsh Kumar Anand	Mr. Karan Anand is son of Mr. Harsh Kumar Anand
Mr. Jatin Anand	Mr. Yogesh Anand	Mr. Jatin Anand is son of Mr. Yogesh Anand

BONUS OR PROFIT SHARING PLAN FOR THE KEY MANAGEMENT PERSONNEL

Currently, Our Company does not have any bonus or profit sharing plan for our Key Managerial personnel. In future, Discretionary bonus may be paid as may be decided by Nomination and Remuneration Committee/Board of Directors, depending upon the performance of the Key Managerial Personnel, working of the Company and other relevant factors subject to Maximum of annual salary within the limits laid down under Para A of Section II of Part II of Schedule V of the Companies Act, 2013.

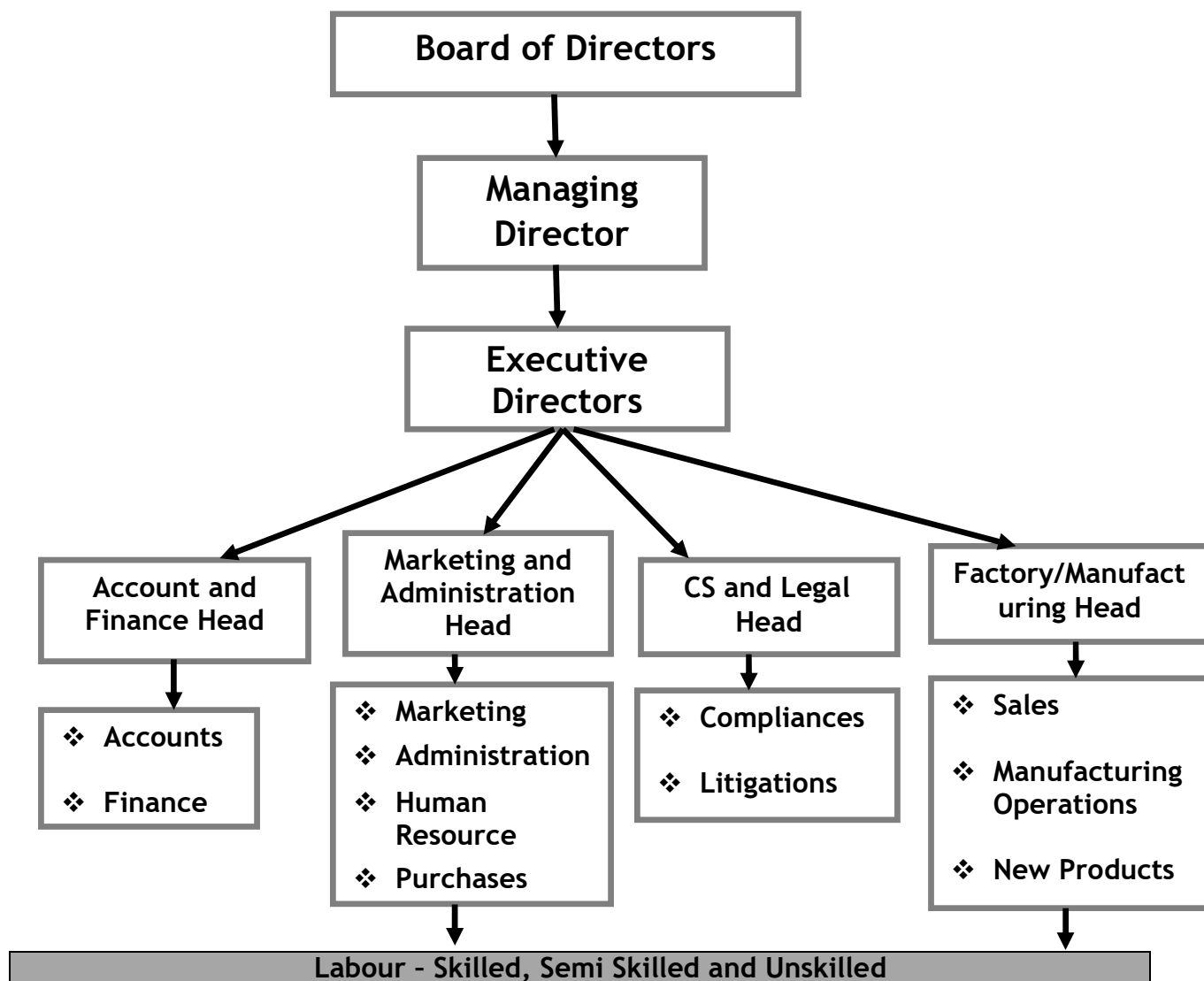
INTERESTS OF KEY MANAGEMENT PERSONNEL

Other than as disclosed under this section under "Our Management - Interest of our Directors" and "Our Management - Shareholding of Key Management Personnel" beginning on page 154, our Key Management Personnel do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

The Key Management Personnel may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of such Equity Shares held by them.

The Key Management Personnel are not entitled to any contingent or deferred compensation.

ORGANISATION STRUCTURE



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 Prospectus, otherwise than by way of retirement in due course.

Name	Date of Appointment	Date of Cessation	Reason
Mr. Rohit Anand	12.05.2016	-	Appointment as Executive

Name	Date of Appointment	Date of Cessation	Reason
			Director
Mr. Karan Anand	12.05.2016	-	Appointment as Executive Director
Mr. Siddhant Sahni	12.05.2016	-	Appointment as Executive Director
Mr. Jatin Anand	12.05.2016	-	Appointment as Executive Director
Mr. Harsh Kumar Anand	30.07.2018	-	Appointment as Managing Director
Mr. Yogesh Anand	30.07.2018	-	Appointment as Chief Financial Officer
Ms. Nikita	10.09.2018	-	Appointment as Company Secretary and Compliance officer

SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL

Apart from below mentioned shareholding of Key Managerial Personnel, none of the key managerial personnel holds any Equity Shares of our Company.

Name of the KMP	No. of Equity Shares	Pre-Issue percentage Shareholding
Mr. Yogesh Anand	9,87,300	16.05
Mr. Yogesh Sahni	5,88,300	9.56
Mr. Harsh Kumar Anand	9,78,300	15.90
Mr. Jatin Anand	10,20,000	16.58
Mr. Siddhant Sahni	6,15,000	10.00
Mr. Karan Anand	5,12,250	8.33
Mr. Rohit Anand	5,12,250	8.33
TOTAL	57,05,400	92.75

EMPLOYEE STOCK OPTION SCHEME

As on the date of filing of Prospectus, our company does not have any ESOP Scheme for its employees.

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. Additionally, as on the date of this Prospectus we do not intend to pay or give to any officer any payment or benefit and consideration for payment of giving of the benefit.

ARRANGEMENT AND UNDERSTANDING WITH MAJOR SHAREHOLDERS/CUSTOMERS/ SUPPLIERS

None of the Key Managerial Personnel have been selected pursuant to any arrangement/understanding with major shareholders/customers/suppliers.

DETAILS OF SERVICE CONTRACTS OF THE KEY MANAGERIAL PERSONNEL

Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements with our Company for provision of benefits or payments of any amount upon termination of employment.

LOANS AVAILED BY DIRECTORS / KEY MANAGERIAL PERSONNEL OF OUR COMPANY

None of the Key Managerial Personnel have availed loan from our Company which is outstanding as on the date of this Prospectus.

OUR PROMOTERS & PROMOTER GROUP


Our Promoters

Mr. Harsh Kumar Anand, Mr. Yogesh Anand and Mr. Yogesh Sahni are the promoters of our Company. As on date of this Prospectus, our Promoter holds 25,53,900 Equity Shares of our Company. Our Promoters and Promoter Group will continue to hold the majority of our post-issue paid-up equity share capital of our Company.

For details of the build-up of our Promoters' Shareholding in our Company, please refer the chapter titled "*Capital Structure*" beginning on page 62.

DETAILS OF OUR PROMOTERS ARE AS UNDER


1. MR. HARSH KUMAR ANAND

	<p>Mr. Harsh Kumar Anand: aged 68 years, is one of the Promoters and Managing Director of our Company. He is B.E. (Mechanical) by education. He is having more than 45 years of Experience in the field of Manufacturing of Component & materials used in the manufacturing of electric ceiling & exhaust Fans, business, Sales & Marketing and Client Retention. He looks after day-to-day routine operational activities of our Company and formulation of business policies, strategies etc. He guides company in its growth strategies. He has been on the board of Company 7th June, 2013.</p>
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Identification

Name	Mr. Harsh Kumar Anand
Permanent Account Number	AAHPA4957D
Passport No.	Z3540545
Voter ID	-
Driving License	-
Bank Account Details	Bank of India, IFSC: BKID0006019, Account No.: 601910100007475
AADHAR Number	925515438344
DIN	00312438
Address	E-279 Greater Kailash-II South Delhi 110048
Other Directorship	<ul style="list-style-type: none"> • Greha Engineers And Chemicals Private Limited; • J.M.A. Manufacturing Private Limited; • Guru Technologies Pvt Ltd; • Y & Y Appliances Private Limited; • Gurutech Industries LLP; • Stamping & More LLP
Shareholding in Our Company	As on date of this Prospectus, he holds 9,78,300 Equity Shares representing 15.90% of the pre-issue paid-up capital of our Company.


2. MR. YOGESH ANAND

	<p>Mr. Yogesh Anand: aged 64 years, is Executive Director and one of the Promoters of our Company. He is Post Graduate in Commerce. He is having more than 40 years of Experience in field of Manufacturing of Component & materials used in the manufacturing of electric ceiling & exhaust Fans, business, Sales & Marketing and Client Retention. He looks after day-to-day routine operational activities of our Company. He has been on the board of Company 7th June, 2013.</p>
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Identification

Name	Mr. Yogesh Anand
Permanent Account Number	AAEPA6561A
Passport No.	Z2527348
Voter ID	-
Driving License	-
Bank Account Details	Bank of India, IFSC: BKID0006019, Account No.: 601910100006655
AADHAR Number	208053323245
DIN	00425775
Address	C-62 Sector-44,Noida Gautam Budh Nagar 201301 UP
Other Directorship	<ul style="list-style-type: none"> • J.M.A. Manufacturing Private Limited; • Guru Technologies Pvt Ltd; • G.N. Hostels Private Limited; • Y & Y Appliances Private Limited; • Gurutech Industries LLP; • Stamping & More LLP
Shareholding in Our Company	As on date of this Prospectus, he holds 9,87,300 Equity Shares representing 16.05% of the pre-issue paid-up capital of our Company.

3. MR. YOGESH SAHNI

	<p>Mr. Yogesh Sahni: aged 60 years, is Executive Director and one of Our Promoters. He is Post Graduate in Commerce. He is having more than 40 years of Experience in field of Manufacturing of Component & materials used in the manufacturing of electric ceiling & exhaust Fans, business, Sales & Marketing and Client Retention. He looks after day-to-day routine operational activities of our Company. He has been on the board of Company 7th June, 2013.</p>
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Identification

Name	Mr. Yogesh Sahni
Permanent Account Number	AAXPS3626D
Passport No.	K9493011
Voter ID	-
Driving License	-
Bank Account Details	Standard Chartered, IFSC: SCBL0036034 Account No.:54410487751
AADHAR Number	507279956938
DIN	00811667
Address	
Other Directorship	<ul style="list-style-type: none"> • Guru Technologies Pvt Ltd; • Y & Y Appliances Private Limited; • Gurutech Industries LLP; • Stamping & More LLP
Shareholding in Our Company	As on date of this Prospectus, he holds 5,88,300 Equity Shares representing 9.56% of the pre-issue paid-up capital of our Company.

For additional details on the age, background, personal address, educational qualifications, experience, positions/posts held in the past, terms of appointment as Directors and other directorships of our Promoters, please see the Chapter titled “Our Management” beginning on page 154 of this Prospectus

For details of the build-up of our Promoters’ shareholding in our Company, please see the chapter titled “Capital Structure” beginning on page 62 of this Prospectus.

DECLARATION

We declare and confirm that the details of the permanent account numbers, bank account numbers and passport numbers of our Promoters are being submitted to the NSE, stock exchange on which the specified securities are proposed to be listed along with filing of this Prospectus with the Stock Exchange. There has been no change in the promoters of our Company in the last five years.

OTHER VENTURES OF OUR PROMOTERS

Except as disclosed herein below and in the chapter “Our Management” beginning on page 154, our Promoters are not involved with any other venture

EXPERIENCE OF OUR PROMOTERS IN THE BUSINESS OF OUR COMPANY

For details in relation to experience of our Promoters in the business of our Company, see “Our Management” beginning on page 154.

Interest of Promoters

Our Promoters may be deemed to be interested in the promotion of the Issuer to the extent of the Equity Shares held by themselves as well as their relative and also to the extent of any dividend payable to them and other distributions in respect of the aforesaid Equity Shares. Further, our Promoters may also be interested to the extent of Equity Shares held by or that may be subscribed by and allotted to companies and firms in whom either of them is interested as a director, member or partner. In addition, our Promoters, being Directors may be deemed to be interested to the extent of fees, if any, payable for attending meetings of the Board or a committee thereof as well as to the extent of remuneration and reimbursement of expenses, if any, payable under our Articles of Association and to the extent of remuneration, if any, paid for services rendered as an officer or employee of our Company as stated in section titled “Our Management” on page 154 of this Prospectus.

Interest as Member of our Company

As on the date of this Prospectus, our Promoters and Promoter Group collectively hold 60,12,900 Equity Shares of our Company and is therefore interested to the extent of their shareholding and the dividend declared, if any, by our Company. Except to the extent of shareholding of the Promoter in our Company and benefits and Directors, our Promoter does not hold any other interest in our Company.

Also see Section titled “Our Management-Interest of Directors” on Page 154 of this Prospectus.

Interest of Promoters in the Properties of our Company

Except as disclosed in this Prospectus, our Promoters and Directors have no interest, whether direct or indirect, in any property acquired by our Company within the preceding three years from the date of this Prospectus or proposed to be acquired by it as on the date of this Prospectus, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Our Promoters and Directors are not interested as a member of a firm or company, and no sum has been paid or agreed to be paid to our Promoters or to such firm or company in cash or shares or otherwise by any person either to induce such person to become, or qualify him as a Director or Promoter, or otherwise for services rendered by him or by such firm or company in connection with the promotion or formation of our Company.

Except to the extent of their directorship and shareholding in our Group Companies, our Promoters do not have any interest in any venture that is involved in any activities similar to those conducted by our Company.

For further details, please refer to the chapter titled “Our Management”, “Our Business” beginning on page 154, 119 and “Our History and Corporate Structure” beginning on page 148.

RELATED PARTY TRANSACTIONS

For details of related party transactions entered by our Promoters, members of our Promoter Group and our Company during the last financial year, the nature of transactions and the cumulative value of transactions, refer to the chapter titled “Financial Statements” beginning on page 183.

PAYMENT OF BENEFITS TO OUR PROMOTERS

Except as disclosed in this section and stated otherwise in “Financial Statements” beginning on page 183 about the related party transactions entered into during the last three Fiscals and in “Our Management” Beginning on page 154, there has been no payment or benefit to our Promoters or Promoter Group during the two years prior to the filing of this Prospectus nor is there any intention to pay or give any benefit to our Promoters or members of the Promoter Group as on the date of this Prospectus.

COMMON PURSUITS OF OUR PROMOTER

Our Promoter does not have any common pursuits and are not engaged in the business similar to those carried out by our Company.

DISASSOCIATION WITH COMPANIES/FIRMS BY THE PROMOTERS OF OUR COMPANY DURING THE PRECEDING THREE (3) YEARS

Except as disclosed below, Our Promoters have not disassociated with any of entity during the preceding three (3) years from the date of Prospectus.

S.No.	Name of Entity	Reason for Disassociation	Date of Disassociation
Mr. Harsh Kumar Anand			
1.	Ayaan Manufacturing Private Limited	Resignation	02.03.2017
2.	RJK Technologies Private Limited	Strike off	30.03.2019

S.No.	Name of Entity	Reason for Disassociation	Date of Disassociation
Mr. Yogesh Anand			
1.	Ayaan Manufacturing Private Limited	Resignation	02.03.2017

S.No.	Name of Entity	Reason for Disassociation	Date of Disassociation
Mr. Yogesh Sahni			
1.	Guru Boxes Private Limited	Converted into LLP	09.03.2018
2.	Guru Paper Cartons Private Ltd	Resignation	01.04.2018

Our Promoters, Mr. Harsh Kumar Anand, Mr. Yogesh Anand and Mr. Yogesh Sahni had also been disassociated with M/s. Maa Durga Steel as the firm was sold, the Documents related with transfer of firm is not available.

Mr. Yogesh Anand had also been disassociated with M/s. Gurutech Electro Systems Private Limited and M/s JM Plastics Private Limited due to Voluntary Striking off the Company by Registrar of Companies, the Documents related with date of striking off are not available.

Mr. Yogesh Sahni had also been disassociated with M/s. Gurutech Electro Systems Private Limited due to Voluntary Striking off the Company by Registrar of Companies, the Documents related with date of striking off are not available.

MATERIAL GUARANTEES

Except as stated in the chapter titled “Financial Statements” beginning on page 183, our Promoters have not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Prospectus.

RELATIONSHIP BETWEEN PROMOTERS OF OUR COMPANY WITH OTHER DIRECTORS

There is no relationship between Promoters of our Company with other Directors except as described below:

Name of Director	Name of Promoter	Relationship
Mrs. Neerja Sahni	Mr. Yogesh Sahni	Mrs. Neerja Sahni is wife of Mr. Yogesh Sahni
Mr. Siddhant Sahni	Mr. Yogesh Sahni	Mr. Siddhant Sahni is son of Mr. Yogesh Sahni
Mr. Yogesh Anand	Mr. Harsh Kumar Anand	Mr. Yogesh Anand is brother of Mr. Harsh Kumar Anand
Mr. Rohit Anand	Mr. Harsh Kumar Anand	Mr. Rohit Anand is son of Mr. Harsh Kumar Anand
Mr. Karan Anand	Mr. Harsh Kumar Anand	Mr. Karan Anand is son of Mr. Harsh Kumar Anand
Mr. Jatin Anand	Mr. Yogesh Anand	Mr. Jatin Anand is son of Mr. Yogesh Anand

CONFIRMATIONS

Our Company and Promoters confirmed that they have not been declared as willful defaulters by the RBI or by any other government authority and there are no violations of securities laws committed by them in the past or are currently pending against them or restraining period are continued.

Further, our Promoters, promoters’ group or directors have not been directly or indirectly, debarred from accessing the capital market or have not been restrained by any regulatory authority, directly or indirectly from acquiring the securities.

Additionally, our Promoters, promoters’ group or directors do not have direct or indirect relation with the companies, its promoters and whole time director, which are compulsorily delisted by any recognized stock exchange or the companies which is debarred from accessing the capital market by the Board.

Also, our promoters or directors are not a fugitive economic offender.

We and Our Promoters, Group Entities, and Companies promoted by the Promoters confirm that:

- No material regulatory or disciplinary action has been taken by a stock exchange or regulatory authority in the past one year against us;
- There are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs during the past three years.

- The details of outstanding litigation including its nature and status are disclosed in the section titled “Outstanding Litigation And Material Developments” appearing on page 217 of this Prospectus.

OUR PROMOTERS’ GROUP

In addition to our Promoters named above and persons whose shareholding is aggregated under the heading “Shareholding of the Promoters’ Group” under the section titled “Capital Structure” on page 62 of this Prospectus, the following individuals and entities form a part of the Promoters’ Group:

NATURAL PERSONS WHO ARE PART OF OUR INDIVIDUAL PROMOTER GROUP:

Relationship	Mr. Harsh Kumar Anand	Mr. Yogesh Anand	Mr. Yogesh Sahni
Spouse	Mrs. Shashi Anand	Mrs. Madhu Anand	Mrs. Neerja Sahni
Father	Late Lajpat Rai Anand*	Late Lajpat Rai Anand*	Late Krishan Parkash Sahni *
Mother	Late Leela Anand*	Late Leela Anand*	Late Uma Sahni *
Brother	Mr. Yogesh Anand, Mr. Umesh Anand, Mr. Punesh Anand	Mr. Harsh Kumar Anand, Mr. Umesh Anand, Mr. Punesh Anand	Mr. Pravesh Sahni, Mr. Rakesh Sahni
Sister	-	-	-
Son	Mr. Rohit Anand, Mr. Karan Anand	Mr. Jatin Anand	Mr. Samarath Sahni, Mr. Siddhant Sahni
Daughter	-	Mrs. Astha Anand	-
Spouse’s father	Late Ved Prakash Kakkar*	Late Bhagat Ram Walia*	Late Prem Chand Duggal*
Spouse’s Mother	Late Shanti Kakkar*	Smt. Brij Bhagat Walia	Mrs. Kamla Duggal
Spouse’s Sister	Mrs. Sushma Vij, Mrs. Renu Malhotra	Mrs. Uma Ahllu Walia, Mrs. Usha Librehan	Mrs. Aruna Malhan
Spouse’s Brother	Mr. Narinder Kakkar, Late Suresh Kakkar*	Mr. Yogender Walia, Mr. Sandeep Walia, Mr. Pradeep Walia, Mr. Sanjay Walia	Mr. Karuna Rai

**Mr. Harsh Kumar Anand has confirmed that Late Lajpat Rai Anand, Late Leela Anand, Late Ved Prakash Kakkar, Late Shanti Kakkar and Late Suresh Kakkar are not alive and they are not treated as part of Promoter Group and the disclosures made in this Prospectus are limited to the extent of Information that has been made available in relation to these relatives.*

**Mr. Yogesh Anand has confirmed that Late Lajpat Rai Anand, Late Leela Anand, Late Bhagat Ram Walia are not alive and they are not treated as part of Promoter Group and the disclosures made in this Prospectus are limited to the extent of Information that has been made available in relation to these relatives.*

**Mr. Yogesh Sahni has confirmed that Late Krishan Parkash Sahni, Late Uma Sahni, Late Prem Chand Duggal are not alive and they are not treated as part of Promoter Group and the disclosures made in this Prospectus are limited to the extent of Information that has been made available in relation to these relatives.*

Mr. Umesh Anand, Mr. Punesh Anand, Mrs. Sushma Vij, Mrs. Renu Malhotra, Mr. Narinder Kakkar, Mrs. Astha Anand, Smt. Brij Bhagat Walia, Mrs. Uma Ahllu Walia, Mrs. Usha Librehan, Mr. Yogender Walia, Mr. Sandeep Walia, Mr. Pradeep Walia, Mr. Sanjay Walia, Mr. Pravesh Sahni, Mr. Rakesh Sahni, Mr. Samarath Sahni, Mrs. Kamla Duggal, Mrs. Aruna Malhan, Mr. Karuna Rai being immediate relatives of our Promoters do not form part of the Promoter Group of the Company. Moreover, they do not own shareholding in our Company and are also not involved in the business of our Company. Our Promoters has submitted that the information related to them and/or business/financial interest held by these relatives is not accessible for the purpose of disclosure in the Draft Prospectus/Prospectus and consequently, their entities should not be considered to be part of the “Promoter Group” and “Group Companies. Therefore, though there are no formal disassociation arrangements they are not treated as part of Promoter Group and the disclosures made in this Prospectus are limited to the extent of Information that has been made available by our Promoters in relation to promoter Group and Group Companies.

PROMOTER GROUP COMPANIES AND ENTITIES

As specified in clause 2 (1)(pp)(iv)) of the SEBI ICDR Regulation, the companies, HUFs, partnership firms and other entities, that form part of our Promoter Group are as follows:

S.No.	Name of Entity
1.	Gurutech Industries LLP
2.	Stamping & More LLP
3.	Y & Y Appliances Private Limited
4.	J.M.A Manufacturing Private Limited
5.	Guru Technologies Private Limited
6.	G.N. Hostels Private Ltd
7.	Yogesh Anand HUF
8.	Yogesh Sahni HUF
9.	Harsh Kumar Anand HUF
10.	Greha Engineers & Chemicals Private Ltd
11.	Uttranchal Industries
12.	Quality Components
13.	GSA International

SALE OR PURCHASE BETWEEN OUR COMPANY AND OUR PROMOTER GROUP COMPANIES

There are no sales or purchases between our Company and any company in the Promoter Group exceeding 10% of the sales or purchases of our Company except as stated on page 183 under section titled as “Related Party Transactions under chapter Financial Information”.

SICK COMPANIES

There are no Companies in our group listed above which have been declared as a sick company under the SICA. There are no winding up proceedings against any of Promoter Group Companies. Except M/s J.M.A Manufacturing Private Limited, M/s Gurutech Industries LLP; M/s Y & Y Appliances Private Limited has yet to start the business operations, The Promoter Group Companies do not have negative net worth.

CONFIRMATION

Our Promoters and persons forming part of Promoter Group have confirmed that they have not been declared as willful defaulters by the RBI or any other governmental authority and there are no violations

of securities laws committed by them in the past and no proceedings pertaining to such penalties are pending against them. Additionally, none of the Promoters and persons forming part of Promoter Group has been restrained from accessing the capital markets for any reasons by SEBI or any other authorities. None of the Promoter or Group Companies has a negative net worth as of the date of the respective last audited financial statements.

DIVIDEND POLICY

Under the Companies Act, 2013 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.

Since Incorporation of our Company, no dividend has been declared till date of this Prospectus.

SECTION VI-FINANCIAL INFORMATION OF THE COMPANY

RESTATED FINANCIAL STATEMENTS

Independent Auditors' Report

To,
The Board of Directors,
Wonder Fibromats Limited
45 Okhla Industrial Estate, Phase-III,
Delhi New Delhi DL - 110020

Dear Sir,

We have examined the Financial Information of Wonder Fibromats Limited ('the Company') described below and annexed to this report for the purpose of inclusion in the offer document. The Financial Information has been prepared in accordance with the requirements of paragraph B (1) of Part II of Schedule II to the Companies Act, ('the Act'), The Securities and Exchange Board of India (SEBI) - Issue of Capital and Disclosure Requirements Regulations, 2009 ('ICDR Regulations') notified on 26th August, 2009, the Guidance Note on Reports in Company Prospectuses (Revised) issued by the Institute of Chartered Accountants of India (ICAI) and in terms of the engagement agreed upon by us with the Company. The Financial Information has been approved by its Board of Directors.

Audit for the financial years ended 31st March, 2017, 31st March, 2018 and 31st March, 2019 was conducted by M/s. AYK& Associates, Chartered Accountants and accordingly reliance has been placed on the financial information examined by them for the said years / periods.

In terms of Schedule VIII, Clause IX (9) of the SEBI (ICDR) Regulations, 2009 and other provisions relating to accounts of Wonder Fibromats Limited, We, M/s. Ramanand & Associates, Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board' of the ICAI.

A. Financial Information as per Audited Financial Statements:

We have examined:

- a. the attached Statement of Assets and Liabilities, as Restated as at year / period ended March 31, 2017, 2018 and 2019(Annexure 1);
- b. the attached Statement of Profits and Losses, as Restated for the year / period ended March 31, 2017, 2018 and 2019(Annexure 2);
- c. the attached Statement of Cash Flows, as Restated for the year / period ended March 31, 2017, 2018 and 2019(Annexure 3);
- d. the significant accounting policies adopted by the Company and notes to the Restated Financial Statements along with adjustments on account of audit qualifications / adjustments / regroupings. (Annexure 4);

(Collectively hereinafter referred as "Restated Financial Statements")

The Restated Financial Statements have been extracted from audited Financial Statements of the Company for the year / period ended March 31, 2017, 2018 and 2019 which have been approved by the Board of Directors.

Based on our examination and in accordance with the requirements of the Act, ICDR Regulations, we state that:

- Restated Statement of Assets and Liabilities of the Company as at March 31, 2017, 2018 and 2019 are as set out in Annexure 1, which are after making such material adjustments and regroupings as, in our opinion are appropriate, and are to be read with the significant accounting policies and notes thereon in Annexure 4;
- Restated Statement of Profits and Losses of the Company for the year / period ended March 31, 2017, 2018 and 2019 are as set out in Annexure 2, which have been arrived at after making such material adjustments and regroupings to the audited financial statements as, in our opinion are appropriate, and are to be read with the significant accounting policies and notes thereon in Annexure 4;
- Restated Statement of Cash Flows of the Company for the year / period ended March 31, 2017, 2018 and 2019 are as set out in Annexure 3 after making such material adjustments and regroupings;
- Adjustments for any material amounts in the respective financial years have been made to which they relate; and
- There are no Extra-ordinary items that need to be disclosed separately in the Restated Summary Statements or Auditor's qualification requiring adjustments.
- Adjustments in Financial Statements has been made in accordance with the correct accounting policies.
- There was no change in accounting policies, which needs to be adjusted in the "Restated Financial Statements".
- There are no revaluation reserves, which need to be disclosed separately in the "Restated Financial Statements".
- There are no audit qualifications requiring adjustments.

B. Other Financial Information:

We have also examined the following Financial Information relating to the Company, which is based on the Restated Financial Statements and approved by the Board of Directors of the Company and annexed to this report, is proposed to be included in the Offer Document:

1. Statement of Details of Reserves & Surplus as at March 31, 2017, 2018 and 2019 as set out in **Annexure 5** to this report.
2. Statement of Accounting Ratios for the year / period ended on March 31, 2017, 2018 and 2019 as set out in **Annexure 6** to this report.
3. Capitalization Statement as at March 31, 2018 as set out in **Annexure 7** to this report.
4. Statement of Tax Shelters for the year ended on March 31, 2017, 2018 and 2019 as set out in **Annexure 8** to this report.
5. Statement of Long Term Borrowings for the year / period ended on March 31, 2017, 2018 and 2019 as set out in **Annexure 9** to this report.
6. Statement of Short Term Borrowings for the year / period ended on March 31, 2017, 2018 and 2019 as set out in **Annexure 10** to this report.

7. Statement of Details of Current Liabilities & Provisions of the Company for the year / period ended on March 31, 2017, 2018 and 2019 as set out in **Annexure 11** to this report.
8. Statement of Details of Tangible Assets of the Company for the year / period ended on March 31, 2017, 2018 and 2019 as set out in **Annexure 12** to this report.
9. Statement of Details of Capital Work in Progress of the Company for the year / period ended on March 31, 2017, 2018 and 2019 as set out in **Annexure 13** to this report.
10. Statement of Details of Deferred Tax Assets (net) of the Company for the year / period ended on March 31, 2017, 2018 and 2019 as set out in **Annexure 14** to this report.
11. Statement of Details of Non Current Assets of the Company for the year / period ended on March 31, 2017, 2018 and 2019 as set out in **Annexure 15** to this report.
12. Statement of Details of Inventories of the Company for the year / period ended on March 31, 2017, 2018 and 2019 as set out in **Annexure 16** to this report.
13. Statement of Details of Trade Receivables of the Company for the year / period ended on March 31, 2017, 2018 and 2019 as set out in **Annexure 17** to this report.
14. Statement of Details of Cash and Bank Balances of the Company for the year / period ended on March 31, 2017, 2018 and 2019 as set out in **Annexure 18** to this report.
15. Statement of Details of Short Term Loans & Advances as at March 31, 2017, 2018 and 2019 as set out in **Annexure 19** to this report.
16. Statement of Details of Revenue of Operations of the Company for the year / period ended on March 31, 2017, 2018 and 2019 as set out in **Annexure 20** to this report.
17. Statement of Details of Other Income of the Company for the year / period ended on March 31, 2017, 2018 and 2019 as set out in **Annexure 21** to this report.
18. Statement of Details of Cost of Goods Sold of the Company for the year / period ended on March 31, 2017, 2018 and 2019 as set out in **Annexure 22** to this report.
19. Statement of Details of Change of Inventory of the Company for the year / period ended on March 31, 2017, 2018 and 2019 as set out in **Annexure 23** to this report.
20. Statement of Details of Manufacturing Expenses of the Company for the year / period ended on March 31, 2017, 2018 and 2019 as set out in **Annexure 24** to this report.
21. Statement of Details of Employee Benefit Expenses of the Company for the year / period ended on March 31, 2017, 2018 and 2019 as set out in **Annexure 25** to this report.
22. Statement of Details of Administrative, Selling and Other Expenses of the Company for the year / period ended on March 31, 2017, 2018 and 2019 as set out in **Annexure 26** to this report.
23. Statement of Details of Financial Expenses of the Company for the year / period ended on March 31, 2017, 2018 and 2019 as set out in **Annexure 27** to this report.
24. Statement of Details of Related Party Transactions of the Company for the year / period ended on March 31, 2017, 2018 and 2019 as set out in **Annexure 28** to this report.

In our opinion, the "Restated Financial Statements" and "Other Financial Information" mentioned above contained in Annexure 1 to 28 of this report have been prepared in accordance with Part II of Schedule II to the Act, the SEBI Guidelines and the Guidance Note on the reports in Company Prospectuses (Revised) issued by the Institute of Chartered Accountants of India (ICAI).

Consequently the financial information has been prepared after making such regroupings and adjustments as were, in our opinion, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.

This report should not in any way be construed as a reissuance or redating of the previous audit report, nor should this be construed as a new opinion on any of the financial statements referred to herein.

We have no responsibility to update our report for events and circumstances occurring after the date of the report.

This report is intended solely for your information and for inclusion in the Offer Document in connection with the proposed IPO of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For Ramanand & Associates
Chartered Accountants
Firm Registration No.-117776W
Sd/-
Ramanand Gupta
Partner
Membership No. 109375
Place: Mumbai
Date: 24th June, 2019

ANNEXURE-01
STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED

(Rs. In Lakhs)

Particulars	31.03.2019	31.03.2018	31.03.17
Equity & Liabilities			
Shareholders' Funds			
Share Capital	615.15	205.05	205.05
Reserve & Surplus	1,386.10	1,182.37	385.07
Total (A)	2,001.25	1,387.42	590.12
Non Current Liabilities			
Share Application Money		-	-
Long Term Borrowings	283.52	231.30	854.60
Deferred Tax Liabilities (Net)	10.11	(24.01)	-
Other Long Term Liabilities	-	-	-
Long Term Provisions	-	-	-
Total (B)	293.63	207.29	854.60
Current Liabilities			
Short Term Borrowings	2041.70	3106.74	1,230.25
Trade Payables	8201.45	7,300.27	3,760.27
Other Current Liabilities	-	-	-
Short Term Provisions	500.34	556.93	240.51
Total (C)	10,743.49	10,963.93	5,231.03
Total (D=A+B+C)	13,038.37	12,588.64	6,675.75
Assets			
Fixed Assets:			
(i) Tangible Assets	2491.50	1,554.30	1,379.35
(ii) Intangible Assets	-	-	-
(iii) Capital Work in Progress	-	-	-
(iv) Intangible Assets under development	-	-	-
Long Term Loans & Advances	-	-	-
Non Current Investments		-	-
Deferred Tax Assets (Net)	-		26.43
Other Non Current Assets	-	0.64	1.27
Total (E)	2491.50	1,554.94	1,407.05
Current Assets			
Current Investments	-	-	-
Inventories	1913.09	1,394.47	957.97
Trade Receivables	8046.25	8,964.38	4,110.34
Cash & Bank Balances	20.81	16.83	6.52
Short Term Loans & Advances	566.72	628.02	193.87
Other Current Assets	-	-	-
Total (F)	10546.87	11,003.70	5,268.70
Total (G=E+F)	13038.37	12,588.64	6,675.75

ANNEXURE-02

STATEMENT OF PROFIT AND LOSS, AS RESTATED

(Rs. In Lakhs)

Particulars	31.03.19	31.03.18	31.03.17
Income			
Revenue from Operations	30663.90	29,371.22	16,562.95
Other Income	137.69	115.63	1.94
Total	30801.59	29,486.85	16,564.89
Expenditure			
Raw Materials Consumed	25176.67	23892.20	12,754.17
Manufacturing Expenses	3461.03	3,220.95	1,965.94
Changes in Inventories of Finished Goods, Work in Progress, Stock in Trade	(293.79)	(117.88)	114.05
Employees Benefit Expenses	1150.97	914.29	555.52
Administrative, Selling and Other Expenses	224.36	297.07	128.74
Total	29719.25	28,206.63	15,518.42
Profit before Depreciation, Interest and Tax	1082.34	1,280.22	1,046.47
Depreciation & Amortization	259.01	198.40	180.96
Preliminary Expenses Written Off	-	-	-
Profit before Interest & Tax	823.33	1,081.82	865.51
Financial Expenses	12.47	17.87	191.70
Exceptional Items	-	-	-
Net Profit before Tax	810.86	1,063.95	673.81
Less: Provision for Taxes:			
Current Tax	162.91	264.23	166.81
Deferred Tax	34.12	2.42	(2.16)
Net Profit After Tax & Before Extraordinary Items	613.84	797.30	509.16
Extra Ordinary Items	-	-	-
Net Profit	613.84	797.30	509.16

ANNEXURE-03

STATEMENT OF CASH FLOW, AS RESTATED

(Rs. In Lakhs)

Particulars	31.03.19	31.03.18	31.03.17
CASH FLOW FROM OPERATING ACTIVITIES			
Net profit before taxes	810.86	1,063.95	673.81
Adjustment for:			
Add: Depreciation & Amortization	259.01	198.40	180.96
Add: Financial Expenses	12.47	17.87	191.70
Add: Preliminary Expenses Written Off	0.63	0.63	0.63
Operating Profit before Working capital changes	1082.97	1,280.85	1,047.10
Adjustments for:			
Decrease (Increase) in Inventories	(518.62)	(436.50)	112.98
Decrease (Increase) in Trade & Other Receivables	918.13	(4,854.04)	(1,422.09)
Decrease (Increase) in Short Term Loans & Advances (Excl Taxes)	(50.35)	4.33	57.66
Decrease (Increase) in Other Current Assets	111.65	(438.48)	(181.96)
Increase (Decrease) in Trade Payables	901.18	3,540.00	1,211.96
Increase (Decrease) in Short Term Provisions (Excl Taxes)	58.64	196.28	38.44
Increase (Decrease) in Other Current Liabilities	-	-	-
Net Changes in Working Capital	1420.63	(1,988.4)	(183.81)
Cash Generated from Operations	2503.6	(707.56)	863.29
Taxes	(278.14)	(144.09)	(51.34)
Net Cash Flow from Operating Activities (A)	2225.46	(851.65)	811.95
CASH FLOW FROM INVESTING ACTIVITIES			
Sale / (Purchase) of Fixed Assets and CWIP	(1196.21)	(373.35)	(229.56)
Decrease (Increase) in Investments	-	-	-
Net Cash Flow from Investing Activities (B)	(1196.21)	(373.35)	(229.56)
CASH FLOW FROM FINANCING ACTIVITIES			
Issue of share capital and Proceeds / (Refund) from Share Application Money		-	-
Interest & Finance Charges	(12.47)	(17.87)	(191.70)
Preliminary Expenses Incurred	-	-	-
Increase / (Repayment) of Long Term Borrowings	52.22	185.18	(286.26)
Increase / (Repayment) of Short Term Borrowings	(1065.03)	1,068.00	(154.56)
Decrease (Increase) in Long Term Loans &	-	-	-
Net Cash Flow from Financing Activities (C)	(1025.28)	1,235.31	(632.52)
Net Increase / (Decrease) in Cash & Cash Equivalents	3.97	10.31	(50.13)

Particulars	31.03.19	31.03.18	31.03.17
Cash and cash equivalents at the beginning of the year / Period	16.83	6.52	56.65
Cash and cash equivalents at the end of the year/ Period	20.80	16.83	6.52

Annexure-04

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNT FOR PREPARATION OF RESTATED FINANCIAL STATEMENT

A. SIGNIFICANT ACCOUNTING POLICIES:

1. Basis of Preparation of Financial Statements

- a. The Restated Financial Information for the year / period ended on March 31, 2017, 2018 and 2019 has been extracted by the management of the Company from the audited financial statements of the company for the year / period ended on March 31, 2017, 2018 and 2019.
- b. The Restated Financial Information are after making adjustments/ restatements and regrouping as necessary in accordance with paragraph B(1) of Part II of Schedule II of The Companies Act and SEBI Regulations.
- c. The Financial Statements have been prepared under Historical Cost conventions and in accordance with the Generally Accepted Accounting Principles ('GAAP') applicable in India, Companies (Accounting Standard) Rules, 2006 notified by Ministry of Company Affairs and Accounting Standards issued by the Institute of Chartered Accountants of India as applicable and relevant provisions of the Companies Act, 1956 & 2013.
- d. The company generally follows the mercantile system of accounting and recognizes significant items of income and expenditure on accrual basis.

2. Use of Estimates

The preparation of Financial Statements in conformity with GAAP requires that the management of the Company makes estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. Examples of such estimates include the useful lives of fixed assets and intangible assets, provision for doubtful debts / advances, future obligations in respect of retirement benefit plans, etc. Actual results could differ from these estimates. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized. Management believes that the estimates used in preparation of financial statements are prudent and reasonable.

3. Fixed Assets and Depreciation

- i. Fixed Assets are shown at historical cost net of recoverable taxes inclusive of incidental expenses less accumulated depreciation.
- ii. Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated depreciation.

- ii. Depreciation on fixed assets is provided on written down value method using the rates arrived at based on the rates prescribed in the Schedule III to the Companies Act, 2013.
- iii. Depreciation on fixed assets sold during the year, is provided on pro-rata basis with reference to the date of addition/deletion.

4. Revenue Recognition

Revenue is recognized only when it is probable that economic benefits will flow to the company and revenue can be reliably measured.

Revenue from sale of services is recognized pro rata over the period of the contract as and when services are rendered. It is difficult to identify the completion of work due to complexity of the services rendered. Hence the management's confirmation is accepted in identifying the above.

Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

5. Investments

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

6. Impairment of Assets

As on Balance Sheet date, the Company reviews the carrying amount of Fixed Assets to determine whether there are any indications that those assets have suffered "Impairment Loss". Impairment loss, if any, is provided to the extent, the carrying amount of assets exceeds their recoverable amount. Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from continuing use of an asset and from its disposal at the end of its useful life.

7. Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that takes necessarily substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

8. Taxation

Tax expenses for the year comprise of current tax and deferred tax. Current tax is measured after taking into consideration the deductions and exemptions admissible under the provision of Income Tax Act, 1961 and in accordance with Accounting Standard 22 on "Accounting for Taxes on Income", issued by ICAI.

Deferred Tax assets or liabilities are recognized for further tax consequence attributable to timing difference between taxable income and accounting income that are measured at relevant enacted tax rates. At each Balance Sheet date the company reassesses unrecognized deferred tax assets, to the extent they become reasonably certain or virtually certain of realization, as the case may be.

9. Leases

Finance Lease

Leases, which effectively transfer to the company all the risks and benefits incidental to ownership of the leased item, are classified as Finance Lease. Lease rentals are capitalized at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as leased assets. Lease payments are apportioned between the finance charges and reduction of the lease liability based on the implicit rate of return. Finance charges are charged directly against income life of the assets at the following rates.

Operating Lease

Lease where the lesser effectively retains substantially all risks and benefits of the asset are classified as Operating lease. Operating lease payments are recognized as an expense in the Profit & Loss account on a Straight Line Basis over the Lease term.

10. Preliminary Expenses

Preliminary expenses are amortized as per AS-26 issued by ICAI.

11. Earnings per Share

In determining the Earnings Per share, the company considers the net profit after tax includes any post tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period.

The number of shares used in computing Diluted earnings per share comprises the weighted average number of shares considered for computing Basic Earnings per share and also the weighted number of equity shares that would have been issued on conversion of all potentially dilutive shares.

In the event of issue of bonus shares, or share split the number of equity shares outstanding is increased without an increase in the resources. The number of Equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported.

12. Contingent Liabilities & Provisions

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made.

Contingent Liability is disclosed for:

- a. Possible obligation which will be confirmed only by future events not wholly within the control of the company, or
- b. Present obligations arising from the past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.
- c. Contingent Assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized.

13. Foreign Exchange Transactions

- i. Transactions denominated in foreign currencies are recorded exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the

- transaction.
- ii. Monetary items denominated in foreign currencies at the year end are restated at year end rates. In case of items, which are covered by forward exchange contracts, the difference between the year end rate and rate on the date of the contract is recognized as exchange difference and the premium paid on forward contracts is recognized over the life of the contract.
 - iii. Non-monetary foreign currency items are carried at cost.
 - iv. In respect of branches, which are integral foreign operations, all transactions are translated at rates prevailing on the date of transaction or that approximates the actual rate at the date of transaction. Branch monetary assets and liabilities are restated at the year-end rates.
 - v. Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Profit and loss account except in case of long-term liabilities, where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

B. CHANGES IN ACCOUNTING POLICIES IN THE YEARS COVERED IN THE RESTATED FINANCIALS.

There is no change in significant accounting policies during the reporting period. Further Accounting Policies has been changed as and when Accounting Standards issued by the Institute of Chartered Accountants of India / Companies (Accounting Standard) Rules, 2006 were made applicable on the relevant dates.

C. NOTES ON RESTATED FINANCIAL STATEMENTS

NOTES ON RESTATEMENTS MADE IN THE RESTATED FINANCIALS

(Rs. in Lakhs)

Financial Year ended	March, 31 st 2019	March, 31 st 2018	March, 31 st 2017
Profit after tax as per Audited Statement of Account(A)	613.84	797.30	509.16
Adjustments*:	-	-	-
Profit after tax as per Restated Profit & Loss(A)	613.84	797.30	509.16

* There are no major items requiring adjustments except as detailed below:

In fiscal 2019 and 2018, items reflected in "Other Current Assets" are clubbed under "Short Term Loans & Advances" in order to bring in uniformity with other financial years.

(III) OTHER NOTES

General

1. The Company was originally incorporated at Delhi as "Wonder Fibromats Private Limited" on 13th October, 2009 under the provisions of the Companies Act, 1956 vide Certificate of Incorporation issued by the Asst. Registrar of Companies, NCT of Delhi & Haryana. Consequent, upon the conversion of Company into public limited company, the name of Company was changed to "Wonder Fibromats Limited" vide fresh certificate of incorporation dated 5th July, 2018 issued by the Registrar of Companies, Delhi.

2. Contingent liabilities

There are no contingent liabilities

3. Dues to Micro enterprises and Small enterprises:

Under the Micro, Small and Medium Enterprise Development Act, 2006 certain disclosure is required to be made related to micro, small and medium enterprise. The company has disclosed the same.

4. Segment Reporting

The company operates only in one reportable business segment viz. Manufacturing of Fans. Hence, there are no reportable segments under Accounting Standard -17. The conditions prevailing in India being uniform no separate geographical disclosures are considered necessary.

5. In the opinion of the Board, subject to the debts considered doubtful, Current Assets and Loans and Advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.

6. Earnings per Share

The details of Earnings per Share as per AS-20 are provided in Annexure 06.

7. Related Party Transactions:

The details of Related Party Transactions as per AS-18 are provided in Annexure 28.

8. The figures in the Restated Financials are stated in Lakhs and rounded off to two decimals and minor rounding off difference is ignored.

Annexure- 05

STATEMENT OF DETAILS OF RESERVES & SURPLUS, AS RESTATED

(Rs. In Lakhs)

Particulars	31.03.19	31.03.18	31.03.17
General Reserves	-	-	-
Add: Transfer from Profit for the Year	-	-	-
(Less): Preliminary Expenses Written Off	-	-	-
Profit / (Loss) Carried Forward (A)	-	-	-
Profit / (Loss) Brought Forward	1182.37	385.07	(124.09)
Add: Profit / (Loss) for the Year	613.84	797.30	509.16
(Less): Preliminary Expenses Written Off	-	-	-
Profit / (Loss) Carried Forward (B)	1796.21	1,182.37	385.07
Securities Premium Brought Forward	-	-	-
Add: Premium on Shares Issued during the year	-	-	-
(Less): Utilised for Bonus Issue	(410.1)	-	-
Securities Premium Carried Forward (C)	(410.1)	-	-
Reserves & Surplus (A+B+C)	1386.10	1,182.37	385.07

Annexure- 06

STATEMENT OF ACCOUNTING RATIOS

(Rs. In Lakhs, except per share data)

Particulars	31.03.19	31.03.18	31.03.17
Net Worth (A)	2001.25	1,362.77	562.42
Net Profit after Tax (B)	613.84	797.30	509.16
No. of Shares outstanding at the end [F.V. Rs.10] (C)	6151500	20,50,500	20,50,500
Weighted average number of shares [F.V Rs.10](D)	6151500	20,50,500	20,50,500
Earnings per Share (EPS) (B / D) (Rs.)	9.98	38.88	24.83
Return on Net Worth (B / A)	30.67%	58.51%	90.53%
Net Assets Value per Share (A / D)	32.53	66.46	27.43

Definitions of key ratios:

I. **Earnings per share (Rs.):** Net Profit attributable to equity shareholders / weighted average number of equity shares. Earnings per share calculations are done in accordance with Accounting Standard 20 “Earnings Per Share” as issued by The Institute of Chartered Accountants of India. As per AS-20, the number of equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported. In case of a bonus issue, the bonus shares has been added to corresponding year to the extent of reserves available in the corresponding year. Weighted average number of equity shares outstanding during all the previous years have been considered accordingly.

II. **Return on Net Worth (%):** Net Profit after tax / Net worth as at the end of the year.

III. **Net Asset Value (Rs.):** Net Worth at the end of the year / Weighted Average Number of equity shares.

IV. Net Profit, as appearing in the Statement of restated profits and losses, and Net Worth as appearing in the restated statement of Assets & Liabilities has been considered for the purpose of computing the above ratios.

Annexure -07

CAPITALIZATION STATEMENT

(Rs. In Lakhs)

Particulars	Pre-issue as at 31.03.2019	Post Issue *
Borrowing		
Short - Term Debt	1204.36	
Long - Term Debt	1120.86	
Total Debt	2325.22	
Shareholders' Funds		
Share Capital		
- Equity	615.15	
- Preference	-	
Reserves & Surplus	1386.10	
Less: Preliminary Expenses / Pre Operative Expenses	-	

Particulars	Pre-issue as at 31.03.2019	Post Issue *
Less: Deferred Tax Assets	-	
Total Shareholders Funds	2001.25	
Long - Term Debt / Shareholders Fund	0.56	
Short - Term Debt / Shareholders Fund	0.60	

* The Post Issue Capitalization will be determined only after the completion of the allotment of equity shares.

Annexure- 08

STATEMENT OF TAX SHELTERS

(Rs. In Lakhs)

Particulars	31.03.19	31.03.18	31.03.17
Profit before tax as per Restated P/L	810.86	1,063.95	673.81
Applicable Corporate Tax Rate	33.384%	34.608%	33.06%
Tax at Notional Rate	270.70	368.21	222.78
Adjustments			
Difference between Tax Depreciation and Book Depreciation	136.26	7.32	(6.99)
Exempted Income		-	167.91
Disallowance			-
Items Chargeable at special rates		-	-
Unabsorbed Depreciation and Carried Forward Losses		-	-
Other Items		-	8.38
Net Adjustments	136.26	7.32	169.30
Tax Saving thereon	34.12	2.42	55.98
Tax Saving to the extent of Tax at Notional Rate	34.12	2.42	55.98
Tax Payable [A]	236.58	365.79	166.81
Tax Payable on items chargeable at special rates [B]	-	-	-
Total Tax Payable [C=A+B]	236.58	365.79	166.81
Tax Rebates / Credits [D]	-	-	-
Net Tax Payable [E=C-D]	236.58	365.79	166.81
Tax Payable u/s 115 JB of Income Tax Act [F]	166.93	227.06	137.38
Final Tax Payable (Higher of [E] & [F])	236.58	365.79	166.81

Annexure - 09

STATEMENT OF DETAILS OF LONG TERM BORROWINGS

(Rs. In Lakhs)

Particulars	31.03.19	31.03.18	31.03.17
Secured:-			
Term Loan from Banks against hypothecation of machinery, hypothecation stock and book debts	253.30	182.76	332.76

Particulars	31.03.19	31.03.18	31.03.17
Working Capital Limit from Banks against hypothecation of machinery, stock and book debts	837.34	808.49	490.48
Vehicle Loan from Banks against hypothecation of vehicles	30.22	48.54	31.36
Unsecured*:-			
Loan from Directors		-	-
Loan from Shareholders		-	-
Total	1120.86	1,039.79	854.60

Annexure - 10

STATEMENT OF DETAILS OF SHORT TERM BORROWINGS

(Rs. In Lakhs)

Particulars	31.03.19	31.03.18	31.03.17
Secured:-			
Working Capital loan from Banks (Secured against hypothecation stock and book debts)	-	-	-
Term Loan from Banks against hypothecation of	-	-	-
Term Loan from Banks against hypothecation of land	-	-	-
Vehicle Loan from Banks against hypothecation of vehicles	-	-	-
Bill Discounting Limit from Sarswat Co-Operative Bank Ltd. and SVC Co-Operative Bank Ltd	946.80	2,210.34	1,108.75
Unsecured:-			
Other Loans from related parties	257.56	87.91	121.50
Total	1204.36	2,298.25	1,230.25

Annexure - 11

STATEMENT OF DETAILS OF CURRENT LIABILITIES AND PROVISIONS

(Rs. In Lakhs)

Particulars	31.03.19	31.03.18	31.03.17
Current Liabilities			
Trade Payables			
Sundry Creditors for Goods and Materials	8199.33	7,299.76	3,760.27
Advances from customers	2.13	0.51	-
Sub Total (A)	8201.45	7,300.27	3,760.27
Provisions			
Provision for Taxes	162.91	264.23	144.09
Provision for Employee Benefits		-	-
Provision for Duties and Expenses	337.43	292.69	96.41
Sub Total (B)	500.34	556.92	240.50
Total (A+B)	8701.79	7,857.19	4,000.77

Annexure - 12

STATEMENT OF DETAILS OF TANGIBLE ASSETS

(Rs. In Lakhs)

Particulars	31.03.19	31.03.18	31.03.17
Freehold Land	417.04	221.10	221.10
Lease hold Land	-	-	-
Building	581.53	489.25	499.70
Furniture and Fixtures	15.09	6.18	4.97
Plant and Machinery	1328.49	735.69	588.73
Vehicles (Cars & Others)	72.19	77.27	48.04
Office Equipments	71.47	23.28	15.63
Computers&Software	5.69	1.53	1.18
Total	2491.50	1,554.30	1,379.35

Annexure - 13

STATEMENT OF DETAILS OF CAPITAL WORK IN PROGRESS
(TANGIBLE ASSETS PURCHASED BUT NOT PUT TO USE)

(Rs. In Lakhs)

Particulars	31.03.19	31.03.18	31.03.17
Freehold Land	-	-	-
Lease hold Land	-	-	-
Building	-	-	-
Furniture and Fixtures	-	-	-
Plant and Machinery	-	-	-
Vehicles (Cars & Others)	-	-	-
Office Equipments	-	-	-
Computers & Software	-	-	-
Total	-	-	-

Annexure - 14

STATEMENT OF DETAILS OF DEFERRED TAX ASSETS (NET)

(Rs. In Lakhs)

Particulars	31.03.19	31.03.18	31.03.17
Depreciation as per Books	259.01	198.40	180.96
Depreciation as per Income Tax Act	395.27	205.72	173.97
Net timing difference on a/c of Depreciation Assets	(136.26)	(7.32)	6.99
Deferred Tax Assets/(Liabilities) during the year	(34.12)	(2.42)	2.16
Opening Balance of Deferred Tax Assets	24.01	26.43	24.27
Total	10.11	24.01	26.43

Annexure - 15

STATEMENT OF DETAILS OF NON-CURRENT ASSETS

(Rs. In Lakhs)

Particulars	31.03.19	31.03.18	31.03.17
Pre Operative expenditure			
Opening Balance	0.64	1.27	1.90
Add: During the Year	-	-	-
Less: Capitalized as Fixed Assets	-	-	-
Less: Written off during the year	0.63	0.63	0.63
Total	0.01	0.64	1.27

Annexure - 16

STATEMENT OF DETAILS OF INVENTORIES

(Rs. In Lakhs)

Particulars	31.03.19	31.03.18	31.03.17
Raw Materials	971.64	852.25	565.01
Paint & Varnish	48.75	28.62	20.11
Consumable Stores	13.30	4.79	2.61
Diesel	4.95	9.16	-
Packing Materials	128.03	106.82	72.18
Paper Board & Gum	30.16	8.12	61.20
Scrap	70.72	32.96	2.97
Finished Goods	428.15	148.12	132.25
Semi Finished Goods	217.41	203.65	101.64
Total	1913.10	1,394.49	957.97

Annexure - 17

STATEMENT OF DETAILS OF TRADE RECEIVABLES

(Rs. In Lakhs)

Particulars	31.03.19	31.03.18	31.03.17		
(A) Unsecured, Considered good outstanding for a period less than six months					
Amount due from Promoter/Group Companies and Directors	-	-	-		
Others	7950.13	8874.62	4107.85		
(B) Unsecured, Considered good outstanding for a period more than six months					
Amount due from Promoter/Group Companies and Directors	-	-	-	-	-
Others	96.12	89.76	2.49		-
Total	8046.25	8964.38	4110.34		

Annexure - 18

STATEMENT OF DETAILS OF CASH AND BANK BALANCES

(Rs. In Lakhs)

Particulars	31.03.19	31.03.18	31.03.17
Fixed deposits with bank	4.03	3.91	3.68
Balances in current accounts with banks	6.56	0.35	0.33
Cash balances	10.23	12.57	2.51
Total	20.82	16.83	6.52

Annexure - 19

STATEMENT OF DETAILS OF SHORT TERM LOANS AND ADVANCES

(Rs. In Lakhs)

Particulars	31.03.19	31.03.18	31.03.17
Advances to Suppliers etc.	54.66	5.57	10.76
Advance for purchase of fixed assets	-	-	-
Receivable from revenue authorities	259.24	331.27	158.71
LIC- Pension & Gratuity Scheme	13.00	4.00	4.00
DIPP Refund receivable against GST paid	181.44	214.74	-
Central Capital Investment Subsidy Scheme 2013	0.00	50.00	-
Advance to Staff	3.28	2.01	1.15
Prepaid Expenses	4.72	1.86	3.21
Security Deposits	29.37	18.57	16.04
Capital Raising Expenditure	21.01	-	-
Total	566.72	628.02	193.87

Annexure - 20

STATEMENT OF DETAILS OF REVENUE OF OPERATIONS

(Rs. In Lakhs)

Particulars	31.03.19	31.03.18	31.03.17
Sale of Goods	30663.90	29,371.22	16,562.95
Total	30663.90	29,371.22	16,562.95

Annexure - 21

STATEMENT OF DETAILS OF OTHER INCOME

(Rs. In Lakhs)

Particulars	31.03.19	31.03.18	31.03.17
Interest Income	112.28	0.71	0.78
GST Claim from Government Under DIPP (Net)	-	114.64	-
Duty Draw Back	-	0.17	-

Diff. in Foreign Exchange Rate	-	0.09	-
Other Miscellaneous Income	25.41	0.02	1.16
Total	137.69	115.63	1.94

Annexure - 22

STATEMENT OF DETAILS OF RAW MATERIAL CONSUMED

(Rs. In Lakhs)

Particulars	31.03.19	31.03.18	31.03.17
Opening Balance (A)			
Raw Material	852.25	565.01	542.46
Paint & Varnish	28.62	20.11	44.89
Scrap	32.96	2.97	13.50
Total (A)	913.82	588.09	600.85
Add: Purchases during the Year (B)			
Raw Material	22615.76	20,280.21	12,158.93
Paint & Varnish	1248.20	873.89	582.48
Scrap/ Semi Processed Goods	1489.99	-	-
Total (B)	25353.95	21,154.10	12,741.41
Less: Closing Balance (C)			
Raw Material	971.64	852.25	565.01
Paint & Varnish	48.75	28.62	20.11
Scrap	70.72	32.96	2.97
Total (C)	1091.11	913.83	588.09
Total (A+B-C)	25176.67	20,828.36	12,754.17

Annexure - 23

STATEMENT OF DETAILS OF CHANGE IN INVENTORY

(Rs. In Lakhs)

Particulars	31.03.19	31.03.18	31.03.17
Trade Goods:			
Opening Stock	148.12	132.25	179.03
Add: Purchases	-	-	0.78
Less Closing Stock	428.15	148.12	132.25
(Increase) / Decrease in Stock (A)	(280.03)	(15.87)	47.56
Semi Finished Goods:			
Opening Stock	203.65	101.64	168.14
add: Purchases	-	-	-
Less Closing Stock	217.41	203.65	101.64
(Increase) / Decrease in Stock (B)	(13.76)	(102.01)	66.50
Total (A+B)	(293.79)	(117.88)	114.06

Annexure - 24
STATEMENT OF DETAILS OF MANUFACTURING EXPENSES

(Rs. In Lakhs)

Particulars	31.03.19	31.03.18	31.03.17
Consumable Stores & packing Material Consumed	2547.95	2448.56	1351.53
Dies & Tools Consumed	7.40	7.19	11.08
Material Handling Equipment Expenses	4.22	9.03	25.68
Custom Duty Paid	-	-	22.51
Job Work Charges	160.82	109.70	53.52
Electricity Expenses	208.87	154.51	85.66
ETP Plant Expenses	18.52	31.03	10.26
Freight & Cartage Inward	43.11	31.64	19.24
Generator Running & Maintenance	302.45	279.85	207.81
Loading & Unloading Charges	6.38	4.45	4.44
Production Consultancy	-	3.84	13.47
Production Incentive	107.26	64.99	60.22
Rent (Factory Premises)	24.72	19.82	19.20
Repair & Maintenances (Building)	8.69	14.17	15.99
Repair & Maintenances (Machines)	20.65	42.17	65.33
Total	3461.03	3,220.95	1,965.94

Annexure - 25
STATEMENT OF DETAILS OF EMPLOYEE BENEFIT EXPENSES

(Rs. In Lakhs)

Particulars	31.03.19	31.03.18	31.03.17
Salary And Wages:			
Wages, Salary and Allowances	843.72	635.58	402.63
Director Remunerations	126.00	144.00	77.00
Contribution to Provident and other Funds:			
Contribution to Provident Fund	28.02	31.44	19.34
Contribution to Employees State Insurance Scheme	27.37	22.48	10.63
Group Insurance	0.66	1.14	1.41
Other Expenses:			
Workers and Staff Welfare	68.35	34.34	14.67
Bonus	26.36	23.72	15.73
Leave Encashment	25.03	18.54	12.31
Other (Medical Expense, Exgratia Payments)	5.47	3.05	1.80
Total	1150.97	914.29	555.52

Annexure - 26
STATEMENT OF DETAILS OF ADMINISTRATIVE, SELLING AND OTHER EXPENSES

(Rs. In Lakhs)

Particulars	31.03.19	31.03.18	31.03.17
Advertisement & Publicity	1.87	2.90	0.52

Auditor Remuneration	1.25	1.10	1.04
Business Promotion Expenses	23.18	18.82	10.76
Communication Expenses	2.79	2.42	2.92
Conveyance Expenses	0.48	3.30	0.66
Festival & Function Expenses	6.26	8.22	2.59
Fee & Subscription	10.95	5.77	2.04
Housekeeping Expenses	7.20	9.16	1.06
Insurance Expenses	15.39	14.51	10.69
Legal & Professional Expenses	8.19	1.87	3.10
Misc. Expenses	9.68	11.70	6.34
Postage & Courier Expenses	5.61	3.71	1.38
Pre - Operative Expenses W/O	0.63	0.63	0.63
Printing & Stationary	15.84	12.84	6.62
Quality Control & Audit Expenses	4.78	7.49	4.96
Rebate & Discount	1.43	112.80	5.01
Rent - Office	16.02	3.11	0.58
Rate & Taxes	-	0.38	3.38
ROC Filing Fees	0.67	0.19	0.42
Repair & Maintenance (Computer)	6.36	8.11	5.40
Repair & Maintenance (Others)	26.81	25.02	20.14
Security Expenses	19.21	19.33	13.92
Short & Excess	0.40	0.08	0.68
Testing & Sampl	4.00	1.63	8.95
Travelling Expenses	5.79	8.68	4.67
Vehicle Running & Maintenance	9.58	13.30	10.28
CSR Expenditure	5.76	-	-
Head Office Maintenance	10.41	-	-
GST Expenses	3.83	-	-
Total	224.36	297.07	128.74

Annexure - 27
STATEMENT OF DETAILS OF FINANCIAL EXPENSES

(Rs. In Lakhs)

Particulars	31.03.19	31.03.18	31.03.17
Bank Charges	8.60	4.06	5.19
Interest on Cash Credit	29.97	35.92	39.81
Interest on Term Loans	19.60	32.60	55.82
Interest/Charges on LC/Bills Discounting	105.60	165.89	87.29
Interest on Car Loan	3.87	5.48	3.59
Less: Interest received from clients on delayed payments	(155.16)	(226.09)	-
Total	12.48	17.87	191.70

Annexure-28

STATEMENT OF DETAILS OF RELATED PARTY TRANSACTIONS

(Rs. In Lakhs)

Particulars	Relationship	Name	31.03.2019	31.03.18	31.03.17
REVENUE ITEMS :					
Salaries & Remuneration Interest					
--Salary	Director	Yogesh Anand	28.00	32.00	11.00
	Director	Harsh Anand	28.00	32.00	11.00
	Director	Yogesh Sahni	28.00	32.00	11.00
	Director	Rohit Anand	10.50	12.00	11.00
	Director	Jatin Anand	10.50	12.00	11.00
	Director	Karan Anand	10.50	12.00	11.00
	Director	Siddhant Sahni	10.50	12.00	11.00
Sales to	Group Company	Uttaranchal Industries	496.79	401.24	151.51
	Group Company	Quality Components	55.25	23.85	21.82
	Group Company	Gurutech Industries LLP	107.57	48.12	6.46
	Group Company	Maa Durga Steel	---	---	---
	Group Company	Stamping & More LLP	12.00	---	---
	Group Company	Guru Technologies Pvt. Ltd.	0.15	0.25	---
	Director	Rohit Anand	---	---	---
	Director	Siddhant Sahni	---	---	---
	Director's Relative	Neerja Sahni	---	---	---
	Director's Relative	Rakesh Sahni	---	---	---

Particulars	Relationship	Name	31.03.2019	31.03.18	31.03.17
Purchases from	Group Company	Uttaranchal Industries	2067.68	4786.77	84.72
	Group Company	Quality Components	1241.59	1081.77	461.08
	Group Company	Guru Paper Cartons Pvt. Ltd.	---	---	178.93
	Group Company	Maa Durga Steel	---	---	---
	Group Company	Stamping & More LLP	1184.82	---	---
Rent Paid to	Group Company	Guru Technologies Pvt. Ltd.		3.11	0.58
Production Consultancy paid to	Director Relative	Umesh Anand		---	---
NON REVENUE ITEMS :					
Loan Repaid	Director	Yogesh Anand	---	600.70	245.45
	Director	Harsh Anand	35.00	81.59	189.50
	Director	Yogesh Sahni	27.35	62.00	64.50
	Director	Jatin Anand	---	1.50	---
	Director	Karan Anand	---	1.50	---
	Director	Siddhant Sahni	---	1.50	---
	Group Company	Uttaranchal Industries	---	---	---
	Group Company	Maa Durga Steel	---	---	---
	Group Company	GSA International	10.00	5.00	---
Loan Given		NIL	---	---	

Particulars	Relationship	Name	31.03.2019	31.03.18	31.03.17
Interest Given	Group Company	Guru Technologies Pvt. Ltd.	0.36	---	
Loan Taken	Director	Yogesh Anand	35.00	600.70	143.95
	Director	Harsh Anand	72.00	100.00	75.00
	Director	Yogesh Sahni	90.00	---	50.00
	Director	Jatin Anand	---	1.50	---
	Director	Karan Anand	---	1.50	---
	Director	Siddhant Sahni	---	1.50	---
	Group Company	Uttaranchal Industries	---	---	---
	Group Company	Maa Durga Steel	---	---	---
	Group Company	GSA International	---	15.00	---
	Group Company	Guru Technologies Pvt. Ltd.	45.00	---	---
Loan Received Back		NIL		---	---
Equity Contribution					
	Director	Yogesh Anand	---	---	---
	Director	Harsh Anand	---	---	---
	Director	Yogesh Sahni	---	---	---

OTHER FINANCIAL INFORMATION

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below:

(Rs. In Lakhs, except per share data)

Particulars	31.03.18	31.03.17	31.03.16
Net Worth (A)	2,001.25	1,362.77	562.42
Net Profit after Tax (B)	613.84	797.30	509.16
No. of Shares outstanding at the end [F.V Rs.10] (C)	6151500	20,50,500	20,50,500
Weighted average number of shares [F.V Rs.10](D)	6151500	20,50,500	20,50,500
Earnings per Share (EPS) (B/D) (Rs.)	9.98	38.88	24.83
Return on Net Worth (B/A)	30.67%	58.51%	90.53%
Net Assets Value per Share (A/D)	32.53	66.46	27.43
Earnings before interest, tax, depreciation and amortization (EBITDA)	1082.34	1,280.22	1,046.47

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 as of and for the Financial Years ended March 31, 2019, 2018 and 2017, including the notes thereto and the report thereon, which appear elsewhere in this Prospectus. You should also read the section titled "Risk Factors" on page 25 and the chapter titled "Forward Looking Statements" on page 16, which discusses a number of factors and contingencies that could affect our financial condition and results of operations. The following discussion relates to us, and, unless otherwise stated or the context requires otherwise, is based on our Restated Financial Statements.

Our financial statements have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI ICDR Regulations and restated as described in the report of our auditor dated June 24, 2019 which is included in this Prospectus under "Financial Statements". The Restated Financial Information has been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. Our financial year ends on March 31 of each year, and all references to a particular financial year are to the twelve-month period ended March 31 of that year.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR

In the opinion of the Board of Directors of our Company, since the date of the last financial statements disclosed in this Prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the trading or profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months.

FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled "Risk Factors" beginning on page 25 of this Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Our success depends on the value, perception and quality of our product;
- General economic and business conditions;
- Company's inability to successfully implement its growth and expansion plans;
- Increasing competition in the Industry;
- Changes in technology;
- Any change in the laws and regulations to Industry in which we operate;
- Operational guidance and support

DISCUSSION ON RESULT OF OPERATION

The following discussion on results of operations should be read in conjunction with the Audited Financial Results of our Company for years ending March 31, 2019, 2018 and 2017.

SUMMARY OF MAJOR ITEMS OF INCOME AND EXPENDITURE

Revenues:

Income from operations:

Our principal component of revenue from operations is from income from sale of product manufactured by our Company.

Other Income:

Our other income mainly includes interest income etc.

(Rs. In Lakhs)

Particulars	2019	2018	2017	2016	2015
Income					
Revenue from Operations	30,663.90	29,371.22	16,562.95	13,739.78	7,202.28
As a % of Total Revenue	99.55	99.61	99.99	99.99	99.99
Other Income	137.69	115.63	1.94	1.41	0.52
As a % of Total Revenue	0.45	0.39	0.01	0.01	0.01
Total Revenue	30,801.59	29,486.85	16,564.89	13,741.19	7,202.80

Expenditure:

Our total expenditure primarily consists of employee benefit expenses, Operating, Administrative, Selling and Other Expenses, finance cost, depreciation and other expenses.

Employee benefits expense

Our employee benefits expense primarily comprise of salaries and wages expenses and staff welfare expenses.

Depreciation & Amortization

Depreciation includes depreciation on tangible assets like building, furniture & fixtures, computers and office equipment. Amortization includes amortization of intangible assets.

Other Expenses

Other expenses include the following:

- Operating expenses like manufacturing expenses, electricity expenses.
- General expenses like marketing and sales promotion expenses, printing, stationery, insurance, audit and professional fees etc.
- Administrative and other expenses such as advertisement, traveling, conveyance expenses, etc.

SALES ON ACCOUNT OF MAJOR PRODUCTS

(Qty and Values in Lakhs)

PRODUCTS	2018-19		2017-18		2016-17		2015-16	
	Qty	Value	Qty	Value	Qty	Value	Qty	Value
Ceiling fans	32.49	24,130.21	36.47	25,616.28	18.67	13,295.12	16.58	11,606.19
Exhaust fans	2.47	3,614.68	1.63	2,725.30	1.55	2,613.03	1.12	1,732.83

PRODUCTS	2018-19		2017-18		2016-17		2015-16	
	Qty	Value	Qty	Value	Qty	Value	Qty	Value
Pedestal Fan	0.65	947.26	0.03	7.94	-	-	-	-
BLDC Fans	0.36	265.64	0.19	21.18	-	-	-	-

IN CASE IF OTHER INCOME CONSTITUTES MORE THAN 10% OF TOTAL INCOME, THE BREAK-UP OF THE SAME ALONG WITH NATURE OF THE INCOME IS NEEDED

Our other income is less than 10% of total income; hence this provision is not applicable.

SUMMARY OF PAST FINANCIAL RESULTS CONTAINING SIGNIFICANT ITEMS OF INCOME AND EXPENDITURE

Statement of profits and loss:

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; 2019, 2018, and 2017.

(Rs. In Lakhs)

Particulars	31.03.2019	31.03.2018	31.03.2017
Income:-			
Revenue from Operations	30663.90	29,371.22	16,562.95
<i>As a % of Total Revenue</i>	99.55	<i>99.61</i>	<i>99.99</i>
Other Income	137.69	115.63	1.94
<i>As a % of Total Revenue</i>	<i>0.45</i>	<i>0.39</i>	<i>0.01</i>
Total Revenue (A)	30801.59	29,486.85	16,564.89
Growth %	4.46%	78.01	20.55
Expenditure:-			
Raw Materials Consumed	25176.67	20,828.37	12,754.17
<i>As a % of Total Revenue</i>	<i>81.74</i>	<i>70.64</i>	<i>77.00</i>
Manufacturing Expenses	3461.03	3,220.95	1,965.94
<i>As a % of Total Revenue</i>	<i>11.24</i>	<i>10.92</i>	<i>11.87</i>
Change in inventories of finished goods, work in progress and cost-in-trade	(293.79)	2,945.95	114.05
Employees Benefit Expenses	1150.97	914.29	555.52
<i>As a % of Total Revenue</i>	<i>3.74</i>	<i>3.10</i>	<i>3.35</i>
Operating, Administrative, Selling, and Other Expenses	224.36	297.07	128.74
<i>As a % of Total Revenue</i>	<i>0.73</i>	<i>1.01</i>	<i>0.78</i>
Depreciation and Amortization Expense	259.01	198.40	180.96
<i>As a % of Total Revenue</i>	<i>0.84</i>	<i>0.67</i>	<i>1.09</i>
Interest & Finance Charges	12.47	17.87	191.70
<i>As a % of Total Revenue</i>	<i>0.04</i>	<i>0.06</i>	<i>1.16</i>
Total Expenses (B)	29,990.73	28,422.90	15,891.08
<i>As a % of Total Revenue</i>	<i>97.37</i>	<i>96.39</i>	<i>95.93</i>
Profit before extraordinary items and tax	810.86	1,063.95	673.81
<i>As a % of Total Revenue</i>	<i>2.63</i>	<i>3.61</i>	<i>4.07</i>
Extraordinary Items	-	-	-
Profit before Tax	810.86	1,063.95	673.81
PBT Margin	2.63	3.61	4.07

Particulars	31.03.2019	31.03.2018	31.03.2017
Tax Expense:			
i. Current Tax	162.91	264.23	166.81
ii. Short / (Excess) provision	-	-	-
iii. Deferred Tax	34.12	2.42	(2.16)
Total Tax Expense	197.02	266.65	164.65
Profit for the year/period	613.84	797.30	509.16
PAT Margin %	1.99	2.70	3.07

WHETHER; MATERIAL PART OF OUR INCOME IS DEPENDENT UPON SINGLE CUSTOMER/SUPPLIER OR FEW MAJOR CUSTOMERES/ SUPPLIERS.

We are not dependent on any single supplier or group of suppliers. However we are dependent on few major customers for our sales. The % of sales contributed by our major customers for the year ended 31st March, 2019 is as follows:

Particulars	Customers
Top 5 (%)	75.68
Top 10 (%)	96.05

WHETHER; THE ISSUER HAS DEVIATED FROM STATUTORILY PRESCRIBED MANNER FOR RECORDING SALES AND REVENUE

Our Company has not deviated from statutorily prescribed manner for recording sales and revenues.

THE NATURE OF MISCELLANEOUS INCOME AND MISCELLANEOUS EXPENDITURE FOR THE INTERIM PERIOD AND THE PREDEEDING YEARS

This provision is not applicable on our Company.

COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2019 WITH FINANCIAL YEAR ENDED MARCH 31, 2018

INCOME

Income from Operations

(Rs. In Lakhs)

Particulars	2018-19	2017-18	Variance In %
Revenue from Operations	30,663.90	29,371.22	4.40%

The operating income of the Company for the year ending March 31, 2019 is Rs. 30,663.90 lakhs as compared to Rs. 29,371.22 lakhs for the year ending March 31, 2018, showing increase of 4.40%, and such Increase is due to Increase in volume of operations.

Other Income

Our other income Increased from Rs. 115.63 Lakhs to Rs. 137.69 lakhs. This was primarily due to Interest income.

Manufacturing Expenses

(Rs. In Lakhs)

Particulars	2018-19	2017-18	Variance In %
Manufacturing Expenses	3,461.03	3,220.95	7.45%

Manufacturing expenses have also increased by 7.45% from Rs. 3,220.95 lakhs in financial year 2017-18 to Rs. 3,461.03 lakhs in financial year 2018-19. The increase was due to increase in Manufacturing Expenses as per Financial Information given on page 183 of the prospectus.

Operating, Administrative and Employee Costs

(Rs. In Lakhs)

Particulars	2018-19	2017-18	Variance In %
Employee Benefit Expenses	1,150.97	914.29	25.89%
Operating, Administrative, Selling and Other Expenses	224.36	297.07	(24.48%)

There is 25.89% increase in employee benefit expenses from Rs. 914.29 lakhs in financial year 2017-18 to Rs. 1,150.97 lakhs in financial year 2018-19 which is due to increase in staff and salary & wages. Our other expenses have decreased by 24.48% from Rs. 297.07 lakhs in financial year 2017-18 to Rs. 224.36 lakhs in financial year 2018-19. The decrease was due to decrease in operating expenses, general expenses and administrative expenses.

Depreciation

Depreciation expenses for the Financial Year 2018-2019 have increased to Rs. 259.01 lakhs as compared to Rs. 198.40 lakhs for the Financial Year 2017-2018. The increase in depreciation was majorly due to increase in value of tangible assets.

Finance Charges

Our finance cost which consists of interest, processing fees and charges decreased by 30.22% in FY 2018-19 as compared to FY 2017-18 due to decrease in interest expenses and Bank charges.

Profit Before Tax

(Rs. In Lakhs)

Particulars	2018-19	2017-18	Variance In %
Profit Before Tax	810.86	1,063.95	(23.79%)

Profit before tax decreased by 23.79% from Rs. 1,063.95 lakhs in financial year 2017-18 to Rs. 810.86 lakhs in financial year 2018-19.

Provision for Tax and Net Profit

(Rs. In Lakhs)

Particulars	2018-19	2017-18	Variance In %
Taxation Expense	197.02	266.65	(26.11%)

Particulars	2018-19	2017-18	Variance In %
Profit After Tax	613.84	797.30	(23.01%)

Our profit after tax decreased by 23.01% from Rs. 797.30 lakhs in financial year 2017-18 to Rs. 613.84 lakhs in financial year 2018-19. This decrement was due to increase in expenditure.

COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2018 WITH FINANCIAL YEAR ENDED MARCH 31, 2017

INCOME

Income from Operations

(Rs. In Lakhs)

Particulars	2017-18	2016-17	Variance In %
Revenue from Operations	29,371.22	16,562.95	77.33

The operating income of the Company for the year ending March 31, 2018 is Rs. 29,371.22 lakhs as compared to Rs. 16,562.95 lakhs for the year ending March 31, 2017, showing increase of 77.33%, and such Increase is due to Increase in volume of operations.

Other Income

Our other income Increased from Rs. 1.94 Lakhs to Rs. 115.63 lakhs. This was primarily due to GST Claim from Government under DIPP, Duty Drawback, Foreign Exchange Fluctuation.

Manufacturing Expenses

(Rs. In Lakhs)

Particulars	2017-18	2016-17	Variance In %
Manufacturing Expenses	3,220.95	1,965.94	63.84

Manufacturing expenses have also increased by 63.84% from Rs. 1,965.94 lakhs in financial year 2016-17 to Rs. 3,220.95 lakhs in financial year 2017-18. The increase was due to increase in Manufacturing Expenses as per Financial Information given on page 183 of the prospectus.

Operating, Administrative and Employee Costs

(Rs. In Lakhs)

Particulars	2017-18	2016-17	Variance In %
Employee Benefit Expenses	914.29	555.52	64.58
Operating, Administrative, Selling and Other Expenses	297.07	128.74	130.75

There is 64.58% increase in employee benefit expenses from Rs. 555.52 lakhs in financial year 2016-17 to Rs. 914.29 lakhs in financial year 2017-18 which is due to increase in staff and salary & wages. Our other expenses have also increased by 130.75% from Rs. 128.74 lakhs in financial year 2016-17 to Rs. 297.07 lakhs in financial year 2017-18. The increase was due to increase in operating expenses, general expenses and administrative expenses.

Depreciation

Depreciation expenses for the Financial Year 2017-2018 have increased to Rs. 198.40 lakhs as compared to Rs. 180.96 lakhs for the Financial Year 2016-2017. The increase in depreciation was majorly due to increase in value of tangible assets.

Finance Charges

Our finance cost which consists of interest, processing fees and charges decreased by 90.68% in FY 2017-18 as compared to FY 2016-17 due to decrease in interest expenses and Bank charges.

Profit Before Tax

(Rs. In Lakhs)

Particulars	2017-18	2016-17	Variance In %
Profit Before Tax	1,063.95	673.81	57.90

Profit before tax increased by 57.90% from Rs. 673.81 lakhs in financial year 2016-17 to Rs. 1,063.95 lakhs in financial year 2017-18.

Provision for Tax and Net Profit

(Rs. In Lakhs)

Particulars	2017-18	2016-17	Variance In %
Taxation Expense	266.65	164.65	61.95
Profit After Tax	797.30	509.16	56.59

Our profit after tax Increased by 56.59% from Rs. 509.16 lakhs in financial year 2016-17 to Rs. 797.30 lakhs in financial year 2017-18. This increment was in line with increase in operational income.

OTHER MATTERS

Unusual or infrequent events or transactions

There are no transactions or events, which in our best judgment, would be considered unusual or infrequent that have significantly affected operations of the Company.

Significant economic changes that materially affected or are likely to affect income from continuing operations

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 the uncertainties described in the section entitled 'Risk Factors' beginning on page 25 of this prospectus. To our knowledge, except as we have described in this prospectus, there are no known factors which we expect to bring about significant economic changes.

Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations

Other than as disclosed in the section titled "*Risk Factors*" beginning on page 25 of this Prospectus to our knowledge, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

Future changes in relationship between costs and revenues in case of events such as future increase in labor or material cost or prices that will cause material change.

According to our knowledge, there are no future relationship between cost and income that would be expected to have a material adverse impact on our operations and revenues. However, increase in the cost of the products and services in which the Company deals, will affect the profitability of the Company. Further, the Company may not be able to pass on the increase in prices of the products and services to the customers in full and this can be offset through cost reduction.

The extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased prices.

The increase in revenue is by and large linked to increase in volume of all the activities carried out by the Company.

Total turnover of each major industry segment in which the issuer company operates.

The Company is operating single business segment i.e. Manufacturing of fans etc. Relevant industry data, as available, has been included in the chapter titled "*Industry Overview*" beginning on page 106 of this Prospectus.

Status of any publicly announced new products/projects or business segments.

Our Company has not announced any new projects or business segments, other than disclosed in the Prospectus.

The extent to which the business is seasonal.

Our Company's business is not seasonal in nature.

Competitive Conditions

Competitive conditions are as described under the Chapters titled "Industry Overview" and "Our Business" beginning on pages 106 and 119 respectively of the Prospectus.

CAPITALIZATION STATEMENT

(Amount in Lakhs)

Particulars	Pre-issue as at 31.03.2019	Post Issue *
Borrowing		
Short - Term Debt	1204.36	
Long - Term Debt	1120.86	

Particulars	Pre-issue as at 31.03.2019	Post Issue *
Total Debt	2325.22	
Shareholders' Funds		
Share Capital		
- Equity	615.15	
- Preference	-	
Reserves & Surplus	1386.10	
Less: Preliminary Expenses / Pre Operative Expenses	-	
Less: Deferred Tax Assets	-	
Total Shareholders Funds	2001.25	
Long - Term Debt / Shareholders Fund	0.56	
Short - Term Debt / Shareholders Fund	0.60	

**These terms shall carry the meaning as per schedule III of the Companies Act, 2013 (as amended)*

1. These figures disclosed above are based on restated statement of Asset and Liabilities of the Company as at March 31, 2019.

SECTION-VII LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as described below, there are no outstanding litigations, suits, civil or criminal prosecutions, proceedings before any judicial, quasi- judicial, arbitral or administrative tribunals, including pending proceedings for violation of statutory regulations or alleging criminal or economic offences or tax liabilities or any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (i) of Part I of Schedule XIII of the Companies Act) against our Company, Promoter, Group Companies, Directors and Subsidiaries as of the date of this Prospectus that would have a material adverse effect on our business. There are no defaults, non- payments or overdue of statutory liabilities, institutional/ bank dues. and dues payable to holders of debentures or fixed deposits and arrears of cumulative preference shares that would have a material adverse effect on our business.

Except as stated below there are no outstanding Material Dues (as defined below) to creditors; or (ii) outstanding dues to small scale undertakings and other creditors.

Our Board, in its meeting held on 6th August, 2018 determined that outstanding dues to creditors in excess of Rs. 10.00 lakhs as per last audited financial statements shall be considered as material dues (“Material Dues”).

Our Board, in its meeting held on 6th August, 2018 determined that litigations involving the Company/promoters/group companies/subsidiaries other than criminal proceedings, statutory or regulatory actions and taxation matters where a monetary amount of claim by or against the entity or person in any such pending matter(s) is in excess of Rs. 5.00 lakhs as per last audited financial statements and such pending cases are material from the perspective of the Company’s business, operations, prospects or reputation, shall be considered as material. Unless otherwise stated to contrary, the information provided is as of date of this Prospectus.

LITIGATIONS INVOLVING OUR COMPANY

LITIGATIONS AGAINST OUR COMPANY

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Direct Tax

Income Tax

As per website of Income Tax the following e-proceedings are stated to be Open and only Assessment year is reflecting, however the amount has not been mentioned and cannot be crystallised.

The following matters are still pending before Authority:

Sr No	Assessment Year	Section Code of IT Act	Status
1.	2017-18	u/s 143(3)	Open
2.	2018-19	u/s 143(1)(a)	Open

Proceedings against Our Company for economic offences/securities laws/ or any other law

Nil

Penalties in Last Five Years

Nil

Pending Notices against our Company

Nil

Past Notices to our Company

Nil

Disciplinary Actions taken by SEBI or stock exchanges against Our Company

Nil

Defaults including non-payment or statutory dues to banks or financial institutions

Nil

Details of material frauds against the Company in last five years and action taken by the Companies

Nil

LITIGATIONS FILED BY OUR COMPANY

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Details of any enquiry, inspection or investigation initiated under Companies Act, 2013 or any previous Company Law

Nil

LITIGATIONS INVOLVING DIRECTOR/S OF OUR COMPANY

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Past Penalties imposed on our Directors

Nil

Proceedings initiated against our directors for Economic Offences/securities laws/ or any other law

Nil

Directors on list of wilful defaulters of RBI

Nil

Proceedings initiated against our Directors for Fugitive Economic Offence under Fugitive Economic Offender Act, 2018

Nil

LITIGATIONS FILED BY DIRECTOR/S OF OUR COMPANY

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

LITIGATIONS INVOLVING PROMOTER/S OF OUR COMPANY

LITIGATIONS AGAINST OUR PROMOTER/S

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Past Penalties imposed on our Promoters

Nil

Proceedings initiated against our Promoters for Economic Offences/securities laws/ or any other law

Nil

Litigation /Legal Action pending or taken by Any Ministry or any statutory authority against any Promoter in last five years

Nil

Penalties in Last Five Years

Nil

Litigation /defaults in respect of the companies/Firms/ventures/ with which our promoters was associated in the past

Nil

Adverse finding against Promoters for violation of Securities laws or any other laws

Nil

Proceedings initiated against our Promoters for Fugitive Economic Offence under Fugitive Economic Offender Act, 2018

Nil

LITIGATIONS FILED BY OUR PROMOTER/S

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

LITIGATIONS INVOLVING OUR GROUP COMPANY

LITIGATION AGAINST OUR GROUP ENTITIES

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Direct Tax

A. Income Tax (e proceedings)

As per website of Income Tax the following e-proceedings are stated to be Open and only Assessment year is reflecting, however the amount has not been mentioned and cannot be crystallised.

The following matters are still pending before Authority:

Sr No	Assessment Year	Section Code of IT Act	Status
Uttaranchal Industries			
1.	2017-18	u/s 143(3)	Open
2.	2017-18	u/s 143 (1)(a)	Open
3.	2018-19	u/s 143 (1)(a)	Open
4.	2017-18	u/s 143(1)(a)	Submitted

B. Income Tax

As per website of Income Tax Department for outstanding tax demand, following defaults in payment of Income Tax by the Company are still outstanding:

Assessment Year	Section Code	Demand Identification Number	Date on which demand is raised	Amount (In Rupees)	
				No of Defaults	Outstanding Demand (in Rs.)
Uttaranchal Industries					
2010-11	u/s 143(3)	2012201010013447820T	November 30, 2012	One	51,850
2016-17	u/s 143(1)(a)	2016201637045580012T	November 10, 2016	One	10,080
2017-18	u/s 143(1)(a)	2018201737106919973T	March 26, 2019	One	48,36,390
Total					48,98,320

C. TDS

As per TDS Reconciliation Analysis and Correction Enabling System (TRACES), website of Income Tax for TDS, there are following defaults in payment of TDS by the Company:

(Amount in Rs.)

Financial Year	Default Amount
Uttaranchal Industries	
2007-08	53,730
2008-09	2,22,320
2009-10	11,810
2011-12	3,120
2012-13	2,960
2013-14	30
2016-17	2,290
2017-18	710
Total	2,96,970

Past Penalties imposed on our Promoters

Nil

Proceedings initiated against our Promoters for Economic Offences/securities laws/ or any other law

Nil

Litigation /Legal Action pending or taken by Any Ministry or any statutory authority against any Promoter in last five years

Nil

Penalties in Last Five Years

Nil

Litigation /defaults in respect of the companies/Firms/ventures/ with which our promoters was associated in the past

Nil

Adverse finding against Promoters for violation of Securities laws or any other laws

Nil

Proceedings initiated against our Promoters for Fugitive Economic Offence under Fugitive Economic Offender Act, 2018

Nil

LITIGATION BY OUR GROUP ENTITIES

Litigation Involving Criminal Laws

Nil

Litigation Involving Actions by Statutory/Regulatory Authorities

Nil

Other Pending Litigations (Civil Liabilities)

Nil

LITIGATIONS INVOLVING OUR SUBSIDIARY COMPANY

There are no subsidiaries of our Company.

OTHER MATTERS

Nil

DETAILS OF ANY INQUIRY, INSPECTION OR INVESTIGATION INITIATED UNDER PRESENT OR PREVIOUS COMPANIES LAWS IN LAST FIVE YEARS AGAINST THE COMPANY OR ITS SUBSIDIARIES

Nil

OUTSTANDING LITIGATION AGAINST OTHER COMPANIES OR ANY OTHER PERSON WHOSE OUTCOME COULD HAVE AN ADVERSE EFFECT ON OUR COMPANY

Nil

MATERIAL DEVELOPMENTS SINCE THE LAST BALANCE SHEET

Except as mentioned under the chapter – “*Management Discussion and Analysis of Financial Condition and Result of Operation*” on page 208 of this Prospectus, there have been no material developments, since the date of the last audited balance sheet.

OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS

As on March 31, 2019, our Company had 101 creditors, to whom a total amount of Rs. 62,60,02,644 were outstanding. As per the requirements of SEBI Regulations, our Company, pursuant to a resolution of our Board dated August 06, 2018, considered creditors to whom the amount due exceeds Rs.10 lakhs as per our Company’s restated financials for the purpose of identification of material creditors. Based on the above, the following are the material creditors of our Company.

Creditors	Amount (in Rupees)
Total Outstanding dues to Creditors other than Micro and Small & Medium Enterprises	62,60,02,644
Total	62,60,02,644

Further, our Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure, if any, in relation to amount unpaid as at the year end together with interest payable as required under the said Act have not been furnished. For complete details about outstanding dues to creditors of our Company, please see the website of our Company www.wonderfibromats.com.



Information provided on the website of our Company is not a part of this Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company's website www.wonderfibromats.com would be doing so at their own risk.

GOVERNMENT AND OTHER APPROVALS

Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the Issue or continue our business activities and except as mentioned below, no further approvals are required for carrying on our present or proposed business activities.

In view of the approvals listed below, we can undertake this Issue and our current business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the Issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Prospectus.

The object clauses of the Memorandum of Association of Our Company enable us to carry out its activities.

The Company has got following licenses/registrations/approvals/consents/permissions from the Government and various other Government agencies required for its present business.

APPROVALS FOR THE ISSUE

1. The Board of Directors has, pursuant to resolution passed at its meeting held on 6th August, 2018 authorized the Issue.
2. The Shareholders of our Company have, pursuant to a resolution passed at Extra Ordinary General Meeting held on 31st August, 2018 authorized the Issue.
3. We have received in-principle approvals from NSE-EMERGE for the listing of our Equity Shares pursuant to letters dated November 13, 2018.

AGREEMENTS WITH NSDL AND CDSL

1. Our Company has entered into an agreement dated December 15, 2018 with the Central Depository Services (India) Limited (“CDSL”) and the Registrar and Transfer Agent.
2. Similarly, our Company has also entered into an agreement dated November 29, 2018 with the National Securities Depository Limited (“NSDL”) and the Registrar and Transfer Agent.

INCORPORATION DETAILS

1. Certificate of Incorporation dated 13th October, 2009 issued by Asst. Registrar of Companies, NCT of Delhi & Haryana in the name of Wonder Fibromats Private Limited.
2. Certification of Registration of special resolution passed on 13th August, 2013 issued by Registrar of Companies, NCT of Delhi & Haryana confirming alteration in object clause.
3. Fresh Certificate of Incorporation dated 5th July, 2018 issued by Registrar of Companies, Delhi pursuant to conversion of company to Wonder Fibromats Limited.
4. The Company Identification Number (CIN) is U31900DL2009PLC195174.

II. APPROVALS /LICENSES/PERMISSIONS PROCURED TO CONDUCT OUR BUSINESS:

S.NO	NATURE OF LICENSE/APPROVAL	REGISTRATION/ LICENSE NO.	ISSUING AUTHORITY	DATE OF GRANTING LICENSE/APPROVAL	VALIDITY
A. TAXATION RELATED APPROVALS:					
1.	Permanent Account Number (“PAN”)	AAACW8980E	Income Tax Department	October 13, 2009	One Time registration
2.	Tax Deduction Account Number (“TAN”)	DELW02745B	Income Tax Department	September 03, 2013	One Time Registration
3.	Registration Certificate of Goods & Service Tax (“GST”)	05AAACW8980E2Z4	Central Board of Excise and Customs	September 22, 2017	One time Registration
4.	Registration under Central Sales Tax Act, 1956	05009667918 (Central)	Assistant Commissioner, Department of Commercial Tax, Roorkee	Date of issue - April 4,2014 Valid from - December 23, 2009	Until cancelled
5.	Registration under Uttaranchal Value Added Tax, 2005	05009667918	Assistant Commissioner, Department of Commercial Tax, Roorkee	Date of Issue -April 8, 2010 Valid from - December 23, 2009	One time Registration
6.	Registration under Chapter V of Finance Act, 1994 read with the Service Tax Rules, 1994	AAACW8980ESD001	Superintendent Central Excise, Range -Division - Service Tax Haridwar	Date of Issue - May 28, 2010 Date of Last Amendment - November 20, 2014	One time Registration
A. BUSINESS RELATED APPROVALS					
7.	Registration Certificate under Shops and Establishments Act	2018037468	Department of Labour, Government of National Capital Territory of Delhi	29 th August, 2018	One Time Registration


8.	Registration and License to work as Factory	HWR-1279	Labour Department, Uttrakhand	October 10, 2014	Valid till 31 st December, 2018
9.	Registration under the Employees Provident Funds and Miscellaneous Provisions Act, 1952	Code No. - UKDDN1006746	Employee's Provident Fund Organization	January 25, 2015	One time Registration
10.	Registration under Employees' State Insurance Act, 1948	61000410590000604	Assistant/Deputy Director, Employees' State Insurance Corporation	July 1, 2014	One time Registration
11.	Udyog Aadhaar Number	UK06C0001865	Ministry of Micro, Small and Medium Enterprises	October 13, 2009	One Time Registration
12.	Consent to establish/operate under section 25/26 of the Water (Prevention & Control of Pollution) Act, 1974, Section 21 of Air (Prevention and Control) Act, 1981 and Authorization under rule 5(4) of the Hazardous Waste (Management, Handling& Transboundary Movement) Rules-2008, framed under the Environmental (Protection) Act, 1986.	Consent No: AWH-39469	Uttrakhand Environment Protection and Pollution Control Board.	June 8, 2019	March 31, 2020

III. CERTIFICATES:

S NO.	NATURE OF LICENSE/APPROVAL	REGISTRATION/LICENSE NO.	ISSUING AUTHORITY	DATE OF GRANTING LICENSE/APPROVAL	VALIDITY
1	ISO 14001:2015	1281217053K for the following scope of activities: Manufacture and Supply of Ceiling Fans and Exhaust Fans	Quality Research Organisation Certification LLP	December 20, 2017	December 19, 2020
2	ISO 14001:2015	1281217052K for the following scope of activities:	Quality Research Organisation Certification LLP	December 20, 2017	December 19, 2020

S NO.	NATURE OF LICENSE/APPROVAL	REGISTRATION/LICENSE NO.	ISSUING AUTHORITY	DATE OF GRANTING LICENSE/APPROVAL	VALIDITY
		Manufacture and Supply of Ceiling Fans and Exhaust Fans			

IV. APPROVALS OBTAINED IN RELATION TO INTELLECTUAL PROPERTY RIGHTS:

Sr. No.	Trademark/Logo	Trademark Type	Class	Applicant	Application No.	Date of Application	Registration Status
1.		Device	11	WonderFibromats Limited	3929756	August 29, 2018	Objected

V. WEBSITE DETAILS:

The Details of Domain Name registered on the name of the Company is

S. No.	Domain Name and ID	Sponsoring Registrar	Registrant Name	Creation Date	Registration Expiry Date
1.	www.wonderfibromats.com 2289329154_DOMAIN_COM-VRSN	whois.godaddy.com	Wonder Fibromats Limited	July 24, 2018	July 24, 2019

OUR GROUP COMPANY

GROUP ENTITIES OF OUR COMPANY

As per the requirements of SEBI (ICDR) Regulations, for the purpose of identification of 'group companies/ entities', our Company has considered companies as covered under the applicable accounting standards (i.e. Accounting Standard 18 issued by the Institute of Chartered Accountants of India) on a consolidated basis, or other companies as considered material by our Board. Pursuant to a resolution of our Board dated 6th August, 2018, for the purpose of disclosure in offer documents for the Issue, a company shall be considered material and will be disclosed as a Group Entity if such company forms part of the Promoter Group, and our Company has entered into one or more transactions with such company in the previous audit fiscal year / period cumulatively exceeding 20% of the total revenue of our Company for such fiscal.

Based on the above, our Company do not have any group entities. However, Our Board of Directors have considered to disclose the details of following Promoter Group entity being considered the nature of transactions with the entity in the previous Financial year:

UTTARANCHAL INDUSTRIES

Date of Incorporation	25.05.2007	
Main Objects/ Business Activities	Manufacturer of electric fans, electric lamps and exhaust fans.	
PAN	AABFU9914G	
Registered office	8, Sriram Road, Civil Lines,, , New Delhi, Delhi, 110054	
Partners and their profit sharing ratio	Mr. Yogesh Anand (16.67%), Mr. Yogesh Sahni (20.00%), Mr. Harsh Kumar Anand (11.11%), Mr. Jatin Anand (16.67%), Mr. Karan Anand (11.11%), Mr. Siddhant Sahni (13.33%) and Mr. Rohit Anand (11.11%)	
Audited Financials	<i>(Amt in Lakhs)</i>	
Particulars	March 31, 2018	March 31, 2017
Capital	1,361.72	1,344.09
Total Income	21,274.95	26636.20
Net Profit	324.63	647.80

Business Interests amongst our Company and Group Company: We have entered into certain business contracts with our Group Entities. For details, see Related Party Transactions under chapter financial information on page 183 of Prospectus.

M/s. Uttranchal Industries are a Partnership firm and thus is not listed on any stock exchanges. No action has been taken against the M/s. Uttranchal Industries by any Stock Exchange or SEBI. M/s. Uttranchal Industries is not sick company within the meaning of Sick Industrial Companies (Special Provisions) Act, 1985 and is not under the Board for Industrial and Financial Reconstruction. Further, M/s. Uttranchal Industries is not under winding up, neither does it have a negative Net Worth. There are no defaults in meeting any statutory/bank/institutional dues. No proceedings have been initiated for economic offences against M/s. Uttranchal Industries.

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

The issue has been authorised by the Board of Directors vide a resolution passed at its meeting held on 6th August, 2018 subject to the approval of the shareholders of the Company and such other authorities, as may be necessary.

The shareholders of the Company have, pursuant to a special resolution passed in Extra-Ordinary General Meeting held on 31st August, 2018, authorised the Issue under Section 62 (1)(c) of the Companies Act, 2013, subject to approvals by such other authorities, as may be necessary.

Our Company has received approval from NSE vide their letter dated 13th November, 2018 to use the name of NSE in this Prospectus for listing of the Equity Shares on SME Platform of NSE. NSE EMERGE-SME Platform of NSE is the Designated Stock Exchange.

Prohibition by SEBI, RBI or Governmental Authorities

We confirm that our Company, Directors, Promoters, members of the Promoter Group and Group Companies or the directors and promoters of our Promoter Companies 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 regulatory or governmental authority.

We also confirm that our Promoters, Directors or Group Companies or persons in control of our Company were or are associated as promoters, directors or persons in control of any other company have not been debarred from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Further, none of our Directors are or were associated with any entities which are engaged in securities market related business and are or registered with SEBI for the same.

We, further confirm that none of our Company, its Promoters, relatives of Promoters (as defined under Companies Act, 2013) its Directors and its Group Companies have been identified as willful defaulters by the RBI or other authorities. The listing of any securities of our Company has never been refused by any of the stock exchanges in India.

Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018

Our Company is in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 (“SBO Rules”), to the extent applicable, as on the date of the Prospectus. Under the SBO Rules certain persons who are significant beneficial owners, are required to intimate their beneficial holdings to our Company in Form no. BEN-1. However, pursuant to the General Circular no. 8/2018 dated September 10, 2018 issued by the Ministry of Corporate Affairs, Government of India (“MCA”), filing of Form no. BEN-1 under the SBO Rules has been deferred until further notification from MCA. Therefore, compliance by Promoter and members of the Promoter Group, with the SBO Rules, to the extent applicable to each of them will be completed only upon further notification by the MCA.

Association with Securities Market

We confirm that none of our Directors are in any manner associated with the securities market and there has been no action taken by SEBI against our Directors or any entity in which our Directors are involved as promoters or directors except as stated under the chapters titled “Risk factors”, “Our Promoter,

Promoter Group”, “Group Companies” and “Outstanding Litigations and Material Developments” beginning on page 25, 173, 229 and 217 respectively, of this Prospectus.

Eligibility for the Issue

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations; and this Issue is an "Initial Public Offer" in terms of the SEBI (ICDR) Regulations.

Our Company is eligible for the Issue in accordance with **Regulation 229(2)** and other provisions of Chapter IX of the SEBI (ICDR) Regulations, as we are an Issuer whose post-issue face value capital is more than Ten Crores Rupees and upto Twenty Five Crores Rupees and we may hence issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("**SME Exchange**", in this case being the SME Platform of NSE) known as NSE EMERGE.

As per **Regulation 229 (3)** of the SEBI ICDR Regulations, our Company satisfies track record and/or other eligibility conditions of SME Platform of NSE- NSE EMERGE in accordance with the Restated Financial Statements, prepared in accordance with the Companies Act and restated in accordance with the SEBI ICDR Regulations as below:

1) The Issuer should be a company incorporated under the Companies Act, 1956.

Our Company is incorporated under the Companies Act, 1956 in India.

2) The post issue paid up capital of the company (face value) shall not be more than Rs. 25 Crores.

As on the date of this Prospectus, our Company has a Pre Issue Paid-up Equity Share Capital of Rs. 6.15 Crores and the Post Issue Paid-up Equity Share Capital will be Rs. 8.60 Crores which is less than Rs. 25.00 Cores.

3) The company should have a (combined) track record of at least 3 years.

The Net Worth and Cash accruals (Earnings before depreciation and tax) from operations of the Company as per the Restated Financial Statements for the year ended March 31, 2019, 2018 and 2017 is as set forth below:

Particulars	(Rs. in Lakhs)		
	As on March 31,		
	2019	2018	2017
Net Worth ⁽¹⁾	2,001.25	1,362.77	562.42
Distributable Profit(Loss) ⁽²⁾	613.84	797.30	509.16
Cash Accruals ⁽³⁾	1,069.87	1,262.35	854.77
Net Tangible Assets ⁽⁴⁾	2,011.36	1,362.77	562.42

⁽¹⁾ Net Worth has been computed as the aggregate of paid up shares capital, reserves and surplus (excluding revaluation reserves) and after deducting miscellaneous expenditure not written off, if any.

⁽²⁾ Distributable profits have been computed in terms section 123 of the Companies Act, 2013.

⁽³⁾ Cash accruals has been defined as the earnings before depreciation and tax from operations.

⁽⁴⁾ Net Tangible Assets are defined as the sum of fixed assets (including capital work in-progress and excluding revaluation reserve) investments, current assets (excluding deferred tax assets) less current liabilities (excluding deferred tax liabilities) and secured as well as unsecured short term liabilities, excluding intangible assets as defined in Accounting Standard 26 (AS 26) issued by the Institute of Chartered Accountants of India.

4) Other requirements and disclosures:

- a) Our Company has entered into the tripartite agreements with NSDL & CDSL along with our Registrar for facilitating trading in dematerialized mode.
- b) There is no change in the promoter/s of the Company in the preceding one year from date of filing application with SME Platform of NSE- NSE EMERGE.
- c) Our Company has a live and operational website: www.wonderfibromats.com .
- d) Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
- e) There is no winding up petition against our Company, which has been admitted by the court. Also, no liquidator has been appointed.
- f) No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company or Promoters or our Directors or members forming a part of the Promoter Group or Our Companies/ Entities except as mentioned in the chapter titled “*Outstanding Litigation and Material Developments*” beginning on page 217 of this Prospectus.
- g) We are not a stock / commodity broking company since incorporation.
- h) We are not a finance company since incorporation.

We further confirm that:

- a) Our Company is in compliance with the following conditions specified in Regulation 228 of the SEBI Regulations, 2018 to the extent applicable.
 - 1) Our Company, our Promoters, member belong to the Promoter Group, our Group Companies/ Entities, our Directors and the companies with which our Promoters & Directors are associated as directors or promoters or persons in control of any other company have not been prohibited/debarred from accessing or operating in the capital markets under any order or direction passed by SEBI;
 - 2) None of our Company, our Promoters, member belong to the Promoter Group, our Group Companies/ Entities, our Directors and the companies with which our Promoters & Directors are associated as directors or promoters or persons in control of any other company have not been declared as ‘Wilful Defaulter’ as on the date of filing this Prospectus.
 - 3) None of our Company, our Promoters, member belong to the Promoter Group, our Group Companies/ Entities, our Directors and the companies with which our Promoters & Directors are associated as directors or promoters or persons in control of any other company have not been declared as ‘Fugitive Economic Offender’ as on the date of filing this Prospectus.
- b) Our Company is in compliance with the following conditions specified in Regulation 230 of the SEBI Regulations, 2018 to the extent applicable.

- 1) Our Company has applied to the SME Platform of NSE- NSE EMERGE for obtaining their in-principle listing approval for listing of the Equity Shares under this Issue and has received the in-principle approval from the SME Platform of NSE- NSE EMERGE pursuant to its letter no. NSE/LIST/390 having dated November 13, 2018. For the purposes of this Issue, SME Platform of NSE- NSE EMERGE shall be the Designated Stock Exchange;
- 2) Our Company has entered into the tripartite agreements with NSDL & CDSL along with our Registrar for facilitating trading in dematerialized mode. The details are as follows:
 - Agreement dated 15th December, 2018 between CDSL, the Company and the Registrar to the Issue;
 - Agreement dated 29th November, 2018 between NSDL, the Company and the Registrar to the Issue;
 - The Company's shares bear an ISIN: INE02WG01016.
- 3) The Equity Shares of our Company are fully paid and there are no partly paid-up Equity Shares as on the date of filing this Prospectus;
- 4) All the Equity Shares held by our Promoters are in dematerialized mode as on the date of filing this Prospectus;
- 5) Our Company has made firm arrangements of finance through verifiable means towards seventy five per cent of the stated means of finance for funding from the issue proceeds, excluding the amount to be raised through the proposed public offer or through existing identifiable internal accruals. For details, please refer the chapter "Objects of the Issue" on page 87 of this Prospectus;
- 6) The amount dedicated for general corporate purposes, as mentioned in "Objects of the Issue" on page 87 of this Prospectus, does not exceeding twenty-five per cent (25%) of the amount being raised by the Issuer.

We confirm that in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, we confirm that:

- a) In accordance with Regulation 246 the SEBI (ICDR) Regulations, we have not filed any Draft Offer Document with SEBI nor has SEBI issued any observations on our Offer Document. Also, we shall ensure that our Lead Manager submits the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.
- b) In accordance with Regulation 261 of the SEBI (ICDR) Regulations, we have entered into an agreement with the Lead Manager and Market Maker to ensure compulsory Market Making for a minimum period of (3) three years from the date of listing of equity shares offered in the Issue. For further details of the arrangement of market making please refer to paragraph titled '**Details of the Market Making Arrangement for the Issue**' under chapter titled '**General Information**' on page 54 of this Prospectus.
- c) In accordance with Regulation 260(1) and 260(2) of the SEBI (ICDR) Regulations, the issue has been hundred percent underwritten and that the Lead Manager to the Issue has underwritten 15.00 % of the Total Issue Size and the Market Marker has underwritten 85.00% of the Total Issue Size. For

further details pertaining to said underwriting please refer to paragraph titled '*Underwriting Agreement*' under chapter titled '*General Information*' on page 54 of this Prospectus.

- d) In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed Allottee's in the Issue is not less than fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within 8 (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 8 (Eight) days, be liable to repay such application money, with interest as prescribed under the Companies Act, 2013. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.
- e) We further confirm that, we shall be complying with all the other requirements as laid down for such an Issue under Chapter IX SEBI (ICDR) Regulations, 2018 as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTICTLY UNDERSTOOD THAT SUBMISSION OF THE PROSPECTUS 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 THE SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THIS ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE PROSPECTUS. THE LEAD MANAGER NAVIGANT CORPORATE ADVISORS LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. 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 COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE PROSPECTUS, THE LEAD MANAGER, NAVIGANT CORPORATE ADVISORS LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, NAVIGANT CORPORATE ADVISORS LIMITED, HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED JUNE 25, 2019 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF SECURITIES AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018

THE FILING OF THE PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE PROSPECTUS.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Delhi, in terms of Section 26 and 32 of the Companies Act, 2013.

DISCLAIMER CLAUSE OF THE SME PLATFORM OF NSE

National Stock Exchange Limited ("NSE") has given *vide* its letter dated 13th November, 2018 permission to our Company to use its name in this Offer Document as one of the Stock Exchanges on which this company's securities are proposed to be listed on the SME Platform of NSE- NSE EMERGE.

As required, a copy of this Prospectus shall be submitted to NSE. The Disclaimer Clause as intimated by NSE to us, post scrutiny of this Prospectus, shall be included in the Prospectus prior to the RoC filing. NSE does not in any manner:-

- Warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
- Warrant that this company's securities will be listed or will continue to be listed on NSE; or
- Take any responsibility for the financial or other soundness of this Company, its Promoters, its management or any scheme or project of this Company;

And it should not for any reason be deemed or construed that this Prospectus has been cleared or approved by NSE. Every person who desires to apply for or otherwise acquires any securities in this Company may do so pursuant to independent inquiry, investigations and analysis and shall not have any claim against NSE whatsoever by reason of loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

DISCLAIMER STATEMENT FROM OUR COMPANY AND THE LEAD MANAGER

Our Company, our Directors and the Lead Manager accept no responsibility for statements made otherwise than in this Prospectus or in the advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website, www.wonderfibromats.com would be doing so at his or her own risk.

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 issues handled by Navigant Corporate Advisors Limited, please refer "Annexure -A" to this Prospectus and the website of Lead Manager at www.navigantcorp.com.

DISCLAIMER IN RESPECT OF JURISDICTION

The Issue is being made in India to persons resident in India (including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2 (72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of Rs. 2,500 Lakhs, pension funds with minimum corpus of Rs. 2,500 Lakhs and the National Investment Fund, and permitted non-residents including FIIs, Eligible NRIs, QFIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company, this Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of the Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Prospectus has been filed with NSE for its observations and NSE shall give its observations in due course. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and the Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

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

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT

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.

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

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

FILING

This Draft Prospectus has not be filed with SEBI, nor will SEBI issue any observation on this Prospectus in term of Regulation 246. Pursuant to SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Prospectus, along with the documents required to be filed under Section 26 of the Companies Act, 2013, will be delivered to the Registrar of Companies, Delhi.

LISTING

Application shall be made to SME Platform of NSE for obtaining permission for listing of the Equity Shares being offered and sold in the Issue on its SME Platform after the allotment in the Issue. SME Platform of NSE- NSE EMERGE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

The SME Platform of NSE-NSE EMERGE has given its approval for using its name in our Prospectus vide its letter dated November 13, 2018.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by NSE EMERGE Platform, our 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 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 at the rate of 15% per annum on application money, as prescribed under Section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the NSE EMERGE Platform mentioned above are taken within 6 Working Days from the Issue Closing Date.

CONSENTS

We have obtained consents in writing of our Directors, Promoters, Company Secretary & Compliance Officer, the Lead Manager, Registrar to the Issue, Peer Review Auditor to the Company, the Statutory Auditor, the Legal Advisor to the Issue and Banker(s) to the Company, Market Maker(s), Underwriter(s), and the Banker(s) to the Issue/ Escrow Collection Bank(s) to act in their respective capacities. These consents will be filed along with a copy of the Prospectus with the RoC as required Section 26 of the Companies Act, 2013. Further, such consent and report will not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2018, Our Auditors, our Peer Review Auditors have given their written consents for inclusion of their report in the form and context in which it appears in this Prospectus and such consent and report shall not be withdrawn up to the time of delivery of the Prospectus for filing with the RoC.

EXPERT OPINION TO THE ISSUE

Except as stated below, our Company has not obtained any other expert opinions:

- Report of the Peer Review Auditor on Restated Financial Statements and Management's Discussion and Analysis of Financial Conditions and Results of Operations;
- Report of the Statutory Auditor on Statement of Tax Benefits.

As the Equity Shares in the Issue will not be registered under the Securities Act, any references to the term "expert" herein and the Auditors consent to be named as an "expert" to the Issue are not in the context of a registered offering of securities under the Securities Act.

ISSUE RELATED EXPENSES

The expenses of the Issue include, among others, underwriting and management fees, selling commission, printing and distribution expenses, legal fees, advertising expenses and listing fees. For

details of total expenses of the Issue, see the chapter “Objects of the Issue” beginning on page 87 of the Prospectus.

DETAILS OF FEES PAYABLE

Fees Payable to the Lead Manager

The total fees payable to the Lead Manager will be as per the Mandate Letter issued by our Company to the Lead Manager, the copy of which is available for inspection at our Registered Office.

Fees Payable to the Market Maker(s)

The fees payable to the Market Maker(s) to the Issue will be as per the Agreement dated May, 20, 2019 between our Company, Lead Manager and Market Maker, a copy of which is available for inspection at our Registered Office.

Fees Payable to the Registrar to the Issue

The fees payable to the Registrar to the Issue will be as per the Agreement dated September 11, 2018 executed between our Company and the Registrar to the Issue, a copy of which is available for inspection at our Registered Office.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp-duty and communication expenses. Adequate funds will be provided by our Company to the Registrar to the Issue to enable them to send refund orders or Allotment advice by registered post/ speed post/ under certificate of posting.

Fees Payable to Others

The total fees payable to the Legal Advisor, Auditor, and Advertiser, *etc.* will be as per the terms of their respective engagement letters, if any.

Underwriting Commission, Brokerage and Selling Commission

The underwriting and selling commission for the Issue is as set out in the Underwriting Agreement dated May 20, 2019 between our Company, the Lead Manager/Underwriter and Market Maker, a copy of which is available for inspection at our Registered Office. Payment of underwriting commission, brokerage and selling commission would be in accordance with Section 40 of Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and any other applicable laws.

PREVIOUS RIGHTS AND PUBLIC ISSUES DURING THE LAST FIVE YEARS

We have not made any previous rights and/or public issues during the last five years, and are an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, 2018, amended from time to time and the Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations, 2018, amended from time to time.

PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH

Except as stated in the chapter titled ‘*Capital Structure*’ beginning on page 62 of this Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

COMMISSION AND/ OR BROKERAGE ON PREVIOUS ISSUES

Since this is the initial public offer of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares since inception.

PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED COMPANIES UNDER THE SAME MANAGEMENT WITHIN THE MEANING OF SECTION 186 OF THE COMPANIES ACT, 2013 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS:

There are no listed companies under the same management within the meaning of Section 186 of the Companies Act, 2013 that made any capital issue viz. initial public offering, rights issue or composite issue during the last three years.

PROMISE VERSUS PERFORMANCE FOR OUR COMPANY

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, 2018, and the Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations, 2018. Therefore, data regarding promise versus performance is not applicable to us.

None of the Group Companies has made public issue of equity shares during the period of ten years immediately preceding the date of filing this Prospectus with the NSE.

OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY OUR COMPANY

As on the date of this Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

STOCK MARKET DATA FOR OUR EQUITY SHARES

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, 2018, and the Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations, 2018. Thus there is no stock market data available for the Equity Shares of our Company.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Company has appointed Karvy Fintech Private Limited as the Registrar to the Issue, to handle the investor grievances in co-ordination with the Compliance Officer of the Company. The Agreement between the Registrar and our Company provides for retention of records with the Registrar for a period of at least three years from the last date of dispatch of the letters of allotment, demat credit and unblocking of funds to enable the investors to approach the Registrar to this Issue for redressal of their grievances. All grievances relating to this Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as the name, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection center where the application was submitted. The Company would monitor the work of the Registrar to ensure that the investor grievances are settled expeditiously and satisfactorily.

The Registrar to the Issue will handle investor's grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be co-coordinating with the Registrar to the Issue in attending to the grievances to the investor.

All grievances relating to the ASBA process may be addressed to the SCSBs, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant. We estimate that the average time required by us or the Registrar to the Issue or the SCSBs for the redressal of routine investor grievances will be seven business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company or the Registrar to the Issue or the SCSB in case of ASBA Bidders shall redress routine investor grievances. We estimate that the average time required by us or the Registrar to the Issue for the redressal of routine investor grievances will be 15 (Fifteen) Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

We have constituted the Stakeholders Relationship Committee of the Board *vide* resolution passed at the Board Meeting held on July 30, 2018. For further details, please refer to the chapter titled '*Our Management*' beginning on page 154 of this Prospectus.

We have appointed Ms. Nikita as Company Secretary and Compliance Officer and she may be contacted in case of any pre-issue or post-issue problems. She can be contacted at the following address:

Ms. Nikita
Company Secretary and Compliance officer
45, Okhla Industrial Estate,
Phase-III,
New Delhi - 110020
Tel: + 011 66058952
Email: cs@wonderfibromats.com
Website: www.wonderfibromats.com

Investors can contact the Company Secretary and Compliance Officer or the Registrar in case of any pre-issue or post-issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or UPI linked account number or unblocking of fundsetc.

Status of Investor Complaints

We confirm that we have not received any investor complaint during the three years preceding the date of this Prospectus and hence there are no pending investor complaints as on the date of this Prospectus.

CAPITALIZATION OF RESERVES OR PROFITS

Save and except as stated in the chapter titled '*Capital Structure*' beginning on page 62 of this Prospectus, our Company has not capitalized its reserves or profits at any time since inception.

REVALUATION OF ASSETS

Our Company has not revalued its assets since incorporation.

PURCHASE OF PROPERTY

Except as disclosed in this Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Prospectus.

Except as stated elsewhere in this Prospectus, our Company has not purchased any property in which the Promoters and / or Directors have any direct or indirect interest in any payment made there under.

SERVICING BEHAVIOR

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

SECTION VIII-ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being offered are subject to the provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, 2018 and amendments thereto, our Memorandum and Articles of Association, the terms of this Prospectus, the SEBI Listing Regulations, Application Form, the Revision Form, the Confirmation of Allocation Note, the Listing Regulations to be entered into with the SME Exchange and other terms and conditions as may be incorporated in the Allotment advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, 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 10th November, 2015. All the investors applying in a public issue shall use only Application Supported by blocked Amount (ASBA) facility for making payment.

Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018 and No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated 28th June, 2019, Retail Individual Investors applying in public offer shall use only UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

Further vide the said circular Registrar to the Issue and DP's have been also authorized to collect the Application forms. Investors may visit the official websites of the concerned stock exchanges for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.

Ranking of Equity Shares

The Equity Shares being issued in the Issue shall be subject to the provisions of the Companies Act, 2013 and the Memorandum and Articles of Association of our Company and shall rank *pari-passu* with the existing equity shares of our Company including rights in respect of dividend. The Allottee's in receipt of Allotment of Equity Shares under the Issue will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of Allotment.

For further details, please refer to the section titled '**Main Provisions of the Articles of Association**' beginning on page 283 of this Prospectus.

Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act 2013, SEBI Listing Regulations and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act, 2013, SEBI Listing Regulations and our Articles of Association. For further details, please refer to the chapter titled "**Dividend Policy**" on page 182 of this Prospectus.

Face Value and Issue Price per Share

The face value of the Equity Shares is Rs. 10/- each and the Issue Price is Rs. 90/- 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 98 of this 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, 2018 as amended from time to time. 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 & 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, the terms of the listing regulations with the Stock Exchange(s) 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 the Articles of Association*' beginning on page 283 of this Prospectus.

Minimum Application Value, Market Lot and Trading Lot

As per Section 29 of the Companies Act, 2013, all the shares shall be issued in dematerialized form in compliance with the provisions of the Depositories Act, 1996 and the regulations made there under, thus, the Equity Shares shall be allotted only in dematerialized form. As per the existing SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form for all investors.

The trading of the Equity Shares will happen in the minimum contract size of 1,600 equity shares and the same may be modified by NSE from time to time by giving prior notice to investors at large. Allocation and Allotment of Equity Shares through the Issue will be done in multiples of 1,600 equity share subject to a minimum Allotment of 1,600 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 the Issue will be done in multiples of 1,600 equity share subject to a minimum Allotment of 1,600 equity shares to the successful applicants.

Minimum Number of Allottee's

The minimum number of Allottee`s in the Issue shall be 50 (Fifty) shareholders. In case the minimum number of prospective Allottee`s is less than 50 (Fifty), no Allotment will be made pursuant to the Issue and the monies blocked by the SCSBs shall be unblocked within 6 working days of closure of issue.

Jurisdiction

Exclusive jurisdiction for the purpose of the Issue is with the competent courts/authorities in Mumbai, Maharashtra, India.

The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States 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.

Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as joint - tenants with benefits of survivorship.

Nomination Facility to Investor

In accordance with Section 72 of the Companies Act 2013, the sole or first Bidder, along with other joint Bidders, may nominate any one person in whom, in the event of death of the sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares allotted, if any, shall vest. No provision in the bid-cum-application form to provide this. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of Equity Share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the Registrar and Transfer Agents of our Company.

Any person who becomes a nominee by virtue of the provisions 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 in the Issue will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the investor wants to change the nomination, they are requested to inform their respective depository participant.

Withdrawal of the Issue

In accordance with the SEBI (ICDR) Regulations, 2018, our Company, in consultation with Lead Manager, reserve the right not to proceed with the 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 of the Issue Closing date 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 (ICDR) Regulations, 2018, QIB and NII Applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

PERIOD OF OPERATIONS OF SUBSCRIPTION LIST OF PUBLIC ISSUE

ISSUE OPENS ON	MONDAY, JULY 22, 2019	ISSUE CLOSSES ON	WEDNESDAY, JULY 24, 2019
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An indicative time table in respect of the Offer is set out below:

EVENT	INDICATIVE DATE
Offer Closing Date	July 24, 2019
Finalization of Basis of Allotment with NSE	July 29, 2019
Initiation of refunds /unblocking of funds from ASBA Account	July 30, 2019
Credit of Equity Shares to demat accounts of Allottees	July 31, 2019
Commencement of trading of the Equity Shares on NSE	August 01, 2019

The above timetable is indicative and does not constitute any obligation on our Company or the Lead Manager. Whilst 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 the Stock Exchange are taken within 6 Working Days of the Bid/Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Applications and revisions to the same will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches, except that on the Issue Closing Date applications will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges, in case of Applications by Retail Individual Applicants after taking into account the total number of applications received up to the closure of timings and reported by the Lead Manager to the Stock Exchanges. It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Applications on the Issue Closing Date, the Applicants are advised to submit their Applications one day prior to the Issue Closing Date and, in any case, no later than 5.00 p.m. (IST) on the Issue Closing Date. All times mentioned in this Prospectus are Indian Standard Times. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public offerings, some Applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Applications will be accepted only on Business Days. Neither our Company nor the Lead Manager is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

In accordance with the SEBI Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Applications (in terms of the quantity of the Equity Shares or the Applications Amount) at any stage. Retail Individual Applicants can revise or withdraw their Applications prior to the Issue Closing Date. Except Allocation to Retail Individual Investors, Allocation in the Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Application Form, for a particular Applicant, the details as per the file received from the Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSBs / RTAs / DPs / Stock Brokers, as the case may be, for rectified data.

Minimum Subscription and Underwriting

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten.

In accordance with Regulation 260 of the SEBI (ICDR) Regulations, 2018, the Issue shall be 100% underwritten. Thus, the underwriting obligations shall be for the entire 100% of the Issuer through this Prospectus and shall not be restricted to the minimum subscription level.

If the issuer does not receive the subscription of 100% of the Issue through this Prospectus including devolvement of Underwriters 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 the issuer becomes liable to pay the amount, the issuer shall pay interest as prescribed in the Companies Act.

Further, in accordance with Regulation 268 of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum number of Allottee's in the Issue shall be 50 (Fifty) shareholders and the minimum application size as required by with Regulation 267(2) of the SEBI (ICDR) Regulations in terms of number of specified securities shall not be less than Rupees One Lakhs per application. In case the minimum number of prospective Allottee's is less than 50 (Fifty), no Allotment will be made pursuant to the 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 issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Migration to Main Board

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, Our Company may migrate to the main board of NSE from the NSE EMERGE Platform on a later date subject to the following:

a) If the Paid up Capital of the company is likely to increase above Rs. 25 Crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), 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

b) If the Paid up Capital of the company is more than Rs. 10 Crores but below Rs. 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 favor 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 Equity Shares offered through the Issue are proposed to be listed on the NSE EMERGE Platform, wherein the Lead Manager to the Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Platform for a minimum period of three years from the date of listing of shares offered through this Prospectus. For further details of the agreement entered into between the Company, the Lead Manager and the Market Maker please refer to paragraph titled 'Details of the Market Making Arrangement for the Issue' under chapter titled '*General Information*' beginning on page 54 of this Prospectus.

Arrangements for Disposal of Odd Lots

The trading of the Equity Shares will happen in the minimum contract size of 1,600 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 SME Platform of NSE-NSE EMERGE.

As per the extant policy of the Government of India, OCBs cannot participate in this Issue.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, 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.

Option to receive Equity Shares in Dematerialized Form

As per Section 29 (1) of the Companies Act, 2013, all the shares shall be issued in dematerialized form in compliance with the provisions of the Depositories Act, 1996 and the regulations made there under, thus, the 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.

New Financial Instruments

The Issuer Company is not issuing any new financial instruments through the Issue.

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.

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 62 of this 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 283 of this Prospectus.

The above information is given for the benefit of the Applicants. The applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this 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 STRUCTURE

This Issue is being made in terms of Regulation 229(1) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital is less than or equal to ten crore rupees, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the SME Platform of NSE). 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 242 and 252.

Public issue of 22,24,000 equity shares of face value of Rs. 10/- each for cash at a price of Rs. 90/- per equity share including a share premium of Rs. 80/- per equity share (the "issue price") aggregating to Rs. 2,001.60 Lakhs ("the issue") by our company.

Particulars	Net Issue to Public	Market Maker reservation portion
Number of Equity Shares*	21,12,000 Equity Shares	1,12,000 Equity Shares
Percentage of Issue Size available for allocation	94.96 % of the Issue Size 25.22 % of the Post Issue Paid up Capital	5.04 % of the Issue Size 1.34 % of the Post Issue Paid up Capital
Basis of Allotment/ Allocation if respective category is over subscribed	Proportionate subject to minimum allotment of 1,600 Equity Shares and Further allotment in multiples of 1,600 Equity Shares each. For further details please refer to the section titled "Issue Related Information-Issue Procedure", "Basis Of Allotment" on page 276 of this Prospectus.	Firm Allotment
Mode of Application	All the Applicants shall make the Application (Online or Physical) through ASBA Process Only.	Through ASBA mode Only.
Minimum Application Size	For QIB and NII: Such number of Equity Shares in multiples of 1,600 Equity Shares such that the Application Value exceeds Rs. 2,00,000 For Retail Individuals: 1,600 Equity Shares	1,12,000 Equity Shares
Maximum Bid	For QIB and NII: Such number of Equity Shares in multiples of 1,600 Equity Shares such that the Application Size does not exceed 21,12,000 Equity Shares subject to limit the investor has to adhere under the relevant laws and regulations applicable. For Retail Individuals: 1,600 Equity Shares so that the Application	1,12,000 Equity Shares

Particulars	Net Issue to Public	Market Maker reservation portion
	Value does not exceed Rs. 2,00,000	
Mode of Allotment	Compulsorily in dematerialized mode	Compulsorily in dematerialized mode
Trading Lot	1,600 Equity Shares	1,600 Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.
Terms of payment	Entire Application Amount shall be payable at the time of submission of Application Form.	

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details please refer to “*Issue Structure*” on page 249.

*Since present issue is a fixed price issue, the allocation in the net offer to the public category in terms of Regulation 253 of the SEBI (ICDR) Regulations, 2018 shall be made as follows:

- a) Minimum of 50.00% of the net offer of shares to the public (i.e. 10,56,000 Equity Shares) shall be made available for retail individual investors; and
- b) The balance net issue of shares to the Public shall be made available for allotment to individual applicants other than retail individual investors and other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;

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

In terms of SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated 28th June, 2019, Phase II of the aforesaid Circular dated November 01, 2018, shall become effective from July 1, 2019, Retail Individual Investors should note that the Application using UPI Channel is compulsory and they cannot make Applications by submitting Application Forms, in physical form or in electronic mode, to the members of the Syndicate, the sub-Syndicate, SCSBs, the Registered Brokers, Registrars to an Issue and Share Transfer Agents and Depository Participants.

Withdrawal of the Issue

In accordance with the SEBI (ICDR) Regulations, 2018, our Company, in consultation with Lead Manager, reserve the right not to proceed with the 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 of the Issue Closing date 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 (ICDR) Regulations, 2018, QIB and NII Applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

EVENT	INDICATIVE DATE
Offer Opening Date	July 22, 2019
Offer Closing Date	July 24, 2019
Finalization of Basis of Allotment with NSE	July 29, 2019
Initiation of refunds /unblocking of funds from ASBA Account	July 31, 2019
Credit of Equity Shares to demat accounts of Allottees	July 31, 2019
Commencement of trading of the Equity Shares on NSE	August 01, 2019

Applications and revisions to the same will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches.

Standardization of cut-off time for uploading of applications on the issue closing date:

- a. A standard cut-off time of 3.00 p.m. for acceptance of applications.
- b. A standard cut-off time of 4.00 p.m. for uploading of applications received from other than retail individual applicants.
- c. A standard cut-off time of 5.00 p.m. for uploading of applications received from only retail individual applicants, which may be extended up to such time as deemed fit by NSE after taking into account the total number of applications received up to the closure of timings and reported by LM to NSE within half an hour of such closure.
- d. It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

In accordance with the SEBI Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Applications (in terms of the quantity of the Equity Shares or the Applications Amount) at any stage. Retail Individual Applicants can revise or withdraw their Applications prior to the Issue Closing Date. Except Allocation to Retail Individual Investors, Allocation in the Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Application Form, for a particular Applicant, the details as per the file received from the Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSBs / RTAs / DPs / Stock Brokers, as the case may be, for rectified data.

ISSUE PROCEDURE

All Applicants should review the General Information Document for investing in Public Issues prepared and issued in accordance with the circulars (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and Circular No. (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018, as notified by the SEBI, included below under section "Part B- General Information Document", which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations. The General Information Document has been updated to include reference to the SEBI (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchanges and the Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.

Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section, and are not liable for any amendment, modification or change in applicable law, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that their Applications are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Prospectus.

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this 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.

Phased implementation of Unified Payments Interface

SEBI has issued a circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 in relation to streamlining the process of public issue of equity shares and convertibles ("UPI Circular"). Pursuant to the circular, Unified Payments Interface ("UPI") is proposed to be introduced in a phased manner (phase I will be effective from January 1, 2019) as an additional mode of payment with ASBA Form for applications by Retail Individual Investors through intermediaries (i.e., Syndicate members, Registered Stock Brokers, Registrar and Transfer Agents and Depository Participants) ("UPI Channel"). The UPI Channel for making Applications by Retail Individual Investors will be made available in accordance with the UPI Circular. The UPI Circular is available on the website of the LM, SEBI.

In terms of SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated 28th June, 2019, Phase II of the aforesaid Circular dated November 01, 2018, shall become effective from July 1, 2019, Retail Individual Investors should note that the Application using UPI Channel is compulsory and they cannot make Applications by submitting Application Forms, in physical form or in electronic mode, to the members of the Syndicate, the sub-Syndicate, SCSBs, the Registered Brokers, Registrars to an Issue and Share Transfer Agents and Depository Participants.

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 PROCEDURE

The Issue is being made under Regulation 253(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via Fixed Price Process.

Applicants are required to submit their Applications to the Application Collecting Intermediaries. In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing.

In case of Non Institutional Applicants and Retail Individual Applicants, our Company would have a right to reject the Applications only on technical grounds.

Under-subscription, if any, in any category, would be allowed to be met with spill over from any other category or combination of categories at the discretion of our Company in consultation with the Lead Manager and the NSE EMERGE Platform.

Investors should note that the Equity Shares will be allotted to all successful Applicants only in dematerialized form.

The Application Forms which do not have the details of the Applicants depository account including DP ID, PAN and Beneficiary Account Number/UPI ID shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchanges, do not match with the DP ID, Client ID and PAN available in the depository database, the bid is liable to be rejected. Applicants will not have the option of being allotted Equity Shares in physical form. The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges, as mandated by SEBI.

AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS

Availability of Prospectus

The Memorandum Form 2A containing the salient features of the together with the Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, Lead Manager to the Issue, Registrar to the Issue and the collection Centres of the Bankers to the Issue, as mentioned in the Application Form. The application forms may also be downloaded from the website of NSE, i.e. www.nseindia.com.

Application Form

Application Forms will be available with the Syndicate/sub-Syndicate members, SCSBs and at our Registered Office. In addition, the Application Forms will also be available for download from the website of the Company, of the Lead Manager of the issue or Stock Exchange i.e. NSE (www.nseindia.com), at least one day prior to the Issue Opening Date. Same Application Form applies to all ASBA Applicants/ Retail Individual Applicants applying through UPI mechanism, irrespective of whether they are submitted to the SCSBs, to the Registered Brokers, to Registrars to an Issue and Share Transfer Agents, Depository Participants or to the Syndicate (in Specified Cities).

Pursuant to SEBI Circular dated January 01, 2016 and bearing No. CIR/CFD/DIL/1/2016, the Application Form has been standardized. Further, in accordance with the SEBI circular no.- CIR/CFD/POLICYCELL/11/2015 dated 10th November, 2015 all the Applicants has to compulsorily apply through the ASBA Mode only. However, In terms of SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated 28th June, 2019, Phase II of the aforesaid Circular dated November 01, 2018, shall become effective from July 1, 2019, Retail Individual Investors should note that the Application using UPI Channel is compulsory and they cannot make Applications by submitting Application Forms, in physical form or in electronic mode, to the members of the Syndicate, the sub-Syndicate, SCSBs, the Registered Brokers, Registrars to an Issue and Share Transfer Agents and Depository Participants.

ASBA Applicants must provide bank account details and authorization to block funds in the relevant space provided in the Application Form, however, the Retail Individual Applicants shall apply through UPI Channel, shall have to provide the UPI ID and validate the blocking of the funds and the Application Forms that do not contain such details are liable to be rejected. For further details on the UPI Channel please refer SEBI circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018.

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

Applicants shall only use the specified Application Form for the purpose of making an application in terms of the Prospectus. The Application Form shall contain information about the Applicant and the price and the number of equity shares that the applicants wish to apply for. Application forms downloaded and printed from the websites of the stock exchanges shall bear a system generated unique application number.

The ASBA Applicants are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount that can be blocked by the SCSBs, as applicable at the time of submitting the Application Form.

SUBMISSION AND ACCEPTANCE OF APPLICATION FORMS

Applicants are required to submit their applications only through any of the following Application Collecting Intermediaries:

- (i) an SCSB, with whom the bank account to be blocked, is maintained.
- (ii) a syndicate member (or sub-syndicate member),
- (iii) a stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ("broker"),
- (iv) a depository participant ('DP') (and whose name is mentioned on the website of the stock exchange as eligible for this activity),
- (v) a registrar to an issue and share transfer agent ('RTA') (and whose name is mentioned on the website of the stock exchange as eligible for this activity),

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For Applications submitted by investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For Applications submitted by investors to intermediaries other than SCSBs:	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange(s). Post uploading they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants have deemed to have authorized our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Applicants.

WHO CAN APPLY?

- a) 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);
- b) 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 Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- p) Pension Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q) National Investment Fund setup by Resolution no. F.No.2/3/2005-DD II dated November 23, 2005 of Government of India published in the Gazette of India;
- r) Insurance funds setup 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 setup 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.

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 (other than minor having valid depository accounts as per demographic details provided by the depository), 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 (HUF), partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF.

Eligible NRIs applying on a non-repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE / FCNR accounts as well as NRO accounts.

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/FIIS 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 there in. 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 FPIs:

1. Foreign portfolio investor shall invest only in the following securities, namely- (a) Securities in the primary and secondary markets including shares, debentures and warrants of companies, listed or to be listed on a recognized stock exchange in India; (b) Units of schemes floated by domestic mutual funds, whether listed on a recognized stock exchange or not; (c) Units of schemes floated by a collective investment scheme; (d) Derivatives traded on a recognized stock exchange; (e) Treasury bills and dated government securities; (f) Commercial papers issued by an Indian company; (g) Rupee denominated credit enhanced bonds; (h) Security receipts issued by asset reconstruction companies; (i) Perpetual debt instruments and debt capital instruments, as specified by the Reserve Bank of India from time to time; (j) Listed and unlisted non-convertible debentures/bonds issued by an Indian company in the infrastructure sector, where 'infrastructure' is defined in terms of the extant External Commercial Borrowings (ECB) guidelines; (k) Non-convertible debentures or bonds issued by Non-Banking Financial Companies categorized as 'Infrastructure Finance Companies'(IFCs) by the Reserve Bank of India; (l) Rupee denominated bonds or units issued by infrastructure debt funds; (m) Indian depository receipts; and (n) Such other instruments specified by the Board from time to time.
2. Where a foreign institutional investor or a sub account, prior to commencement of these regulations, holds equity shares in a company whose shares are not listed on any recognized stock exchange, and continues to hold such shares after initial public offering and listing thereof, such shares shall be subject to lock-in for the same period, if any, as is applicable to shares held by a foreign direct invest or placed in similar position, under the policy of the Government of India relating to foreign direct investment for the time being in force.
3. In respect of investments in the secondary market, the following additional conditions shall apply:
 - (a). A foreign portfolio investor shall transact in the securities in India only on the basis of taking and giving delivery of securities purchased or sold;
 - (b). Nothing contained in clause (a) shall apply to:
 - i. Any transactions in derivatives on a recognized stock exchange;
 - ii. Short selling transactions in accordance with the framework specified by the Board;

- iii. Any transaction in securities pursuant to an agreement entered into with the merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- iv. Any other transaction specified by the Board.

(c). No transaction on the stock exchange shall be carried forward;

- (d). The transaction of business in securities by a foreign portfolio investor shall be only through stock brokers registered by the Board; provided nothing contained in this clause shall apply to:
- i. transactions in Government securities and such other securities falling under the purview of the Reserve Bank of India which shall be carried out in the manner specified by the Reserve Bank of India;
 - ii. sale of securities in response to a letter of offer sent by an acquirer in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - iii. sale of securities in response to an offer made by any promoter or acquirer in accordance with the Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009;
 - iv. Sale of securities, in accordance with the Securities and Exchange Board of India (Buy-back of securities) Regulations, 2018;
 - v. divestment of securities in response to an offer by Indian Companies in accordance with Operative Guidelines for Disinvestment of Shares by Indian Companies in the overseas market through issue of American Depository Receipts or Global Depository Receipts as notified by the Government of India and directions issued by Reserve Bank of India from time to time;
 - vi. Any bid for, or acquisition of, securities in response to an offer for disinvestment of shares made by the Central Government or any State Government;
 - vii. Any transaction in securities pursuant to an agreement entered into with merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - viii. Any other transaction specified by the Board.

(e). A foreign portfolio investor shall hold, deliver or cause to be delivered securities only in dematerialized form:

Provided that any shares held in non-dematerialized form, before the commencement of these regulations, can be held in non-dematerialized form, if such shares cannot be dematerialized.

Unless otherwise approved by the Board, securities shall be registered in the name of the foreign portfolio investor as a beneficial owner for the purposes of the Depositories Act, 1996.

- 4. The investment by the foreign portfolio investor shall also be subject to such other conditions and restrictions as may be specified by the Government of India from time to time.
- 5. In cases where the Government of India enters into agreements or treaties with other sovereign Governments and where such agreements or treaties specifically recognize certain entities to be distinct and separate, the Board may, during the validity of such agreements or treaties, recognize them as such, subject to conditions as may be specified by it.
- 6. A foreign portfolio investor may lend or borrow securities in accordance with the framework

specified by the Board in this regard.

No foreign portfolio investor may issue, subscribe to or otherwise deal in offshore derivative instruments, directly or indirectly, unless the following conditions are satisfied:

- (a). Such offshore derivative instruments are issued only to persons who are regulated by an appropriate foreign regulatory authority;
- (b). Such offshore derivative instruments are issued after compliance with 'know your client' norms:

Provided that those unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated shall not issue, subscribe or otherwise deal in offshore derivatives instruments directly or indirectly:

Provided further that no Category III foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivatives instruments directly or indirectly.

7. A foreign portfolio investor shall ensure that further issue or transfer of any offshore derivative instruments issued by or on behalf of it is made only to persons who are regulated by an appropriate foreign regulatory authority.
8. Foreign portfolio investors shall fully disclose to the Board any information concerning the terms of and parties to off-shore derivative instruments such as participatory notes, equity linked notes or any other such instruments, by whatever names they are called, entered into by it relating to any securities listed or proposed to be listed in any stock exchange in India, as and when and in such form as the Board may specify.
9. Any offshore derivative instruments issued under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995 before commencement of SEBI (Foreign Portfolio Investors) Regulations, 2014 shall be deemed to have been issued under the corresponding provisions of SEBI (Foreign Portfolio Investors) Regulations, 2014.
10. A FII or its sub account which holds a valid certificate of registration shall, subject to payment of conversion fees, be eligible to continue to buy, sell or otherwise deal in securities till the expiry of its registration as a foreign institutional investor or sub-account, or until he obtains a certificate of registration as foreign portfolio investor, whichever is earlier.
11. A qualified foreign investor may continue to buy, sell or otherwise deal in securities subject to the provisions of the SEBI (Foreign Portfolio Investors) Regulations, 2014, for a period of one year from the date of commencement of the aforesaid regulations, or until it obtains a certificate of registration as foreign portfolio investor, whichever is earlier.
12. 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.
13. 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 Prospectus, no such resolution has been recommended to the shareholders of the Company for adoption.

14. 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 herein above is made to any person other than a regulated entity.
15. 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.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended (The “IRDA Investment Regulations”), are broadly set forth below:

- a.) Equity shares of a Company: the least of 10% of the investee Company’s subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- b.) The entire group of the investee Company: the least of 10% of the respective fund in case of a life insurer or general insurer or reinsurer or 10% of investment assets in case of a general insurer or reinsurer (25% in case of Unit Linked Insurance Plans); 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 Unit Linked Insurance Plans).

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 Rs. 25 Crores, 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 Rs. 25 Crores (subject to applicable law) and pension funds with a minimum corpus of Rs.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 Rs. 25 Crores (subject to applicable law) and pension funds with a minimum corpus of Rs. 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 their fund 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 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 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 www.sebi.gov.in. For details on designated branches of SCSB collecting the Application Form, please refer the below mentioned SEBI link.

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmld=35>
<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmld=34>

ASBA PROCESS

A Resident Retail Individual Investor shall submit his application only through UPI channel in terms of SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated 28th June, 2019, Retail Individual Investor shall not make Application through an Application Form, either in physical or electronic mode, however, Investors other than Retail Individual Investors, shall make 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 Retail Individual Applicants shall have to mandatorily make application through UPI Channel, shall provide the UPI ID and validate the blocking of the funds and the Application Forms that do not contain such details are liable to be rejected. For further details on the UPI Channel, please refer to the UPI Circular available on the website of the LM and SEBI.

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. However, In terms of SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated 28th June, 2019, Phase II of the aforesaid Circular dated November 01, 2018, shall become effective from July 1, 2019, Retail Individual Investors should note that the Application using UPI Channel is compulsory and they cannot make Applications by submitting Application Forms, in physical form or in electronic mode, to the members of the Syndicate, the sub-Syndicate, SCSBs, the Registered Brokers, Registrars to an Issue and Share Transfer Agents and Depository Participants.

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 maybe.

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 1,600 equity shares so as to ensure that the Application Price payable by the Applicant does not exceed Rs. 2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed Rs. 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 Rs. 2,00,000 and in multiples of 1,600 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.

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 Prospectus. Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this 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 in **compliance** of the Companies Act, 2013.

Furnishing the details depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.

The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges.

Applicants will not have the option of getting Allotment of the Equity Shares in physical form. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

INFORMATION FOR THE APPLICANTS

- a.) The Company will file the Prospectus with the RoC at least 3 (three) working 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

As provided in Section 30 of the Companies Act, 2013 and 264(2) of the SEBI (ICDR) Regulations, 2018, 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 national daily newspaper; one widely circulated Hindi national daily newspaper and one widely circulated regional newspaper.

SIGNING OF UNDERWRITING AGREEMENT

The issue is 100% Underwritten. Our Company has entered into an Underwriting Agreement with the Lead Manager on 20th May, 2019.

FILING OF THE PROSPECTUS WITH THE ROC

The Company will file a copy of the Prospectus with the RoC in terms of Section 32 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.

GROUND 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 Basis 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 disclosed in the 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 is not received within a period of thirty days from the date of issue of the Prospectus, or such other period as may be specified by the Securities and Exchange Board, the amount received under sub-section (1) shall be returned within such time and manner as maybe prescribed under that section. If the Issuer does not received 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 become 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 proposed Allottees to whom Equity Shares may be allotted shall not be less than 50 (Fifty), 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 forum blocking 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 shall allot securities offered to the public shall be made within the period prescribed by the Board. The issuer shall also pay interest at the rate of fifteen per cent. per annum if the allotment letters or refund orders have not been dispatched to the applicants or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner with in eight days from the date of the closure of the issue. However applications received after the closure of issue in fulfillment of underwriting closure of the issue. However applications received after the closure of issue in fulfilment of underwriting obligations to meet the minimum subscription requirement, shall not be entitled for the said interest.

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 as per the terms of this Prospectus and under applicable law, rules, regulations, guidelines and approvals;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about DPID and Client ID are correct as Allotment of Equity Shares will be in the dematerialized form only;
- Applicant shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application.
- Ensure that the Applications are submitted at the Collection centres only on forms bearing the stamp of the Syndicate or Registered Broker or RTAs or DPs or SCSB (except in case of electronic forms). Ensure that your Application is submitted either to a member of the Syndicate (in the Specified Locations), a Designated Branch of the SCSB where the Applicant has a bank account or a UPI ID linked Bank Account, or to a Registered Broker at the Broker Centres or to RTAs or DPs at collection centres and not to our Company.
- Ensure that you have funds equal to the Application Amount in the ASBA Account or UPI ID linked Bank Account maintained with the SCSB before submitting the Application Form under the ASBA process to the respective member of the Syndicate (in the Specified Locations), the SCSBs or the Non- Syndicate Registered Broker (at the Broker Centres) or RTAs/DPs at the collection centers.
- Instruct your respective banks to not release the funds blocked in the ASBA Account/UPI ID linked Bank Account under the ASBA process;
- 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;
- Except for Applications (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Applications by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Applicants should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the demographic details received from the 262 respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the demographic details evidencing the same;
- 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 except that Retail Individual Investors shall make application through UPI channel.
- Ensure that you have mentioned the correct ASBA Account number in the Application Form and in case of Retail Individual Applicants applying through UPI Channel, ensure that you have mentioned the correct UPI ID;
- Ensure that you have correctly signed the authorization/ undertaking box in the Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking

funds in the ASBA Account/ UPI ID linked Bank Account, as the case may be, equivalent to the Application Amount mentioned in the Application Form; and
The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

- Do not apply for lower than the minimum Application size;
- Do not use third party bank account or third party UPI ID linked Bank Account for making the Application;
- 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.
- The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

INSTRUCTIONS FOR COMPLETING THE APPLICATION FORM

In Addition to the instructions for completing the application form as mentioned under Part B of General Information Document for Investing in Public Issues- Instructions for Filing the Application Form (Fixed Price Issue), the following instruction should be noted by the Applicants:

- 1) The Applications should be submitted on the prescribed Application Form in BLOCK LETTERS and in ENGLISH only, in accordance with the instructions contained herein and in the Application Form. Applications not so made, are liable to be rejected.
- 2) ASBA Application Forms should bear the stamp of the Application Collecting Intermediaries or SCSB's. ASBA Application Forms, which do not bear the stamp of the SCSB, will be rejected.
- 3) Pursuant to SEBI circular no.-CIR/CFD/POLICYCELL/11/2015 dated 10th November, 2015 all the Applicants have to compulsorily apply through the ASBA Mode only. However, In terms of SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated 28th June, 2019, Phase II of the aforesaid Circular dated November 01, 2018, shall become effective from July 1, 2019, Retail Individual Investors shall make Application using UPI Channel is compulsory and they cannot make Applications by submitting Application Forms, in physical form or in electronic mode, to the members of the Syndicate, the sub-Syndicate, SCSBs, the Registered Brokers, Registrars to an Issue and Share Transfer Agents and Depository Participants

APPLICANTS'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.

Please note that, furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and 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 nor 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.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

- I. All applications are electronically strung on first name, address (1st line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications
- II. Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary

ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.

- III. Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

In cases where there are more than 20 (Twenty) 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 Income Tax Act, 1961. 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 General Index Registration (“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 6,000;
- Category not ticked;
- Multiple Applications as defined in the Prospectus;
- Applications made using a third party bank account or using third party UPI ID linked bank account
- 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 by Applicants, other Retail Individual Applicants, not submitted through ASBA process and Applications by Retail Individual Applicants not submitted through the UPI process;
- Applications or revisions thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of Rs. 2,00,000, received after 3.00 pm on the Issue Closing Date;
- Applications not containing the details of Bank Account and/or Depositories Account.
- In case of Retail Individual Applicants applying through the UPI mechanism, details of UPI ID, not provided in the Application form

For details of instruction in relation to the Application Form, Applicants may refer to the relevant section of GID and UPI Circular.

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:

- i. a tripartite agreement dated 29th November, 2018 with NSDL, our Company and Registrar to the Issue;
- ii. a tripartite agreement dated 15th December, 2018 with CDSL, our Company and Registrar to the Issue;

The Company's shares bear an ISIN: INE02WG01016

- 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. at below mentioned addresses;

<p>Ms. Nikita Company Secretary and Compliance officer 45, Okhla Industrial Estate, Phase-III, New Delhi - 110020 Tel: + 011 66058952 Email: cs@wonderfibromats.com Website: www.wonderfibromats.com</p>	<p>KARVY FINTECH PRIVATE LIMITED Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032 Tel : +91 40 6716 2222 Fax : + 91 40 2343 1551 Website: https://karisma.karvy.com E-mail: einward.ris@karvy.com Investor Grievance E-mail: wonderfibromats.ipo@karvy.com Contact Person : Mr. M Murali Krishna SEBI Registration : INR000000221</p>
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DISPOSAL OF APPLICATIONS AND APPLICATION MONEYS AND INTEREST IN CASE OF DELAY

The Company shall ensure the dispatch of Allotment advice, 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 NSE EMERGE 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 involving an amount of at least ten lakh rupees or one per cent. of the turnover of the company, whichever is lower shall be punishable with imprisonment for a term which shall not be less than six months but which may extend 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.

Provided further that where the fraud involves an amount less than ten lakh rupees or one per cent. of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to twenty lakh rupees or with both.

BASIS OF ALLOTMENT

Allotment will be made in consultation with NSE (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 6,000 equity shares the allotment will be made as follows:
 - a) Each successful applicant shall be allotted 1,600 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 1,600 equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of 1,600 equity shares subject to a minimum allotment of 1,600 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.
6. Since present issue is a fixed price issue, the allocation in the net offer to the public category in terms of Regulation 253 of the SEBI (ICDR) Regulations, 2018 shall be made as follows:
 - a) Minimum of 50% of the net offer of shares to the Public shall be made available for allotment to retail individual investors; and
 - b) The balance net offer of shares to the public shall be made available for allotment to Non-Institutional Investors, including Qualified Institution Buyers, Corporate Bodies/ Institutions.
 - 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.

Explanation: If the retail individual investor category is entitled to more than allocated portion on proportionate basis, the retail individual investors shall be allocated that higher percentage.

Our Company shall ensure that out of total allocated shares to the Category “Non-Institutional Investors, including Qualified Institution Buyers, Corporate Bodies/ Institutions”, at least 15% of net offer of shares to the public shall be allocated to Non-Institutional Investors and not more than 50% shall be allocated to Qualified Institution Buyers including allocation of 5% to Mutual Funds.

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” on page 276 of this Prospectus.

“Retail Individual Investor” means an investor who applies for shares of value of not more than Rs. 2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with the NSE EMERGE.

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 246 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 NSE EMERGE - 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, 2018.

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/unblocking 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 till 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.
7. adequate arrangements shall be made to collect all Application Forms under the ASBA process/ UPI process, as the case may be, while finalising the Basis of Allotment.

UTILIZATION OF ISSUE PROCEEDS

The Board of Directors 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 applicable 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 utilize 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 Foreign Exchange Management Act, 1999 ("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. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India ("RBI") and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP").

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment ("FDI") through press notes and press releases. The DIPP, has issued consolidated FDI Policy Circular of 2017 ("FDI Policy 2017"), with effect from August 28, 2017, which consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2017 will be valid until the DIPP issues an updated circular.

The RBI also issues Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master Circular on Foreign Investment dated July 01, 2015 as updated from time to time by RBI. In terms of the Master Circular, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

In case of investment in sectors through Government Route, approval from competent authority as mentioned in Chapter 4 of the FDI Policy 2017 has to be obtained.

The transfer of shares between an Indian resident to a non-resident does not require the prior approval of the RBI, subject to fulfilment of certain conditions as specified by DIPP/RBI, from time to time. Such conditions include:

(i) where the transfer of shares requires the prior approval of the Government as per the extant FDI policy provided that:

(a) the requisite approval of the Government has been obtained; and
(b) the transfer of shares adheres with the pricing guidelines and documentation requirements as specified by the Reserve Bank of India from time to time.;

ii) where the transfer of shares attract SEBI (SAST) Regulations subject to the adherence with the pricing guidelines and documentation requirements as specified by Reserve Bank of India from time to time;

(iii) where the transfer of shares does not meet the pricing guidelines under the FEMA, 1999 provided that:

(a) The resultant FDI is in compliance with the extant FDI policy and FEMA regulations in terms of sectoral caps, conditionality's (such as minimum capitalization, etc.), reporting requirements, documentation etc.;

(b) The pricing for the transaction is compliant with the specific/explicit, extant and relevant SEBI regulations/guidelines (such as IPO, Book building, block deals, delisting, exit, open offer/substantial acquisition/SEBI SAST); and Chartered Accountants Certificate to the effect that compliance with the relevant SEBI regulations/guidelines as indicated above is attached to the form FC-TRS to be filed with the AD bank; and

(iv) where the investee company is in the financial sector provided that:

(a) Any fit and proper/due diligence requirements as regards the non-resident investor as stipulated by the respective financial sector regulator, from time to time, have been complied with; and

(b) The FDI policy and FEMA regulations in terms of sectoral caps, conditionalities (such as minimum capitalization, pricing, etc.), reporting requirements, documentation etc., are complied with.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors 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. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

Investment conditions/restrictions for overseas entities

Under the current FDI Policy 2017, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Schedule 1, 2, 3, 6, 7, 8, 9, 10 and 11 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations, 2017. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment upto aggregate foreign investment level of 49% or sectoral/statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral/statutory cap.

Investment by FPIs under Portfolio Investment Scheme (PIS)

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24% of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10% and 24% will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

Investment by NRI or OCI on repatriation basis:

The purchase/sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as "Capital Instruments") of a listed Indian company on a recognised stock exchange in India by Non-Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Schedule 3 of the FEMA (Transfer or Issue of security by a person resident outside India) Regulations, 2017.

The total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

Investment by NRI or OCI on non-repatriation basis

As per current FDI Policy 2017, schedule 4 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations - Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non- repatriation basis - will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("US Securities Act") or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of "US Persons" as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

Further, no offer to the public (as defined under Directive 2000/71/EC, together with any amendments) and implementing measures thereto, (the "Prospectus Directive") has been or will be made in respect of the Issue in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such offer made under exemptions available under the Prospectus Directive, provided that no such offer shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Issue.

Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorised. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Prospectus.

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

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this 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 and do not exceed the applicable limits under the laws and regulations.

SECTION IX - MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

Interpretation

I. (1) In these regulations—

“**The Act**” means the Companies Act, 2013.

“**The seal**” means the common seal of the company.

The Company”or “this Company” means **WONDER FIBROMATS LIMITED**.

“**Annual General Meeting**” means a general meeting of the Members held in accordance with the provisions of Section 96 of the Act or any adjourned meeting thereof.

“**Auditors**” means and include those persons appointed as such for the time being by the Company or its Board,

“**Board**” or ‘**Board of Directors**’ or ‘**the Board**’ means the Board of Directors for the time being of the Company.

“**Board Meeting**” means meeting of the Directors or a committee thereof duly called and constituted, or as the case may be, the Directors assembled at the Meeting of the Board of Directors of the Company collectively.

“**Capital**” means the share capital for the time being raised or authorised to be raised, for the purpose of the Company.

“**Debenture**” includes debenture-stock.

“**Dividend**” includes interim dividend.

* Alteration of Articles of Association and insert the clause 8. Regarding Bonus issue has been approved by the shareholders of the Company in its Extra Ordinary General Meeting held on 30th July 2018.

“**Extraordinary General Meeting**”, means an extraordinary general meeting of the Members duly called and constituted and any adjourned meeting thereof.

“**Member**” means the duly registered holder from time to time of the shares of the Company and includes the subscribers of the Memorandum of Association of the Company.

“**Meeting**”or “**General Meeting**” means a meeting of members.

“**Month**” means a calendar month.

“**Office**” means the registered office for the time being of the Company.

A resolution shall be an ordinary resolution when at a general meeting of which the notice required under the Act has been duly given, the votes cast (whether on a show of hands, or on a poll as the case may be) in favour of the resolution (including the casting vote, if any, of the chairman) by members, who being entitled so to do, vote in person, or where proxies are allowed, by proxy, exceed the votes, if any, cast against the resolution by members so entitled and voting.

“**Paid-up**” includes credited as paid-up.

“**Persons**” includes corporations and firms as well as individuals.

“**Postal Ballot**” shall mean voting by post through ballot papers distributed amongst eligible voters and shall include voting by electronic mode.

“**Register of Members**” means the Register of Members to be kept pursuant to the Act.

“**Registrar**” means the Registrar of Companies of the State in which the Registered Office of the Company is for the time being situated.

“**Secretary**” means any individual possessing the qualification prescribed for the time being by or under the Act or any rules made thereunder and appointed to perform the duties, which may be performed by Secretary under the Act, and any other ministerial or administrative duties.

“**Share**” means share in the share capital of the Company and includes stock except where a distinction between stock and share is expressed or implied.

“**Small Shareholder**” means a shareholder holding shares of the nominal value of twenty thousand rupees or such other sum as may be prescribed.

A resolution shall be a special resolution when:-

- (a) the intention to propose the resolution as a special resolution has been duly specified in the notice convening the general meeting or other, intimation given to the members of the resolution.
- (b) the notice required under the Act has been duly given, and
- (c) the votes cast in favour of the resolution whether on a show of hands, or on a poll as the case may be by members, who being entitled so to do, vote in person, or where proxies are allowed, by proxy, are not less than three times the number of the votes, if any, cast against the resolution by members so entitled, and voting.

“**Written**” and “**In Writing**” include printing, lithography, computer modes and other modes of representing or reproducing words in a visible form.

“**Year**” means the calendar year and “**Financial Year**” shall have the meaning assigned thereto by Section 2(41) of the Act.

Words importing the singular number include, where the context admits or requires the plural number and vice versa. Words importing the masculine gender also include the feminine gender,

(2) The marginal notes used in these Articles shall not affect the construction or meaning of the subject.

(3) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

Share capital and variation of rights

- II. 1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of 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 and at such time as they may from time to time think fit.
2. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided, –
- (a) one certificate for all his shares without payment of any charges; or
- (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
- (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
- (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
3. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
- (ii) The provisions of Articles (2) and (3) shall *mutatis mutandis* apply to debentures of the company.
4. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in anyway to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
5. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

6. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
7. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.
8. The Company in general meeting may decide to issue fully paid up bonus share to the member(s) if so recommended by the Board of Directors.

Underwriting And Brokerage

- 9.(i) The company may exercise the powers of paying commissions conferred by section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.

(ii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

(iii) The rate or amount of the commission shall not exceed in the case of shares, five per cent of the price at which the shares are issued and in the case of debentures, shall not exceed two and a half per cent of the price at which the debentures are issued. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.

Lien

- 10.(i) The company shall have a first and paramount lien—

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

(ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

11. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

12.(i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

13.(i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

Calls on shares

14.(i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times. The Option or right to call of shares shall not be given to any person except with the sanction of the company in general meeting:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

15. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.

16. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

17.(i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

18.(i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes

of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

19. The Board—

- (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
- (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance but shall not in respect thereof confer a right to dividend or to participate in profits.

Transfer of shares

20. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(ii) A common form of for instruments of transfer which may from time to time be altered by the Directors

(iii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

(iv) The Board shall not refuse the registration of transfer 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.

21. The Board may, subject to the right of appeal conferred by section 58 decline to register—

- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
- (b) any transfer of shares on which the company has a lien.

22. The Board may decline to recognise any instrument of transfer unless—

- (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- (c) the instrument of transfer is in respect of only one class of shares.

23. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

24. a) No fee shall be charged for:

- i. Registration of transfer of the Company's shares, debentures and Detachable warrants;
- ii. Sub-division and consolidation of share certificates, debenture certificates and detachable warrants and for sub-division of letters of allotment and split, consideration, renewal and pucca transfer receipts into denomination corresponding to the market units of trading;
- iii. sub-division of renounceable letters of right;
- iv. issue of new certificates in replacement of those which are old, decrepit or worn out or where the pages on the reverse for recording transfer have been fully utilized;
- v. registration of any power of attorney, probate, letters of administration or similar other documents.

a) Fees as agreed upon with the Stock Exchanges will be charged for :

- i. issue of new certificate in replacement of those that are torn, defaced, lost or destroyed;
- ii. sub-division and consolidation of shares and debenture certificates and for sub-division of letters of allotment and split, consolidation renewal and pucca transfer receipts into denominations other than those fixed for the market unit of trading.

Transmission of shares

25.(i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a soleholder, shall be the only persons recognised by the company as having any title to his interest in the shares.

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

26. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—

- (a) to be registered himself as holder of the share; or
- (b) to make such transfer of the share as the deceased or insolvent member could have made.

(ii) 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.

27.(i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) 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 or transfer were a transfer signed by that member.

28. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

Forfeiture of shares

29. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

30. The notice aforesaid shall—

(a) name a further day (not being earlier than the expiry 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

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

31. If the requirements of any such notice as aforesaid 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.

32. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

33. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

(ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

- 34.(i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, 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;
- (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
- (iii) The transferee shall thereupon be registered as the holder of the share;
- (iv) The transferee 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.
35. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Alteration of capital

36. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
37. Subject to the provisions of section 61, the company may, by ordinary resolution,—
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
- (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
38. Where shares are converted into stock,—

(a) 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) the holders of stock shall, according to the amount of 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 in the 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.

(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stockholder” respectively.

39. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

- (a) its share capital;
- (b) any capital redemption reserve account; or
- (c) any share premium account.

Capitalisation of profits

40. (i) The company in general meeting may, upon the recommendation of the Board, resolve—

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company’s reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—

- (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
- (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
- (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
- (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
- (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

41. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and

(b) generally do all acts and things required to give effect thereto.

(ii) The Board shall have power—

- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
- (b) 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 profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
- (iii) Any agreement made under such authority shall be effective and binding on such members.

Buy-back of shares

42. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

General Meetings

43. All general meetings other than annual general meeting shall be called extraordinary general meeting.

- 44.(i) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at General Meetings

- 45.(i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

46. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

47. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

48. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

Adjournment of meeting

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49. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (iii) 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.
- (iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

50. Subject to any rights or restrictions for the time being attached to any class or classes of shares, –
- (a) on a show of hands, every member present in person shall have one vote; and
- (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
51. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
52. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
53. 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.
54. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
55. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
56. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

57. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than

24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

58. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

59. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given: Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

60. The Person named hereinafter are the First Director of the Company:

1. Mr. Yogesh Anand
2. Mr. Harsh Kumar Anand
3. Mr. Yogesh Sahni

Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (including Debenture and Alternate Directors) shall not be less than three and not more than fifteen. Provided that a company may appoint more than fifteen directors after passing a special resolution.

61. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(b) in connection with the business of the company.

62. The Board may pay all expenses incurred in getting up and registering the company.

63. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.

64. All cheques, promissory notes, drafts, *hundis*, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

65. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

66.(i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

Proceedings of the Board

67.(i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

68.(i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

69. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

70.(i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

71.(i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

72.(i) A committee may elect a Chairperson of its meetings.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

73.(i) A committee may meet and adjourn as it thinks fit.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

74. All acts done in any meeting of the Board or of 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 of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
75. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.
76. In case of a One Person Company—
- (i) where the company is having only one director, all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118;
 - (ii) such minutes book shall be signed and dated by the director;
 - (iii) the resolution shall become effective from the date of signing such minutes by the director.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

77. Subject to the provisions of the Act,—
- (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;
 - (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
78. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

The Seal

79. (i) The Board shall provide for the safe custody of the seal.
- (ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

Dividends and Reserve

80. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
81. Subject to the provisions of section 123, 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.

- 82.(i) The Board may, before recommending any dividend, set aside out of the profit of the company such sums as it thinks fit 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 equalizing 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.
- (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
- 83.(i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
- (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
- (iii) 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 dividend as from a particular date such share shall rank for dividend accordingly.
84. 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 or otherwise in relation to the shares of the company.
- 85.(i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed 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 on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
86. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
87. 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.
88. No dividend shall bear interest against the company.
89. The Company shall not forfeit any unpaid or unclaimed dividend and such dividends shall be dealt with according to the provisions of the Companies Act, 2013..

Accounts

- 90.(i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

Dematerialisation Of Securities

91. The provisions of this Article shall apply notwithstanding anything to the contrary contained in any other Articles.

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 & Exchange Board of India; established under Section 3 of the Securities & Exchange Board of India Act, 1992 and

“**Depository**” means a company formed and registered under the Companies Act, and which has been granted a certificate of registration to act as depository under Securities & Exchange Board of India Act, 1992; and wherein the securities of the Company are dealt with in accordance with the provisions of the Depositories Act, 1996.

2. The Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act, 1996.

3. Every holder of or subscriber to securities of the Company shall have the option to receive certificates for such securities or to hold the securities with a Depository. Such a person who is the beneficial owner of the securities can at any time opt out of a depository, if permitted by law, in respect of any securities in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates for the Securities.

If a person opts to hold his Securities with the depository, the Company shall intimate such depository the details of allotment of the Securities, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the Securities.

4. All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in Section 89 of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.

5.(a) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of securities of the Company on behalf of the beneficial owner.

(b) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.

(c) Every person holding securities of the Company and whose name is entered as the beneficial owner of securities in the record of the depository shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of the securities which are held by a depository and shall be deemed to be a Member of the Company.

6. Notwithstanding anything contained in the Act or these Articles to the contrary, where securities of the Company are held in a depository, the records of the beneficiary ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.
7. Nothing contained in Section 108 of the Act or these Articles, shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.
8. Notwithstanding anything contained in the Act or these Articles, where securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.
9. Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held with a depository.
10. The Register and Index of beneficial owners maintained by a depository under the Depositories Act, 1996 shall be deemed to be the Register and Index of Members and Security holders for the purposes of these Articles.

Audit

92. Auditors shall be appointed and their rights and duties regulated in accordance with Sections 139 to 147 of the Act.
The First Auditor or Auditors of the Company shall be appointed by the Board within 30 days of the date of registration of the Company and the Auditor or Auditors so appointed shall hold office until the conclusion of the Sixth Annual General Meeting provided that the Company may, at a General Meeting, remove any such Auditor or all of such Auditors and appoint in his or their place by Special Resolution.

Copies Of Memorandum And Articles To Be Sent To Members

93. Copies of the Memorandum and Articles of Association of the Company and other documents referred to in Section 17 of the Act shall be sent by the Board to every Member at his request within 7 days of the request on payment of prescribed fees for each copy.

94 *Documents And Notices*

(1) A document or notice may be served on a Company or any officer thereof by sending it to the Company or the Officer at the registered office of the Company sending it by registered post or by speed post or by courier service, or by leaving it at its registered office or by means of such electronic or other mode as may be prescribed.

(2) A Document may be Served upon the Registrar or any member by sending it to his office or address by post or registered post or speed post or courier service or by delivering at his office or address or by means of such electronic or other mode as may be prescribed. Provided that a member may request for delivery of any documents through a particular mode Now the Documents will have to be sent to a member to his address, in India or abroad.

(3) Documents or notices of every General Meeting shall be served or given in the same manner hereinbefore on or to (a) All the members, legal Representative of any deceased member or assignee of the insolvent member (b) Auditors and (c) the Directors of the Company, in writing or through Electronic mode.

(4) Any document or notice to be served or given by the Company may be signed by the Directors, Key Managerial Personnel or an Officer of the Company duly Authorised by the Board of Directors in this behalf and the signatures thereto may be written, printed or lithographed.

Borrowing Powers

95. The Board may, from time to time, at its discretion subject to the provisions of Section 179 of the Act, raise or borrow, and secure the payment of any sum or sums of money for the purpose of the Company; provided that the Board shall not without the sanction of the Company in General Meeting borrow any sum of money which together with money borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate for the time being of the paid up capital of the Company and its free reserves, that is to say, reserves not set aside for any specific purpose.
96. The Board may raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular, by the issue of bonds, perpetual or redeemable, debentures or debenture-stock, or any mortgage, or other security on the undertaking of the whole or any part of the property of the Company (both present and future), including its uncalled capital for the time being.

Winding up

97. Subject to the provisions of Chapter XX of the Act and rules made thereunder—

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Secrecy

98. Subject to the provisions of these Articles and the Act no member, or other person (not being a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties of the Company without the permission of the Directors or to require discovery of or any information respecting any detail 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 of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interest of the Company to communicate.

Indemnity

99. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

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 this 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 delivered to the Registrar of Companies for registration, and also the documents for inspection referred to hereunder, may be inspected at our Registered Office of our Company from 10.00 am to 5.00 pm on Working Days from the date of this Prospectus until the Issue Closing Date.

MATERIAL CONTRACTS

- 1) Memorandum of Understanding dated 11th September, 2018 between our Company and the Lead Manager to the Issue.
- 2) Memorandum of Understanding dated 11th September, 2018 entered into with Karvy Computershare Private Limited to appointing them as the Registrar to the Issue.
- 3) Copy of tripartite agreement dated 29th November, 2018 between NSDL, our Company and Karvy Computershare Private Limited.
- 4) Copy of tripartite agreement dated 15th December, 2018 between CDSL, our Company and Karvy Computershare Private Limited.
- 5) Public Issue Account Agreement dated 25th June, 2019 between our Company, the Lead Manager, Banker to the Issue/Sponsor Bank and the Registrar to the Issue..
- 6) Market Making Agreement dated 20th May, 2019 between our Company, Lead Manager and Market Maker.
- 7) Underwriting Agreement dated 20th May, 2019 between our Company and Underwriters.

DOCUMENTS FOR INSPECTION

- 1) Memorandum and Articles of Association of our Company as amended from time to time.
- 2) Copy of the resolution passed at the meeting of the Board of Directors held on 6th August, 2018 approving the issue.
- 3) Copy of the resolution passed by the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting held on 31st August, 2018.
- 4) Copy of Shareholders resolution dated 30th July, 2018 appointing Mr. Harsh Kumar Anand as the Managing Director for a period of Five (5) years w.e.f. 30th July, 2018 and approving their remuneration and terms.
- 5) Copies of Annual Reports of the Company for the five (5) financial years ended on March 31, 2019, 2018, 2017, 2016 & 2015.
- 6) Consents of the Directors, Company Secretary/Compliance Officer, Chief Financial Officer,

Statutory / Peer Review Auditors, Lead Manager to the Issue, Underwriters, Market Makers, Bankers to the Issue, Legal Advisors to the Issue, and Registrars to the Issue, to include their names in the Prospectus to act their respective capacities.

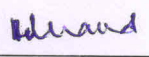
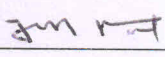

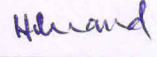
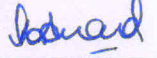
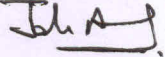
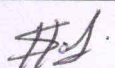

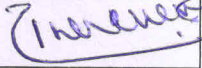
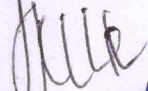
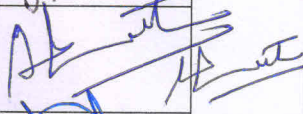
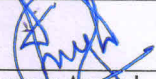
- 7) Audit report and restated financial information issued by Peer Review Auditors i.e. M/s. Ramanand & Associates, Chartered Accountants, dated 24th June, 2019 included in the Prospectus.
- 8) Letter dated 10th September, 2018 from the statutory Auditors of our Company, M/s AYK & Associates, Chartered Accountants, detailing the tax benefits.
- 9) Copy of certificate from the statutory Auditors of our Company, M/s AYK & Associates, Chartered Accountants, dated 21st June, 2019, regarding the sources and deployment of funds as on 31st May, 2019.
- 10) Board Resolution dated 2nd July, 2019, for approval of Prospectus.
- 11) Due Diligence Certificate dated 2nd July, 2019 to be submitted to SEBI from Lead Manager viz. Navigant Corporate Advisors Limited along with the filing of the Prospectus.
- 12) Copy of approval from NSE vide letter dated 13th November, 2018 to use the name of NSE in this offer document for listing of Equity Shares NSE EMERGE.

Any of the contracts or documents mentioned in this Prospectus may be amended or modified at any time, if so required, in the interest of our Company or if required by the other parties, without reference to the shareholders, subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

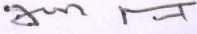
We, the under signed, hereby certify and declare that, all relevant provisions of the Companies Act, 2013, applicable provisions of Companies Act, 1956 and the guidelines issued by the Government of India or the Regulations/Guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Prospectus is contrary to the provisions of the Companies Act, 2013, applicable provisions of Companies Act, 1956, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations / guidelines issued, as the case may be. We further certify that all the disclosures and statements made in the Prospectus are true and correct.

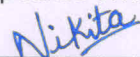
Signed by all the Directors of Our Company

NAME	DESIGNATION	DIN	ADDRESS	SIGNATURE
Mr. Harsh Kumar Anand	Managing Director	00312438	E-279 Greater Kailash-II South Delhi 110048	
Mr. Yogesh Anand	Executive and Non Independent Director	00425775	C-62 Sector-44, Noida Gautam Budh Nagar 201301 UP	
Mr. Yogesh Sahni*	Executive and Non Independent Director	00811667	8, Sri Ram Road, Civil Lines, Delhi 110054	
Mr. Rohit Anand*	Executive and Non Independent Director	00317492	E-279 Greater Kailash Part-II South Delhi 110048	
Mr. Karan Anand	Executive and Non Independent Director	05253410	E-279 Greater Kailash Part-II South Delhi 110048	
Mr. Jatin Anand	Executive and Non Independent Director	07507727	C-62 Sector-44, Noida Gautam Budh Nagar 201301 UP	
Mr. Siddhant Sahni	Executive and Non Independent Director	07508004	8 Shri Ram Road Civil Lines Delhi-110054	
Mrs. Neerja Sahni*	Executive and Non Independent Director	08180342	8 Shri Ram Road Civil Lines Delhi-110054	
Mr. Praveen Chand Khanna	Independent Director	00535792	House No. 17, Alipur Road, Civil Lines, North Delhi 110054	
Mr. Jugal Kishore Chugh	Independent Director	01254901	I-208, Plot No. E 8 B, Parsvnath Gardenia Sector-61, Gautam Buddha Nagar Noida 201301 UP	
Mr. Sunil Malhotra	Independent Director	08183343	Flat No.-402, Tower C-6, The Legend, Sushant Lok 3, Sector-57, Gurgaon 122011 HR	
Mr. Amarbir Singh Bhatia	Independent Director	08183825	A-151, Defence Colony, Lajpat Nagar Delhi 110024	

*Mr. Rohit Anand has signed through his constituted power of attorney holder Mr. Harsh Kumar Anand, Mr. Yogesh Sahni has signed through his constituted power of attorney holder Mr. Siddhant Sahni and Mrs. Neerja Sahni has signed through her constituted power of attorney holder Mr. Siddhant Sahni.

Signed by Chief Financial Officer and Company Secretary and Compliance officer of the Company.


 Mr. Yogesh Anand
 Chief Financial Officer
 Place: New Delhi
 Date: 02.07.2019


 Ms. Nikita
 Company Secretary and Compliance Officer

DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY NAVIGANT CORPORATE ADVISORS LIMITED

TABLE:1

Sr. No.	Issue Name	Issue Size (Rs. Cr.)	Issue Price (Rs.)	Listing Date	Opening Price on Listing Date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Prabhat Telecoms (India) Limited	11.22	51.00	03-08-2016	61.20	+43.14% (+3.01%)	+47.06% (+0.65%)	+54.90% (+0.55%)
2	KMS Medisurgi Limited	2.70	30.00	24-04-2017	30.00	+0% (+2.18%)	+2.17% (+8.00%)	+0.33% (+9.22%)
3	Pure Giftcarat Limited	7.45	13.00	08-05-2017	10.80	+0.77% (+4.49%)	+0% (+8.02%)	+8.85% (+12.56%)
4	Jalan Transolutions (India) Limited	17.71	46.00	31-05-2017	41.50	-21.74% (-0.72%)	-27.07% (+0.78%)	-12.28% (+8.28%)
5	G G Engineering Limited	2.23	20.00	17-07-2017	21.00	+9.50% (-0.87%)	+119.75% (+1.12%)	+155.00% (+7.85%)
6	Keerti Knowledge & Skills Limited	4.05	52.00	07-08-2017	51.05	-9.02% (-1.90%)	-27.12% (+4.37%)	+1.92% (+8.65%)
7	Ashok Masala Mart Limited	2.01	10.00	22-08-2017	12.00	-19.40% (+3.45%)	-6.50% (+7.65%)	-7.50% (+8.69%)
8	Manav Infra Projects Limited	5.51	30.00	18-09-2017	32.00	-32.50% (+0.50%)	-40.83% (+3.21%)	-48.33% (+3.89%)
9	Ajooi Biotech Limited	6.59	30.00	02-01-2018	36.00	+51.33% (+6.19%)	+3.33% (-1.65%)	-20.00% (+4.77%)
10	Continental Seeds and Chemicals Limited	4.21	26.00	04-04-2018	27.30	-16.19% (+5.74%)	-26.92% (+7.15%)	-47.50% (+9.72%)
11	Power and Instrumentation (Gujarat) Limited	6.15	33.00	23-04-2018	35.00	-6.36% (+0.58%)	-48.48% (+5.94%)	-63.64% (-0.39%)
12	Dr Lalchandani Labs Limited	4.20	30.00	09-05-2018	29.95	-2.50% (+0.35%)	+3.17% (+6.64%)	-20% (-2.84%)
13	Sirca Paints India Limited	77.91	160.00	30-05-2018	162.00	-5.25% (+1.48%)	+49.78% (+10.85%)	+36.50% (+0.21%)
14	Rajnish Wellness Limited	11.98	95.00	09-07-2018	100.00	+18.05% (+5.43%)	+20.84% (-4.33%)	+37.00% (+0.67%)
15	Akg Exim Limited	5.52	31.00	25-09-2018	32.25	+5.16% (-7.14%)	+3.23% (-2.48%)	+15.81% (+4.13%)

Note: The 30th, 90th, and 180th calendar days has been taken as listing date plus 29, 89, 179 calendar days respectively. Where the 30th day / 90th day / 180th day falls on BSE / NSE Trading holiday or falls on day when there is no trade in equity share of the respective company, preceding trading day has been considered. BSE SENSEX has been considered as the benchmark index. We have taken the Issue Price to calculate the % of change in closing price as on 30th, 90th, and 180th calendar day.

TABLE 2: SUMMARY STATEMENT OF DISCLOSURE OF PAST ISSUED HANDELED BY NAVIGANT CORPORATE ADVISORS LIMITED

Financial Year	Total No. of IPOs	Total amount of funds raised (Rs. Cr.)	No. of IPOs trading at discount - 30th calendar days from listing				No. of IPOs trading at premium - 30th calendar days from listing				No. of IPOs trading at discount - 180th calendar days from listing				No. of IPOs trading at premium - 180th calendar days from listing			
			Over 50%		Less than 50%		Over 50%		Less than 25%		Over 50%		Less than 25%		Over 50%		Less than 25%	
			N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
2019-2020	0	N.A.																
2018-2019	6	109.97	0	0	4	0	0	2	1	1	1	0	2	1				
2017-2018	8	48.25	0	1	3	0	0	3	1	3	1	0	1	0	3			
2016-2017	1	11.22	0	0	0	0	1	0	0	0	0	1	0	0				