Prospectus
Fixed Price Issue
Dated: November 02, 2017
Please read Section 26 of the Companies Act, 2013

VERTOZ ADVERTISING LIMITED

Corporate Identification Number: U74120MH2012PLC226823

Our Company was originally incorporated as Vertoz Media Private Limited on February 13, 2012 with the Registrar of Companies, Maharashtra, Mumbai as a private limited Company under the provisions of the Companies Act, 1956. Subsequently our Company was converted into public limited Company pursuant to shareholders resolution passed at the Extra-Ordinary General Meeting held on May 22, 2017 and the name of our Company was changed to Vertoz Media Limited. A fresh certificate of incorporation consequent upon conversion to public limited Company was issued by the Registrar of Companies, Mumbai on June 09, 2017. Pursuant to a resolution of our Shareholders passed on June 14, 2017, the name of our Company was changed to Vertoz Advertising Limited and a fresh certificate of incorporation consequent upon change of name was issued by the Registrar of Companies, Mumbai on July 07, 2017. For further details of our Company, please refer "*General Information*" and "*History and Certain Other Corporate Matter*" on page numbers 35 and 81, respectively of this Prospectus.

Registered Office: 602, Avior, Nirmal Galaxy L.B.S. Marg, opp. Johnson & Johnson, Mulund (west) Mumbai- 400080
Contact Person: Sumitkumar R. Sharma, Company Secretary and Compliance Officer, **Tel:** + 91-22-61426030; **Fax:** +91-22-61426061,
Website: www.vertoz.com , **E-mail:** compliance@vertoz.com

PROMOTERS: HIRENKUMAR SHAH & ASHISH SHAH

PUBLIC ISSUE OF 15,84,000 EQUITY SHARES OF A FACE VALUE OF RS. 10/- EACH (THE "EQUITY SHARES") OF VERTOZ ADVERTISING LIMITED ("OUR COMPANY" OR "VAL" OR "THE ISSUER") FOR CASH AT A PRICE OF RS. 108/- PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF RS. 98.00 PER EQUITY SHARE) ("ISSUE PRICE") AGGREGATING TO RS. 1710.72 LAKHS ("THE ISSUE") OF WHICH 79,200 EQUITY SHARES AGGREGATING TO RS. 85.54 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 15,04,800 EQUITY SHARES OF FACE VALUE OF RS. 10.00 EACH AT AN ISSUE PRICE OF RS. 108.00 PER EQUITY SHARE AGGREGATING TO RS. 1625.18 LAKHS IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.47% AND 25.14%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE REFER "TERMS OF THE ISSUE" ON PAGE 176 OF THIS PROSPECTUS.

THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER XB OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 (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 43(4) OF THE SEBI (ICDR) REGULATIONS, AS AMENDED. FOR FURTHER DETAILS, PLEASE REFER "ISSUE PROCEDURE" ON PAGE 183 OF THIS PROSPECTUS.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, all potential investors shall participate in the Issue only through an Application Supported by Blocked Amount ("**ASBA**") process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("**SCSBs**") for the same. For details in this regard, specific attention is invited to "*Issue Procedure*" on page 183 of this Prospectus. A copy of this Prospectus has been 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. 10.00 EACH AND THE ISSUE PRICE OF RS. 108.00 IS 10.80 TIMES OF THE FACE VALUE

ELIGIBLE INVESTORS

For details in relation to Eligible Investors, please refer to section titled *"Issue Procedure"* on page 183 of this Prospectus.

RISKS IN RELATION TO 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. 10.00 and the Issue price of Rs.108.00 per Equity Share is 10.80 times of the face value. The Issue Price (as determined by our Company in consultation with the Lead Manager, as stated under '*Basis for the Issue Price*' on page 60 of this Prospectus) should not be taken to be indicative of the market price of the Equity Shares after such 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 '*Risk Factors*' on page 11 of this Prospectus.**

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 the Issue, which is material in the context of the 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 Emerge Platform of National Stock Exchange of India Limited ("NSE Emerge") in terms of the Chapter XB of the SEBI (ICDR) Regulations, as amended from time to time. Our Company has received an in-principle approval letter dated October 23, 2017 from National Stock Exchange of India Limited for using its name in the Offer Document for listing of our shares on the Emerge Platform of National Stock Exchange of India Limited. For the purpose of this Issue, the Designated Stock Exchange will be the National Stock Exchange of India Limited.

LEAD MANAGER TO THE ISSUE	REGISTAR TO THE ISSUE
GUINESS *Redefining Services*	KARVY Computershare
GUINESS CORPORATE ADVISORS PRIVATE LIMITED 18 Deshapriya Park Road, Kolkata - 700 026, West Bengal, India **Tel:** +91 - 33 - 3001 5555, **Fax:** +91 - 33 - 3001 5531 **Email:**gcapl@guinessgroup.net **Investor Grievance Email:** gcapl.mbd@guinessgroup.net **Website:**www.guinessonline.net **Contact Person:** Alka Mishra / Mohit Baid **SEBI Registration No.:** INM 000011930	**KARVY COMPUTERSHARE PRIVATE LIMITED** Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500 032, **Tel. No.:** +91 40-67162222, **Fax No.:** +91 40-23431551 **E-mail:** einward.ris@karvy.com **Investor grievance email:** vertozmedia.ipo@karvy.com **Website:** www.karisma.karvy.com **Contact Person:** M Murli Krishna **SEBI Registration No.:** INR000000221

ISSUE PROGRAMME

ISSUE OPENS ON:	**TUESDAY, NOVEMBER 14, 2017**
ISSUE CLOSES ON:	**THURSDAY, NOVEMBER 16, 2017**

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SECTION I - GENERAL
DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates or implies, the following terms shall have the meanings provided below in this Prospectus, and references to any statute or regulations or policies will include any amendments or re-enactments thereto, from time to time. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

The words and expressions used but not defined herein shall have the same meaning as is assigned to such terms under the SEBI (ICDR) Regulations, the Companies Act, the SCRA, the Depositories Act and the rules and regulations made thereunder.

Company Related Terms

Term	Description
"Vertoz Advertising Limited", "VAL", "We" or "us" or "our Company" or "the Issuer'	Unless the context otherwise requires, refers to Vertoz Advertising Limited, a Company incorporated under the Companies Act, 1956 vide a certificate of incorporation issued by the Registrar of Companies, Maharashtra.
"you", "your" or "yours"	Prospective investors in this Issue.
AOA/Articles / Articles of Association	Unless the context otherwise requires, refers to the Articles of Association of Vertoz Advertising Limited, as amended from time to time.
Audit Committee	The committee of the Board of Directors constituted as the Company's Audit Committee in accordance with Regulation 18 of the SEBI (LODR) Regulations and Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014.
Board/ Board of Directors / Our Board	The Board of Directors of our Company, including all duly constituted Committees thereof.
Director(s)	Director(s) on the Board of our Company, as appointed from time to time, unless otherwise specified.
Equity Shareholders	The holders of the Equity Shares.
Equity Shares/Shares	The equity shares of our Company of a face value of Rs.10.00 each unless otherwise specified in the context thereof.
Group Companies/Entities	Such companies/entities as covered under the applicable accounting standards and such other companies as considered material by the Board. For details of our Group Companies/ entities, please refer "*Group Entities*" on page 106 of this Prospectus.
Key Management Personnel / KMP	Key management personnel of our Company in terms of the SEBI (ICDR) Regulations and the Companies Act, 2013. For details, please refer "*Our Management*" on page 85 of this Prospectus.
MoA/Memorandum of Association	The memorandum of association of our Company, as amended.
Non Resident	A person resident outside India, as defined under FEMA Regulations.
Non-Resident Indian/ NRI	A person resident outside India, who is a citizen of India or a Person of Indian Origin as defined under FEMA Regulations, as amended.
Overseas Corporate Body / OCB	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trusts in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under the Foreign Exchange Management (Deposit) Regulations, 2000. **OCBs are not allowed to invest in this Issue.**
Peer Reviewed Auditor	The independent peer reviewed Auditor of our Company M/s. ADV & Associates, Chartered Accountants.
Person or Persons	Any Individual, Sole Proprietorship, Unincorporated Association, Unincorporated Organization, Body Corporate, Corporation, Company, Partnership Firm, Limited Liability Partnership, 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.
Promoter Group	Persons and entities constituting the promoter group of our Company, pursuant to Regulation 2(1)(zb) of the SEBI (ICDR) Regulations.
Promoters	Hirenkumar Shah and Ashish Shah
Registered Office	The registered office of our Company situated at 602, Avior, Nirmal Galaxy, L.B.S Marg, opp. Johnson & Johnson, Mulund (West), Mumbai-400 080.
Registrar of Companies/RoC	Registrar of Companies, Maharashtra situated at Mumbai.

Restated Consolidated Financial Statements	Restated consolidated summary statement of assets and liabilities as at March 31, 2017, March 31, 2016 and for the period ended June 30, 2017 and restated consolidated summary statement of profit and loss and the restated consolidated summary statement of cash flow for each of the years ended March 31, 2017, March 31, 2016 and for the period ended June 30, 2017 for the Company and its Subsidiaries.
Restated Financial Statements	Collectively, the Restated Consolidated Financial Statements and Restated Standalone Financial Statements.
Restated Standalone Financial Statements	Restated standalone summary statement of assets and liabilities as at March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014, March 31, 2013 and for the period ended June 30, 2017 and restated standalone summary statement of profit and loss and the restated standalone summary statement of cash flow for each of the years ended March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014, March 31, 2013 and for the period ended June 30, 2017 for the Company.
Statutory Auditor	The Statutory Auditor of our Company, M/s. Nakrani & Co., Chartered Accountants.
Subsidiaries	Subsidiaries and step down subsidiaries of our Company namely, Vertoz Inc., Vertoz Limited, Vertoz Advertising FZ-LLC and AdNet Holdings INC.

Issue Related Terms

Term	Description
Acknowledgement Slip	The slip, document or counter foil issued by the Designated Intermediary to an Applicant as proof of having accepted the Application Form.
Allot / Allotment /Allotted	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Issue of Equity Shares to the successful Applicants.
Allottee	A successful Applicant to whom the Equity Shares are Allotted.
Applicant	Any prospective investor who makes an application pursuant to the terms of this Prospectus and the Application Form. Pursuant to SEBI (Issue of Capital and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, with effect from January 01, 2016 all applicants participating in this Issue are required to mandatorily use the ASBA facility to submit their Applications.
Application	An indication to make an offer during the Issue Period by an Applicant, pursuant to submission of Application Form, to subscribe for or purchase our Equity Shares at the Issue Price including all revisions and modifications thereto, to the extent permissible under the SEBI (ICDR) Regulations.
Application Amount	The number of Equity Shares applied for and as indicated in the Application Form multiplied by the price per Equity Share payable by the Applicants on submission of the Application Form.
Application Form	The form in terms of which an Applicant shall make an Application and which shall be considered as the application for the Allotment pursuant to the terms of this Prospectus.
Application Supported by Blocked Amount/ ASBA	The application (whether physical or electronic) by an Applicant to make an Application authorizing the relevant SCSB to block the Application Amount in the relevant ASBA Account 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 potential investors shall participate in the Issue only through ASBA process providing details about the bank account which will be blocked by the SCSBs.
ASBA Account	Account maintained with an SCSB and specified in the Application Form which will be blocked by such SCSB to the extent of the appropriate Application Amount in relation to an Application by an Applicant.
ASBA Applicant(s)	Any prospective investors in this Issue who apply for Equity Shares of our Company through the ASBA process in terms of this Prospectus.
Banker to the Issue	Bank which are clearing members and registered with SEBI as banker to an issue and with whom the Public Issue Account will be opened, in this case being ICICI Bank Ltd.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue, described in "*Issue Procedure-Basis of Allotment*" on page 190 of this Prospectus.
Broker Centres	Broker centres notified by the Stock Exchange, where the Applicants can submit the Application Forms to a Registered Broker. The details of such broker centres, along with the name and contact details of the Registered Brokers, are available on the website

Term	Description
	of the National Stock Exchange of India Limited www.nseindia.com.
Broker to the Issue	All recognized members of the stock exchange would be eligible to act as the Broker to the Issue.
Business Day	Any day on which commercial banks are open for the business.
CAN / Allotment Advice	The note or advice or intimation of Allotment, sent to each successful Applicant who has been or is to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange.
Client ID	Client identification number of the Applicant's beneficiary account.
Collection Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms.
Compliance Officer	The Company Secretary of our Company i.e. Sumitkumar R. Sharma.
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the Lead Manager, the Registrar to the Issue and the Stock Exchange and a list of which is available at www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time.
Collecting Depository Participant or CDP	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.
Demographic Details	The details of the Applicants including the Applicants' address names of the Applicants' father/husband, investor status, occupations and bank account details.
Depository / Depositories	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996.
Depository Participant / DP	A depository participant as defined under the Depositories Act.
Designated CDP Locations	Such locations of the CDPs where Applicants can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the respective websites of the Stock Exchanges (www.nseindia.com).
Designated Date	The date on which the amounts blocked by the SCSBs are transferred from the ASBA Accounts to the Public Issue Account or unblock such amounts, as appropriate in terms of this Prospectus.
Designated Intermediaries / Collecting Agent	An SCSB with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Registered Broker, Designated CDP Locations for CDP, 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 / Market Maker	In our case, Guiness Securities Limited having its Registered office at 10, Canning Street, 5th Floor, Kolkata-700 001, West Bengal and Corporate office at Guiness House, 18, Deshapriya Park Road, Kolkata-700 026, West Bengal, India.
Designated RTA Locations	Such locations of the RTAs where Applicants 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 website of the Stock Exchange (www.nseindia.com).
Designated SCSB Branches	Such branches of the SCSBs which shall collect the Application Forms, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange/ Stock Exchange	National Stock Exchange of India Limited.
Draft Prospectus / DP	The Draft Prospectus dated September 27, 2017, filed with National Stock Exchange of India Limited.
Eligible NRI	A non-resident Indian, resident in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to subscribe for the Equity Shares.
Eligible QFI	Qualified Foreign Investors from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity Shares offered thereby and who have opened dematerialised accounts with SEBI registered qualified depositary participants as QFIs and are deemed as FPIs under the SEBI FPI Regulations.
First Applicant	The Applicant whose name appears first in the Application Form or the Revision Form.

Term	Description
General Information Document	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 and included in "*Issue Procedure*" on page 183 of this Prospectus.
Issue / Public issue / Issue size / Initial Public issue / Initial Public Offer / Initial Public Offering/IPO	Public issue of 15,84,000 Equity Shares of face value of Rs.10.00 each of our Company for cash at a price of Rs.108.00 per Equity Share (including a share premium of Rs.98.00 per Equity Share) aggregating to Rs. 1710.72 lakhs by our Company, in terms of this Prospectus.
MoU / Memorandum of Understanding	The agreement dated August 10, 2017 entered into between our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Closing Date	The date on which the Issue closes for subscription.
Issue Opening Date	The date on which the Issue opens for subscription.
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days during which prospective Applicants can submit their Applications, including any revisions thereof.
Issue Price	The price at which Equity Shares are being issued by our Company being Rs.108.00 per Equity Share.
Issue Proceeds	Proceeds of the Issue that will be available to our Company, which shall be the gross proceeds of the Issue less the issue expenses.
Lead Manager / LM	The lead manager to the Issue, in this case being Guiness Corporate Advisors Private Limited.
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the National Stock Exchange of India Limited.
Market Maker Reservation Portion	79,200 Equity Shares of Rs.10/- each at Rs.108/- per Equity Share aggregating to Rs.85.54 Lakhs reserved for subscription by the Market Maker.
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board on July 21, 2017 in accordance with the requirements of the SEBI (ICDR) Regulations.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 15,04,800 Equity Shares of face value of Rs.10.00 each at an Issue Price of Rs.108.00 per equity share aggregating to Rs.1625.18 lakhs.
Non-Institutional Investors / NIIs	All Applicants, including Category III FPIs that are not QIBs or Retail Individual Investors who have made Application for Equity Shares for an amount of more than Rs. 2,00,000 (but not including NRIs other than Eligible NRIs).
Prospectus	The Prospectus to be filed with the RoC in accordance with the provisions of Section 26 of the Companies Act, 2013.
Public Issue Account	The account to be opened with the Banker to the Issue under Section 40 of the Companies Act, 2013 to receive monies from the ASBA Accounts on the Designated Date.
Qualified Institutional Buyers or QIBs	A qualified institutional buyer as defined under Regulation 2(1)(zd) of the SEBI ICDR Regulations.
Registered Brokers	Stock brokers registered with the stock exchanges having nationwide terminals.
Registrar Agreement	The Agreement between the Registrar to the Issue and the Issuer Company dated July 03, 2017, in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
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.
Registrar to the Issue	Karvy Computershare Private Limited
Retail Individual Investors/ RIIs	Applicants (including HUFs, in the name of Karta and Eligible NRIs) whose Application Amount for Equity Shares in the Issue is 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), as applicable.
Self Certified Syndicate Banks or SCSBs	Banks registered with SEBI, offering services in relation to ASBA, a list of which is available on the website of SEBI at www.sebi.gov.in and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.

Term	Description
Underwriter	Guiness Corporate Advisors Private Limited.
Underwriting Agreement	The agreement dated August 10, 2017 entered into between the Underwriter and our Company.
Working Day(s)	"Working Day" shall be all trading days of Stock Exchange, excluding Sundays and bank holidays, as per the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016.

Conventional and General Terms and Abbreviations

Term	Description
A/c	Account
ACS	Associate Company Secretary
AED	Arab Emirates Dirham
AGM	Annual General Meeting
AIF(s)	Alternative Investment Funds
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
Authorised Dealers	Authorised Dealers registered with RBI under the Foreign Exchange Management (Foreign Currency Accounts) Regulations, 2000
AY	Assessment Year
Banking Regulation Act	Banking Regulation Act, 1949
B. A.	Bachelor of Arts
B.Com	Bachelor of Commerce
Bn	Billion
CAGR	Compounded Annual Growth Rate
Category I Foreign Portfolio Investor(s)	FPIs registered as Category I Foreign Portfolio Investors under the SEBI FPI Regulations.
Category II Foreign Portfolio Investor(s)	An FPI registered as a category II foreign portfolio investor under the SEBI FPI Regulations
Category III Foreign Portfolio Investor(s)	FPIs registered as category III FPIs under the SEBI FPI Regulations, which shall include all other FPIs not eligible under category I and II foreign portfolio investors, such as endowments, charitable societies, charitable trusts, foundations, corporate bodies, trusts, individuals and family offices
CBEC	Central Board of Excise and Customs
CDSL	Central Depository Services (India) Limited
Central Sales Tax Act	Central Sales Tax Act, 1956
CEO	Chief Executive Officer
CFO	Chief Financial Officer
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
Companies Act	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections) and the Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections, read with the rules, regulations, clarifications and modifications thereunder
Companies Act 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections)
Companies Act 2013	Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections, read with the rules, regulations, clarifications and modifications thereunder
Consolidated FDI Policy	The current consolidated FDI Policy, effective from August 28, 2017, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time
CSR	Corporate Social Responsibility
Depositories Act	The Depositories Act, 1996
Depository	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry,

Term	Description
	GoI
DP	Depository Participant
DP ID	Depository Participant's identity number
DTC	Direct Tax Code, 2013
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
EPF Act	The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
EPS	Earnings per share
ESI Act	Employees' State Insurance Act, 1948
FCNR Account	Foreign Currency Non Resident (Bank) account established in accordance with the FEMA
FDI	Foreign direct investment
FEMA	The Foreign Exchange Management Act, 1999 read with rules and regulations thereunder
FEMA 20	The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000
FII(s)	Foreign Institutional Investors as defined under SEBI FPI Regulations
Financial Year / Fiscal / Fiscal Year / FY	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
FIPB	Foreign Investment Promotion Board
Foreign Portfolio Investor or FPIs	A foreign portfolio investor, as defined under the SEBI FPI Regulations and registered with SEBI under applicable laws in India.
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
GBP	Great Britain Pound
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
GoI/Government	Government of India
HUF(s)	Hindu Undivided Family(ies)
I.T. Act	Income Tax Act, 1961, as amended from time to time
ICAI	Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
Income Tax Act	Income Tax Act, 1961
Indian GAAP	Generally Accepted Accounting Principles in India
INR or Rupee or ₹ or Rs.	Indian Rupee, the official currency of the Republic of India
Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended.
IPO	Initial Public Offering
ISIN	International Securities Identification Number
KMP	Key Managerial Personnel
LIBOR	London interbank offered rate
Ltd.	Limited
Maternity Benefit Act	Maternity Benefit Act, 1961
M. A	Master of Arts
M.B.A	Master of Business Administration
MCA	The Ministry of Corporate Affairs, GoI
M. Com	Master of Commerce
MCI	Ministry of Commerce and Industry, GoI
Mn	Million
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
NA	Not Applicable
NAV	Net asset value

Term	Description
No.	Number
Notified Sections	The sections of the Companies Act, 2013 that have been notified by the MCA and are currently in effect
NPV	Net Present Value
NR/ Non-resident	A person resident outside India, as defined under the FEMA and includes a Non-resident Indian
NRE Account	Non-Resident External Account established and operated in accordance with the FEMA
NRIs	Non Resident Indians
NRO Account	Non-Resident Ordinary Account established and operated in accordance with the FEMA
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB	Overseas Corporate Bodies
p.a.	per annum
Pcs	Pieces
P/E Ratio	Price/Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent account number
PAT	Profit after tax
Payment of Bonus Act	Payment of Bonus Act, 1965
Payment of Gratuity Act	Payment of Gratuity Act, 1972
PIL	Public Interest Litigation
PPP	Public private partnership
Public Liability Act	Public Liability Insurance Act, 1991
Pvt./(P)	Private
PWD	Public Works Department of state governments
QFI(s)	Qualified Foreign Investor(s) as defined under the SEBI FPI Regulations
RBI	The Reserve Bank of India
R&D	Research & Development
RoC or Registrar of Companies	The Registrar of Companies, Mumbai
ROE	Return on Equity
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act
SEBI (ICDR) Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, including instructions and clarifications issued by SEBI from time to time
SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including instructions and clarifications issued by SEBI from time to time
SEBI Act	The Securities and Exchange Board of India Act, 1992
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
Sec.	Section
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
SME	Small and Medium Enterprise
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) 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.
UAE	United Arab Emirates
UK	United Kingdom
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
U.S. Securities Act	The United States Securities Act, 1933

Term	Description
US$ or USD or US Dollar	United States Dollar, the official currency of the United States of America
USA or U.S. or US	United States of America
VCFs	Venture capital funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may be

Technical / Industry Related Terms

Term	Description
Ad Tech	Advertising Technology
Ad/Ads	Advertisements
Advertiser	An entity that shows their creativity on publisher's inventory (websites or mobile apps) in order to enhance brand awareness, induce the user to make a purchase, etc.
App/Apps	Application
ATD	Agency Trading Desk
BFSI	Banking, Financial Services and Insurance
DEPB	Duty entitlement pass book scheme
DMP	Data Management Platform
DSP	Demand Side Platform
eCPM	Effective Cost Per Mile (Thousand Impressions)
EPCG	Export Promotion Capital Goods Scheme
ERP	Enterprise resource planning
F&O	Futures and Options
FDI	Foreign Direct Investment
FMC	Forward Market Commission
GDP	Gross Domestic Product
GO	Guaranteed Orders
GOI	Government of India
Ingenious Plex	It is a programmatic platform built which is named by our Company, it is highly scalable software platform that powers and optimizes the marketplace for the real-time trading of digital advertising inventory between advertisers, publishers & its partners.
ISO	International Standards Organization
PMP	Private Market Place
Publisher	A Publisher is the one who gets money from advertiser or a third company etc. for publishing their advertising on their inventory (websites or mobile apps).
NIFTY	National Stock Exchange Sensitive Index
ROI	Return on Investment
RONW	Return on Net Worth
RTB	Real Time Bidding
SENSEX	Bombay Stock Exchange Sensitive Index
SSI	Small Scale Industry
SSP	Supply Side Platform

Notwithstanding the foregoing:

1. In '*Main Provisions of the Articles of Association*' on page 224 of this Prospectus, defined terms shall have the meaning given to such terms in that section;
2. In '*Summary of Our Business*' and '*Our Business*' on page 26 and 67 respectively, of this Prospectus, defined terms shall have the meaning given to such terms in that section;
3. In '*Risk Factors*' on page 11of this Prospectus, defined terms shall have the meaning given to such terms in that section;
4. In '*Statement of Possible Special Tax Benefits*' on page 62 of this Prospectus, defined terms shall have the meaning given to such terms in that section;
5. In '*Management's Discussion and Analysis of Financial Conditions and Results of Operations*' on page 147 of this Prospectus, defined terms shall have the meaning given to such terms in that section.

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

In this Prospectus, the terms "we", "us", "our", the "Company", "our Company", "Vertoz Advertising Ltd." and "VAL", unless the context otherwise indicates or implies, refers to Vertoz Advertising Limited.

Certain Conventions

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

Financial Data

Unless stated otherwise, the financial data in this Prospectus is derived from our restated standalone financial statements for the financial years ended March 31, 2013, 2014, 2015, 2016, 2017 and for the period ended June 30, 2017 and restated consolidated financial statements for the financial years ended March 31, 2016, 2017 and for the period ended June 30, 2017 prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations and the Indian GAAP which are included in this Prospectus, and set out in *'Financial Statements'* on page 106 of this Prospectus.

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

There are significant differences between the Indian GAAP, the International Financial Reporting Standards (the "**IFRS**") and the Generally Accepted Accounting Principles in the United States of America (the "**U.S. GAAP**"). Accordingly, the degree to which the financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices, the Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations on the financial disclosures presented in this Prospectus should accordingly be limited. We have not attempted to quantify the impact of the IFRS or the U.S. GAAP on the financial data included in this Prospectus, nor do we provide a reconciliation of our financial statements to those under the U.S. GAAP or the IFRS and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

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

Currency and units of presentation

In this Prospectus, unless the context otherwise requires, all references to (a) 'Rupees' or '₹' or 'Rs.' or 'INR' are to Indian rupees, the official currency of the Republic of India; (b) 'US Dollars' or 'US$' or 'USD' or '$' are to United States Dollars, the official currency of the United States of America. All references to the word 'Lakh' or 'Lac' or 'Lacs', means 'One hundred thousand' and the word 'Million' means 'Ten lakhs' and the word 'Crore' means 'Ten Million' and the word 'Billion' means 'One thousand Million'.

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

Industry and Market Data

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

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

FORWARD LOOKING STATEMENTS

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

These forward looking statements can generally be identified by words or phrases such as "will", "aim", "will likely result", "believe", "expect", "will continue", "anticipate", "estimate", "intend", "plan", "contemplate", "seek to", "future", "objective", "goal", "project", "should", "will pursue" and similar expressions or variations of such expressions. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

- general economic and business conditions in the markets in which we operate and in the local, regional and national and international economies;
- our ability to successfully implement strategy, growth and expansion plans and technological initiatives;
- our ability to respond to technological changes;
- our ability to attract and retain qualified personnel;
- the effect of wage pressures, seasonal hiring patterns and the time required to train and productively utilize new employees;
- general social and political conditions in India which have an impact on our business activities or investments;
- potential mergers, acquisitions restructurings and increased competition;
- occurrences of natural disasters or calamities affecting the areas in which we have operations;
- market fluctuations and industry dynamics beyond our control;
- changes in the competition landscape;
- our ability to finance our business growth and obtain financing on favourable terms;
- our ability to manage our growth effectively;
- our ability to compete effectively, particularly in new markets and businesses;
- changes in laws and regulations relating to the industry in which we operate changes in government policies and regulatory actions that apply to or affect our business;
- developments affecting the Indian economy; and
- Inability to meet our obligations, including repayment, financial and other covenants under our debt financing arrangements.

For a further discussion of factors that could cause our current plans and expectations and actual results to differ, please refer "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 11, 67 and147 respectively of this Prospectus.

Forward looking statements reflects views as of the date of this Prospectus and not a guarantee of future performance. 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 nor the Lead Manager, nor any of its 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 listing and trading permission is granted by the Stock Exchange.

SECTION II - RISK FACTORS

An investment in the Equity Shares involves a high degree of risk. You should carefully consider all the information in this Prospectus, including the risks and uncertainties summarised below, before making an investment in our Equity Shares. The risks described below are relevant to, the industries our Company is engaged in, our Company and our Equity Shares. To obtain a complete understanding of our Company, you should read this section in conjunction with "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page 67 and 147 respectively, of this Prospectus as well as the other financial and statistical information contained in this Prospectus. Prior to making an investment decision, prospective investors should carefully consider all of the information contained in 'Financial Statements' on page 106 of this Prospectus. Unless stated otherwise, the financial data in this section is prepared in accordance with Indian GAAP, as restated.

If any one or more of the following risks as well as other risks and uncertainties discussed in this Prospectus were to occur, our business, financial condition and results of our operation could suffer material adverse effects, and could cause the trading price of our Equity Shares and the value of investment in the Equity Shares to materially decline which could result in the loss of all or part of your investment.

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

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

Materiality

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

1. *Some events may not be material individually but may be material when considered collectively.*
2. *Some events may have an impact which is qualitative though not quantitative.*
3. *Some events may not be material at present but may have a material impact in the future.*

INTERNAL RISKS

1. ***The unsecured loan of promoter and group company have been converted into equity shares at Rs. 10/- constituting more than 50% of the paid up capital of the Company.***

   Our Company has allotted 10,61,000 and 12,60,000 Equity shares to Hirenkumar Shah, our promoter and PayNX Technologies Pvt. Ltd., our Group Company respectively on August 11, 2017 constituting more than 50% of the paid up capital of our Company at Rs. 10/- below the issue price of Rs. 108/- . For further details of the allotment, please refer "*Capital Structure*" on page 41 of this Prospectus.

2. ***The properties occupied by us including our registered office are not owned by us. If we are required to vacate the same, due to any reason whatsoever, it may adversely affect our business operations.***

   The registered office and other premises of our Company are not owned by us. Our Company has been occupying such premises under Leave and Licence Agreements from Group Entities and third parties at a payment of license fees. Although, we believe that we have complied with all the terms of such agreements, in the event there is any breach or violation of the same, we may be required to vacate the same. Further, in any event, on expiry of such agreements, if the respective owners are not willing to renew the same, the aforesaid properties may have to be vacated and we may be required to look for alternate premises, which we may not be able to find at terms favourable to our Company. In such an event, it will adversely affect our business operations and our financial condition.

   For further details please see the heading '*Property*' in the section titled "*Our Business*" on page no. 75 of this Prospectus.

3. ***Our Group Entities are involved in certain legal proceedings, any adverse developments related to which could materially and adversely affect our business, financial condition and reputation.***

Our Group Entities are involved in certain legal proceedings. Classifications of these legal proceedings are given in the following table:

S. No.	Nature of Litigation	Number of cases	Approximate amount involved
Trunkoz Technologies Pvt. Ltd.			
1.	Indirect Tax	3	56.08
2.	Income Tax	1	Not ascertainable

For further details regarding these legal proceedings, please refer '*Outstanding Litigations and Material Developments*' on page 156 of this *Prospectus*.

4. ***If we are unable to collect our receivables from our clients, our results of operations and cash flows could be adversely affected.***

We are subject to credit risk through our trade receivables and other receivables due from our customers in case of delay. Further, the failure of any of our customers to make timely payments could affect our profitability and liquidity and decrease in resources available to us for other uses. We may also be required to write off trade receivables or increase provisions made against our trade receivable. Any changes in the financial position of our customers that adversely affects their ability to pay and failure of any of our customers to make timely payments may materially and adversely affect our cash flows, business prospects, financial condition and results of operations.

5. ***Our limited operating history makes it difficult to evaluate our business and prospects and may increase the risks associated with your investment.***

We were incorporated in the year 2012 and consequently have a limited operating history upon which our business and future prospects may be evaluated. We may not be able to sustain the rate of growth we have achieved to date, or even maintain our current revenue levels. We have encountered and will continue to encounter risks and difficulties frequently experienced by growing companies in rapidly evolving industries, including challenges related to recruiting, allocating and making effective use of our limited resources, achieving market acceptance of our solutions, competing against companies with greater financial and technical resources, retaining qualified employees, developing relationships with advertisers and publishers, developing new solutions, and establishing and maintaining our corporate infrastructure, including internal controls relating to our financial and information technology systems.

6. ***The digital advertising market is relatively new and dependent on growth in various digital advertising channels. If this market develops more slowly or differently than we expect, our business, growth prospects and financial condition would be adversely affected.***

The digital advertising market is relatively new and our solution may not achieve or sustain high levels of demand and market acceptance. While display advertising has been used successfully for many years, marketing via new digital advertising channels, such as mobile and social media and digital video advertising, is not as well established. The future growth of our business could be constrained by the level of acceptance and expansion of emerging digital advertising channels, as well as the continued use and growth of existing channels, such as digital display advertising, in which our capabilities are more established. It is difficult to predict the future growth rate and size of the digital advertising solutions market or the entry of competitive solutions. Any expansion of the market for digital advertising solutions depends on a number of factors, including the growth of the digital advertising market, the growth of social, mobile and video as advertising channels and the cost, performance and perceived value associated with digital advertising solutions. If demand for digital display advertising and adoption of automation does not continue to grow, or if digital advertising solutions or advertising automation do not achieve widespread adoption, or there is a reduction in demand for digital advertising caused by weakening economic conditions, decreases in corporate spending or otherwise, our competitive position will be weakened and our revenue and results of operations could be harmed.

7. ***Our business depends on our ability to collect and use data to deliver advertisements, and to disclose data relating to the performance of advertisements. Any limitation imposed on our collection, use or disclosure of this data could significantly diminish the value of our solution and cause us to lose advertisers, sellers and revenue.***

When advertisements are placed through our solution, we are able to collect anonymous information about the placement of the advertisement and the interaction of the device user with the advertisement, such as whether the user visited a webpage or watched a video. We are also able to collect information about pricing of advertisements, bid responses, websites a buyer prefers, ad formats are available to be served, advertisement size and location, where a user is located, advertisements the user seen, browser or device information etc.

Publishers or Internet users might decide not to allow us to collect some or all of the data we collect or might limit our use of it. A publisher might not agree to provide us with data generated by interactions with the content on its applications, or device users might not consent to share their information about device usage. Any limitation on our ability to collect data about user behavior and interaction with content could make it more difficult for us to deliver effective solutions that meet the needs of publishers and advertisers. This in turn could hurt our revenue and impair our business.

8. ***If the use of "third party cookies" or digital advertising is rejected by Internet users, our performance may decline and we may lose advertisers and revenue.***

Cookies may easily be deleted or blocked by Internet users. All of the most commonly used Internet browsers (Chrome, Firefox, Internet Explorer and Safari) allow Internet users to modify their browser settings to prevent first party or third party cookies from being accepted by their browsers. Most browsers also now support temporary privacy modes that allow the user to suspend, with a single click, the placement of new cookies or reading or updates of existing cookies. Internet users can also delete cookies from their computers at any time. Some Internet users also download free or paid "ad blocking" software that prevents third party cookies from being stored on a user's computer. If more Internet users adopt these ad blocking settings, utilize privacy modes when browsing publisher websites, or delete their cookies more frequently than they currently do, our business could be harmed.

9. ***If we are unable to attract new customers or our existing customers do not allocate a greater portion of their marketing spend to us, our revenue growth will be adversely affected.***

To sustain or increase our revenue, we must add new customers and encourage existing customers to allocate a greater portion of their marketing spend to us. As our industry matures and competitors introduce lower cost or differentiated products or services, our ability to sell our solution could be impaired. Even after a successful marketing campaign or series of campaigns with an existing customer, we frequently must compete to win further business from that customer. We may reach a point of saturation where we cannot continue to grow our revenue from existing customers because of, among other things, internal limits that they may place on their advertising budgets for digital media, particular digital marketing campaigns, local advertising or a particular provider. If we are unable to attract new customers or obtain new business from existing customers, our revenue, growth and business will be adversely affected.

10. ***We are dependent on a number of key managerial personnel, including our senior management, and the loss of or our inability to attract or retain such persons with specialized technical know-how could adversely affect our business, results of operations, cash flows and financial condition.***

Our performance depends largely on the efforts and abilities of our senior management and other key managerial personnel, including our present officers who have specialized technical know-how. The inputs and experience of our senior management and key managerial personnel are valuable for the development of our business and operations strategy. We cannot assure you that we will be able to retain these employees or find adequate replacements in a timely manner, or at all. Our Company does not maintain any director's and officer's insurance policy or any key man insurance policy. The loss of the services of such persons could have an adverse effect on our business, results of operations, cash flows and financial condition.

11. ***If we fail to develop new solutions and services or enhance our existing solution and services, we may not attract and retain customers and our revenue and results of operations may decline.***

We compete for customers that want to execute digital marketing campaigns. Our industry is subject to rapid changes in standards, technologies, products and service offerings, as well as advertiser expectations. We continuously need to develop new solutions and services and enhance our existing solution and services to meet advertiser demands and respond to industry changes. New customer demands, superior competitive offerings or new industry standards could render our existing solution unattractive, unmarketable or obsolete and require us to

make substantial changes to our technology platform or business model. Our failure to adapt to a rapidly changing market or to anticipate customer demand could harm our business and our financial performance.

12. ***Our global operations expose us to numerous and sometimes conflicting legal and regulatory requirements, and violation of these regulations could harm our business.***

Since we provide services to customers across the world, we are subject to numerous, and sometimes conflicting, legal requirements on matters as diverse as import/export controls, trade restrictions, taxation, data protection and privacy and certain regulatory requirements that are specific to our industries. Non-compliance with these regulations in the conduct of our business could result in fines, penalties, criminal sanctions against us or our officers, disgorgement of profits, prohibitions on doing business and have an adverse impact on our reputation. Gaps in compliance with these regulations in connection with the performance of our obligations to our customers could also result in exposure to monetary damages, fines and/or criminal prosecution, unfavourable publicity, restrictions on our ability to process information and allegations by our customers that we have not performed our contractual obligations.

13. ***Changes in technology may render our current technologies obsolete or require us to make substantial new investments to seek to remain competitive. The cost of implementing any new technologies could be significant and could adversely affect our business and financial condition.***

While we regularly upgrade our technology, the emergence of newer technologies could render our current technology ineffective or obsolete and may adversely affect the cost structure and competitiveness of our services. Changes in technology with which we are unable to keep pace, or which render our services less useful to customers and the market, could affect our growth, business, financial condition and results of operations.

14. ***We have issued Equity Shares during the last one year from the date of filing of this Prospectus at a price that is below the Issue Price.***

During the last one year from the date of filing of this Prospectus we have issued Equity Shares at a price that is lower than the Issue Price as detailed in the following table:

Date of allotment	Number of Equity Shares allotted	Face value (Rs.)	Issue Price (Rs.)	Nature of Consideration	Nature of allotment	Name of allottees
29/07/2017	20,60,000	10.00	-	Other than Cash	Bonus Issue in the ratio of 103 Equity Shares for every 1 Equity Share	1. Ashish R.Shah 2. Hirenkumar R. Shah 3. Rasiklal H. Shah 4. Ranjanben R. Shah 5. Archana R.Shah 6. Arpana V. Vejani 7. Shital C. Shah
11/08/2017	23,21,000	10.00	10.00	Cash	Conversion of Loan to Equity	1. Hirenkumar R. Shah 2. PayNX Technologies Pvt. Ltd.

For further details of the aforesaid allotment please refer *"Capital Structure"* on page 41 of this *Prospectus*.

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

We may require several statutory and regulatory permits, licenses and approvals in the ordinary course of our business, some of which our Company has either received, applied for or is in the process of application. Many of these approvals are granted for fixed periods of time and need renewal from time to time. There can be no assurance that the relevant authorities will issue any of such permits or approvals in the timeframe anticipated by us or at all. Any failure by us to apply in time, to renew, maintain or obtain the required permits, licenses or approvals, or the cancellation, suspension, delay in issuance or revocation of any of the permits, licenses or approvals may result in the interruption of our operations and may have a material adverse effect on the business. For further details, please see chapters titled "*Key Industry Regulations and Policies*" and "*Government and Other Approvals*" at pages 76 and 160 respectively of this Prospectus.

16. ***We have not protected our assets through insurance coverage and our assets are certain operating risks and this may have a material adverse impact on our business.***

We have not maintained any insurance policy to provide adequate coverage to our assets. Any damage or loss of our assets would have a material and adverse impact on our business operations and profitability.

17. ***Our Company does not have a listed peer which is involved in programmatic advertising business for comparison of performance and therefore, investors must rely on their own examination of accounting ratios of our Company for the purposes of investment in the Issue.***

As of the date of this Prospectus, there is no company which is involved in the programmatic advertising business and also listed on the Indian stock exchanges and accordingly, we are not in a position to provide comparative analysis of our performance with any listed company. Therefore, investors must rely on their own examination of accounting ratios of our Company for the purposes of investment in the Issue.

18. ***We are subject to risks arising from foreign exchange rate fluctuations, which could adversely affect our results of operations.***

Changes in currency exchange rates influence our results of operations. Some of our international operations are exposed to foreign exchange rate fluctuations, giving rise to circumstances where our operating results may differ materially from expectations. In addition, as a result of expansion of our international operations, our exposure to exchange rate fluctuations may increase.

19. ***We may undertake acquisitions in the future, which may expose us to additional risks due to our limited past experience in acquiring businesses.***

We have acquired and in the future may acquire or make investments in complementary businesses, technologies, services or products, or enter into strategic partnerships or joint ventures with parties that we believe can provide access to new markets, capabilities or assets. For details of our historic acquisitions, see "*History and certain Corporate Matters*" on page 81. Moreover, such acquisitions could result in adverse accounting treatment or tax consequences. Further, we may not be successful in integrating such new businesses with our core business or may not be able to manage the acquired business appropriately. Furthermore, if an acquisition generates insufficient revenues or if we are unable to manage our expanded business operations efficiently, our results of operations could be materially and adversely affected.

20. ***Some of our Group Entities operate in the same line of business as us, which may lead to competition with our Group Entities.***

Some of our Group Entities are involved in the same line of business as our Company. We may hence have to compete with our Group Entities for business, which may impact our business, financial condition and results of operations. The interests of our Promoters may also conflict in material aspects with our interests or the interests of our shareholders. For further details, see "*Group Entities*" on page 100 of this Prospectus. Further, our Promoters may become involved in entities that may potentially compete with our Company. The interests of our Promoters may conflict with the interests of our other shareholders and our Promoters may, for business considerations or otherwise, cause our Company to take actions, or refrain from taking actions, in order to benefit themselves instead of our Company's interests or the interests of its other shareholders and which may be harmful to our Company's interests or the interests of our other shareholders, which may impact our business, financial condition and results of operations.

We have not entered into any non-compete agreement with our Promoters and our Group Entities. We cannot assure you 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.

21. ***We have not been able to locate certain records of the educational qualifications and professional experience of certain of our Directors and have relied on declarations and affidavits furnished by such individuals for certain details of their profiles, as disclosed in the section "Our Management".***

We do not have all the documents evidencing the biographies of our Directors, as disclosed in "*Our Management*" on page 85 of this prospectus. We and the LM were not able to verify details pertaining to the following:

- Educational qualifications of our Directors Rasiklal H. Shah & Harshad U. Shah; and
- Certain aspects of the professional experience of our Director, Hirenkumar Shah

Accordingly, reliance has been placed on declarations, undertakings and affidavits furnished by these Directors to us and the LM to disclose details of their educational qualifications and professional experience in this Prospectus. We and the LM have been unable to independently verify such information prior to its inclusion in this Prospectus.

22. ***Some of our Group Entities have posted negative profits in previous financial years.***

Our Group Entities have incurred losses in the preceding financial years. The details of profit/loss incurred by such Group Entities for the preceding years are as follows:

(Rs. in Lacs)

Name of Company	March 31, 2016	March 31, 2015	March 31, 2014
PayNX Technologies Pvt. Ltd.	5.52	(5.65)	0.28
Trunkoz Technologies Private Limited	2.54	(10.41)	(41.45)

23. ***Our Company has unsecured loans, which are repayable on demand. Any demand from lenders for repayment of such unsecured loans, may adversely affect our business operations and financial condition of our Company.***

As on June 30, 2017, our Company has unsecured loans as per restated consolidated financial statement aggregating to Rs. 260.35 Lacs. For further details of these unsecured loans, please refer to chapter titled "*Financial Statements*" beginning on page 106 of this Prospectus. In case of any demand from lenders for repayment of such unsecured loans, the resultant cash outgo, may adversely affect our business operations and financial position of our Company.

24. ***Certain of our Group Entities have unsecured loans, which are repayable on demand.***

The Group Entities which has availed unsecured loans for the last three financial years are as follows:-

(Rs. in Lakhs)

Name of Group Entities	March 31, 2016	March 31, 2015	March 31, 2014
PayNX Technologies Pvt. Ltd.	4.78	4.51	4.01
Trunkoz Technologies Pvt. Ltd.	105.76	92.48	107.28

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

We have entered into related party transactions with our Promoters, Promoter Group, Group Entities and Directors. While we believe that all such transactions have been conducted on the arms length basis, however it is difficult to ascertain whether more favorable terms would have been achieved had such transactions been entered with unrelated parties. Furthermore, it is likely that we may enter into related party transactions in the future. For details of these transactions, please refer to section titled "*Related Party Transactions*" at page 104 of this *Prospectus*.

26. ***The requirement of funds in relation to the objects of the Issue has not been appraised.***

We intend to use the proceeds of the Issue for the purposes described in the section titled "*Objects of the Issue*" on page 52. The objects of the Issue have not been appraised by any bank or financial institution. These are based on management estimates and current conditions and are subject to changes in external circumstances or costs, or in other financial condition, business or strategy. Based on the competitive nature of the industry, we may have to revise our management estimates from time to time and consequently our funding requirements may also change. The deployment of the funds towards the objects of the issue is entirely at the discretion of the Board of Directors/Management and is not subject to monitoring by external independent agency. However, the deployment of funds is subject to monitoring by our Audit Committee. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials.

27. ***We have not made any alternate arrangements for meeting our capital requirements for the Objects of the Issue. Further we have not identified any alternate source of financing the 'Objects of the Issue'. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.***

As on date, we have not made any alternate arrangements for meeting our capital requirements for the Objects of the Issue. We meet our capital requirements through our owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this Issue or any shortfall in the Issue Proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details please refer *"Objects of the Issue"* on page 52 of this *Prospectus*.

28. ***Our Company had negative cash flow in recent fiscals, details of which are given below. Sustained negative cash flow could adversely impact our business, financial condition and results of operations.***

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

(Rs. in lakhs)

Particulars	As at June 30, 2017	For the Financial Year ended March 31	
		2017	2016
Net Cash Flow from/(used in) Operating Activities	37.29	489.34	232.05
Net Cash Flow from/(used in) Investing Activities	(6.08)	(230.76)	(62.59)
Net Cash Flow from/(used in) Financing Activities	(10.66)	119.90	1.77
Cash and cash equivalents at the end of the period/year	333.55	313.01	264.09

For further details, see "*Financial Statements*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 106 and 147, respectively. We cannot assure you that our net cash flows will be positive in the future.

29. ***We have not made any dividend payments in the past and our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements, capital expenditures and restrictive covenants in our financing arrangements.***

In the past, we have not made dividend payments to the shareholders of our Company. The amount of our future dividend payments, if any, will depend upon various factors including our future earnings, financial condition, cash flows and requirement to fund operations and expansion of the business. There can be no assurance that we will be able to declare dividends. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors. For further details, please refer "*Dividend Policy*" on page 105 of this *Prospectus*.

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

The proposed objects, as detailed in the section titled "*Objects of the Issue*" are to be largely funded from the proceeds of the issue. 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 timeframe, or within the costs as originally estimated by us. Any time overrun or cost overrun may adversely affect our growth plans and profitability.

31. ***Our inability to manage growth could disrupt our business and reduce profitability***

A principal component of our strategy is to continuously grow by expanding the size and geographical scope of our businesses. This growth strategy will place significant demands on our management, financial and other resources. It will require us to continuously develop and improve our operational, financial and internal controls. Continuous expansion increases the challenges involved in financial management, recruitment, training and retaining high quality human resources, preserving our culture, values and entrepreneurial environment, and developing and improving our internal administrative infrastructure. Any inability on our part to manage such growth could disrupt our business prospects, impact our financial condition and adversely affect our results of operations.

32. ***Our Promoters and certain of our Directors hold Equity Shares in our Company and are therefore interested in our performance in addition to their remuneration and reimbursement of expenses.***

Certain of our Directors including our Promoters are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company. We cannot assure you that our Promoters will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoters will continue to exercise significant control over us, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. Our Promoters may take actions with respect to our business which may conflict with the best interests of our Company or that of minority shareholders. For details on the interest of our Promoters and Directors of our Company, other than reimbursement of expenses incurred or normal remuneration or benefits, see the sections titled "*Our Management*" and "*Our Promoters and Promoter Group*" on pages 85 and 96 respectively of this Prospectus.

33. ***Our Promoters play key role in our functioning and we heavily rely on their knowledge and experience in operating our business and therefore it is critical for our business that our Promoters remain associated with us.***

We benefit from our relationship with our Promoters and our success depends upon the continuing services of our Promoters who have been responsible for the growth of our business and are closely involved in the overall strategy, direction and management of our business. Our Promoters have been actively involved in the day to day operations and management since the incorporation of the Company. Accordingly, our performance is heavily dependent upon the services of our Promoters. If our Promoters are unable or unwilling to continue in their present position, we may not be able to replace them easily or at all.

34. ***The Promoters and Promoter Group will continue to exercise control post completion of the Issue and will have considerable influence over the outcome of matters.***

Upon completion of this Issue, our Promoters and Promoter Group will continue to own a majority of our Equity Shares. As a result, our Promoters will have the ability to exercise significant influence over all matters requiring shareholders' approval. Our Promoters will also be in a position to influence any shareholder action or approval requiring a majority vote, except where they may be required by applicable law to abstain from voting. This control could also delay, defer or prevent a change in control of our Company, impede a merger, consolidation, takeover or other business combination involving our Company, or discourage a potential acquirer from obtaining control of our Company even if it is in the best interests of our Company. The interests of our Promoters could conflict with the interests of our other equity shareholders, and the Promoters could make decisions that materially and adversely affect your investment in the Equity Shares.

35. ***We have high working capital requirements. If we experience insufficient cash flows to enable us to make required payments on our debt or fund working capital requirements, there may be an adverse effect on our results of operations.***

Our business requires a substantial amount of working capital for our business operations. We would require additional working capital facilities in the future to satisfy our working capital need which is proposed to be met through the IPO proceeds. In case of our inability to obtain the requisite additional working capital finance, our internal accruals/cash flows would be adversely affected to that extent, and consequently affect our operations, revenue and profitability.

36. ***Some of the information disclosed in this Prospectus is based on information from industry sources and publications which may be based on projections, forecasts and assumptions that may prove to be incorrect. Investors should not place undue reliance on, or base their investment decision on this information.***

The information disclosed in the "*Industry Overview*" section of this Prospectus on page 64 is based on information from publicly-available industry, Government and research information, publications and websites and has not been verified by us independently and we do not make any representation as to the accuracy of the information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Accordingly, investors should not place undue reliance on, or base their investment decision on this information.

EXTERNAL RISKS

37. ***Political, economic or other factors that are beyond our control may have an adverse effect on our business and results of operations.***

The following external risks may have an adverse effect on our business and results of operations should any of them materialize:

- a change in the central or state governments or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular;
- high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins; and
- a slowdown in economic growth or financial instability in India could adversely affect our business and results of operations.

38. ***Our business is dependent on economic growth in India.***

The performance and growth of our business are necessarily dependent on economic conditions prevalent in India, which may be materially and adversely affected by centre or state political instability or regional conflicts, a general rise in interest rates, inflation, economic slowdown elsewhere in the world or otherwise.

There have been periods of slowdown in the economic growth of India. India's economic growth is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports (oil and oil products), global economic uncertainty and liquidity crisis, volatility in exchange currency rates.

The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. Financial turmoil in Asia, Europe, the U.S. and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability, including the financial crisis and fluctuations in the stock markets in China and further deterioration of credit conditions in the U.S. or European markets, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our business and financial results.

39. ***Changing laws, rules and regulations and legal uncertainties in India, including adverse application of corporate and tax laws, may adversely affect our business and financial results.***

Our business and financial performance could be adversely affected by any change in laws or interpretations of existing laws, or the promulgation of new laws, rules and regulations applicable to us and our business including those relating to the industry in which we operate. There can be no assurance that the Government of India or state governments will not introduce new laws, regulations and policies which will require us to obtain additional approvals and licenses or impose onerous requirements on our business.

For example, the new Companies Act, 2013 contains significant changes to Indian company law, including in relation to the issue of capital by companies, disclosures in offer documents, related party transactions, corporate governance, audit matters, internal controls, shareholder class actions, restrictions on the number of layers of subsidiaries, prohibitions on loans to directors, insider trading and restrictions on directors and key management personnel from engaging in forward dealing. Moreover, effective April 1, 2014, companies exceeding certain net worth, revenue or profit thresholds are required to spend at least 2% of average net profits from the immediately preceding three financial years on corporate social responsibility projects, failing which an explanation is required to be provided in such companies' annual reports. Additionally, the Government of India has implemented a comprehensive national goods and services tax ("**GST**") regime that combine taxes and levies by the Central and State Governments into a unified rate structure. Further, any disagreements between certain state governments may also create further uncertainty towards the implementation of the GST. 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 Government of India has proposed, the General Anti Avoidance Rules ("**GAAR**"). 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.

The impact of any changes to Indian legislation on our business cannot be fully determined at this time. Additionally, our business and financial performance could be adversely affected by unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations applicable to us and our business. Such unfavourable changes could decrease demand for our services and products, increase costs and/or subject us to additional liabilities. Any such changes could have an adverse effect on our business and financial results.

40. ***There is uncertainty on the impact of currency demonetization in India on our business.***

The Reserve Bank of India, or RBI, and the Ministry of Finance of the GoI withdrew the legal tender status of Rs.500 and Rs. 1,000 currency notes pursuant to notification dated November 8, 2016. The short-term impact of these developments has been, among other things, a decrease in liquidity of cash in India. There is uncertainty on the long-term impact of this action. The RBI has also established, and continues to refine, a process for holders of affected banknotes to tender such notes for equivalent value credited into the holders' bank accounts. The short and long-term effects of demonetization on the Indian economy and our business are uncertain and we cannot accurately predict its effect on our business, results of operations and financial condition.

Risks Related to the Issue

41. ***Any future issuance of Equity Shares, or convertible securities or other equity linked securities by us and any sale of Equity Shares by our significant shareholders may dilute your shareholding and adversely affect the trading price of the Equity Shares.***

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by us may dilute your shareholding in the Company, adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. No assurance may be given that we will not issue additional Equity Shares. The disposal of Equity Shares by any of our significant shareholders, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares. We cannot assure you that we will not issue Equity Shares or that such shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

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

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of Equity Shares 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**") has been paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Any gain realized on the sale of equity shares held for more than 12 months, which are sold other than on a recognized stock exchange and on which no STT has been paid to an Indian resident, will be 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 the Equity Shares will be exempt from taxation in India in cases where the 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 for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares.

43. ***Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.***

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights including in relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

44. ***Statistical and industry data contained in this Prospectus may be incomplete or unreliable.***

Statistical and industry data used throughout this Prospectus has been obtained from various government and industry publications. We believe the information contained herein has been obtained from sources that are reliable, but we have not independently verified it and the accuracy and completeness of this information is not guaranteed and its reliability cannot be assured. The market and industry data used from these sources may have been reclassified by us for purposes of presentation. In addition, market and industry data relating to India, its economy or its industries may be produced on different bases from those used in other countries. As a result data from other market sources may not be comparable. The extent to which the market and industry data presented in this Prospectus is meaningful will depend upon the reader's familiarity with and understanding of the methodologies used in compiling such data.

Further, this market and industry data has not been prepared or independently verified by us or the Lead Manager or any of their respective affiliates or advisors. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors. Accordingly, investment decisions should not be based on such information.

Prominent Notes:

1. Public issue of 15,84,000 Equity Shares of face value of Rs.10.00 each of our Company for cash at a price of Rs. 108.00 per Equity Share (including a share premium of Rs. 98.00 per Equity Share) ("**Issue Price**") aggregating to Rs. 1710.72 lakhs ("**the Issue**") of which 79,200 Equity Shares aggregating to Rs. 85.54 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 15,04,800 Equity Shares of face value of Rs.10.00 each at an Issue Price of Rs. 108.00 per equity share aggregating to Rs.1625.18 lakhs is hereinafter referred to as the "Net Issue". The Issue and the Net Issue will constitute 26.47% and 25.14%, respectively of the post issue paid-up equity share capital of our Company.
2. For information on changes in our Company's name, Registered Office and changes in the objects clause of the MOA of our Company, please refer "*History and Certain Other Corporate Matters*" on page 81 of this Prospectus.
3. The Net Worth as at June 30, 2017, March 31, 2017, March 31, 2016 and March 31, 2015 as per our restated standalone financial statements were Rs. 208.01 lakhs, Rs. 158.87 lakhs, Rs. 47.24 lakhs and Rs. 32.94 lakhs respectively.
4. The Net Worth as at June 30, 2017, March 31, 2017 and March 31, 2016 as per our restated consolidated financial statements were Rs. 476.00 lakhs, Rs. 375.38 lakhs and Rs.69.09 lakhs respectively.
5. Our Net Asset Value per Equity Share as per our restated standalone financial statements as at June 30, 2017, March 31, 2017, March 31, 2016 and March 31, 2015 were Rs. 1040.05/-, Rs. 794.37./-, Rs. 236.19 and Rs.164.72/- respectively and as per our restated consolidated financial statements as at June 30, 2017, March 31, 2017 and March 31, 2016 were Rs. 2379.99/-, Rs. 1,876.91 /- and Rs. 345.47/- respectively.
6. The average cost of acquisition per Equity Share by our Promoters is set forth in the table below:

Name of the Promoter	Average cost of acquisition (in Rs.)
Hirenkumar Shah	6.84
Ashish Shah	5.37

Note: The average cost of acquisition has been calculated by dividing the amount paid by Promoters on the Equity Shares presently held by them, by the number of Equity Shares presently held by them after considering the bonus shares. The above average cost of acquisition of equity shares by our promoters has been certified by M/s. Nakrani & Co., Chartered Accountants dated September 22, 2017. For more information, please refer to the section titled "Capital Structure" on page 41 of this Prospectus.

7. None of our Group Entities have any business or other interest in our Company, except as stated in "*Financial Statements*" on page 106 and "*Group Entities*" on page 100of this Prospectus, and to the extent of any Equity Shares held by them and to the extent of the benefits arising out of such shareholding.
8. This Issue is being made for at least 25% of the post issue paid up Equity Share capital of our Company, pursuant to Rule 19(2) (b) (i) of the Securities Contracts (Regulation) Rules, as amended. This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, as amended from time to time. As per Regulation 43(4) of the SEBI (ICDR) Regulations, as amended, since the Issue is a fixed price issue 'the allocation' is the net issue to the public category shall be made as follows:

a) Minimum fifty percent to Retail Individual Investors; and
b) Remaining to other than Retail Individual Investors;
c) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

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

9. There has been no financing arrangement whereby the Promoter Group, our Directors and their relatives have financed the purchase, by any other person, of securities of our Company other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of this Prospectus.

10. Our Company was originally incorporated as Vertoz Media Private Limited on February 13, 2012 with the Registrar of Companies, Maharashtra, Mumbai as a private limited company under the provisions of the Companies Act, 1956. Subsequently our Company was converted into public limited Company pursuant to shareholders resolution passed at the Extra-Ordinary General Meeting held on May 22, 2017 and the name of our Company was changed to Vertoz Media Limited. A fresh certificate of incorporation consequent upon conversion to public limited Company was issued by the Registrar of Companies, Mumbai on June 09, 2017. The name of our Company was changed to Vertoz Advertising Limited pursuant to shareholders resolution passed at the Extra-Ordinary General Meeting held on June 14, 2017 and a Fresh Certificate of Incorporation consequent upon change of name was issued by the Registrar of Companies, Mumbai on July 07, 2017.

11. Investors may contact the Lead Manager or the Company Secretary & Compliance Officer for any clarification, complaint or information pertaining to the Issue. The Lead Manager and our Company shall make all information available to the public and investors at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever. For contact details of the Lead Manager and the Company Secretary & Compliance Officer please refer "*General Information*" on page 35 of this Prospectus.

12. For details of the related party transactions during the last five Fiscal Years and for the period ended June 30, 2017, pursuant to the requirements under Accounting Standard 18 "*Related Party Disclosures*", issued by the Institute of Chartered Accountants of India, see "*Financial Statements*" on page 106 of this Prospectus.

SECTION III – INTRODUCTION
SUMMARY OF INDUSTRY

The information in this section is derived from various publicly available sources, government publications and other industry sources. Neither we nor any other person connected with the Issue has independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Accordingly, investment decisions should not be based on such information. Unless otherwise specified, references to years are to calendar years in this section.

Indian Economy

India's GDP grew at 7.60% in Fiscal 2016, up from 5.60% in Fiscal 2013. India is expected to remain the fastest growing major economy and become the fifth largest economy in the world by Fiscal 2020. (Source: Ministry of Statistics & Programme Implementation, GoI and International Monetary Fund ("IMF").

Introduction:

Advertising Technology (Ad Tech) has emerged as one of the most exciting beneficiaries of recent advances in bandwidth, mobile computing, mobile payments, e-commerce and cloud delivery technologies. Ad Tech is rapidly disrupting the existing advertising industry as brand marketers are now able to plan and manage campaigns on their own, thereby disintermediating the role of the agency that has traditionally been paid via commission on media buying. The resulting ecosystem adds tremendous value between advertisers and digital consumers. From content creation to the actual ad impression, the Ad Tech ecosystem is teeming with a vibrant community of participants, all involved in a rush to market ahead of their competitors and the larger established players.

Programmatic Advertising

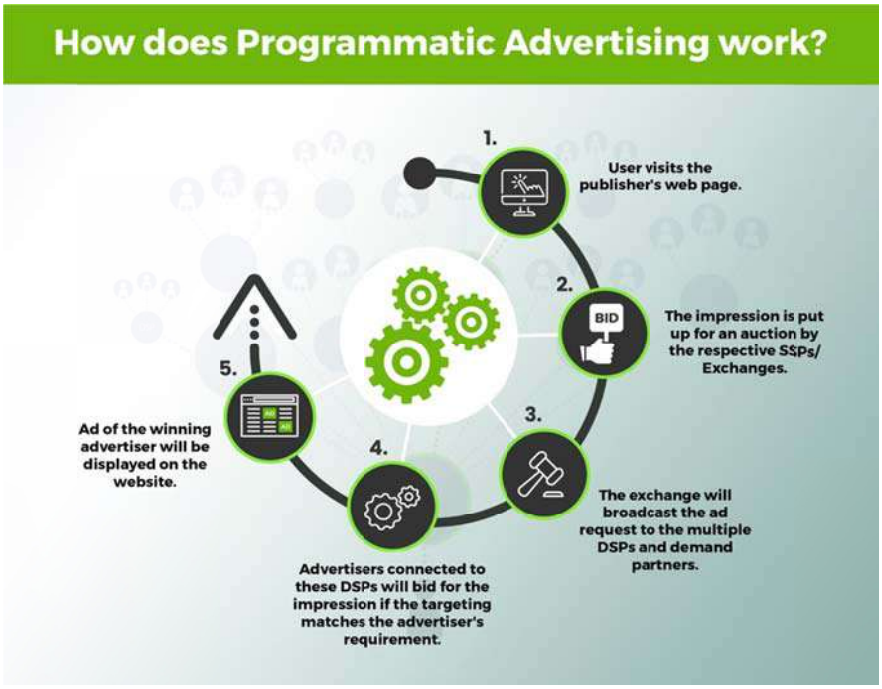
Programmatic advertising is a highly automated form of digital advertising, whereby advertising space is bought and advertisements are placed through an auction across campaigns from a large number of advertising platforms, and where bids are calculated in real time per individual advertisement placement, using a set of advanced algorithms, historic data, and a number of parameters. It dramatically reduces the margin of human error and the labor-intensive process of media buying and replaces them with technology-based techniques that target the right customer with the right advertisement at the right time.

The key advantages of programmatic buying include: (i) Liquidity, which optimizes pricing, benefiting both publishers and advertisers, (ii) Automation, which allows marketers to streamline the process by using a technology platform to purchase impressions in an automated way, typically on an exchange, and (iii) Impression-by-impression targeting, which enables buyers to bid on specific impressions and target users believed to be most receptive to the advertising. While programmatic buying was initially focused on display advertising, they have since expanded to mobile, video, native and social.

Steps of how Programmatic Advertising works

When anyone opens on a web page that has advertising space that is configured for programmatic advertising, the publisher of the page puts up an advertisement impression for auction in an advertisement marketplace. The advertisement marketplace then runs an auction among advertisers interested in displaying an advertisement to that specific customer that just opened the page. There may be many advertisers competing in this auction, and whichever one ultimately is willing to bid the most wins the auction and then their advertisement is displayed to the customer when the page loads. As the process is automated and the maximum price each advertiser is willing to bid for the impression has already been programmed in, the auction can be completed within the milliseconds it takes for the page to load.

The info graphic explaining five steps how programmatic advertising works is shown below:



Major Constituents of Programmatic Advertising Environment:

- **Real Time Bidding (RTB)**

  RTB is a buying method that powers bulk of the transactions in the process. With RTB, a buyer can set parameters such as bid price and network reach. The RTB standard is defined, and is maintained by Interactive Advertising Bureau.

- **Programmatic Direct**

  This is a buying method also known as 'automated guaranteed' that enables advertisers to buy a fixed number of impressions in a guaranteed fashion directly from publishers, without an auction.

- **Demand Side Platform (DSP)**

  This is a platform which automates the buying of advertisement inventory from Ad Exchanges and/or SSP, either by RTB or Programmatic Direct methods. DSPs (Demand side platforms) facilitate the process of advertisement inventory buying in an open market and help brands/advertisers to target the right audience with the help of Data Management platforms (DMP).

- **Ad Exchanges**

  This is the largest pool of available advertisement spots (inventory), where an advertiser can make a quick purchase without having to go through various publishers. Ad-Exchanges run auctions for these inventories from SSP's of various publishers one impression at a time. There are thousands of advertisement exchanges, however the most popular ones are Google Ad Exchange and AppNexus.

- **Supply Side Platform (SSP)**

  SSPs (Supply side platform) manages the publisher's unsold ad-inventory. It also collects data like duration of a visitor on a website, content consumption categories and their navigation paths. These platforms are the decision makers for choosing the winning bid and serving the winner's advertisement on the publisher's site.

- **Data Management Platform (DMP)**

  Data Management Platforms (DMP) stores and analyzes a large amount of data (generated in form of cookies & device ids) which a marketer can use to make more insightful decisions regarding their target audience.

  Programmatic buying, helps marketing professionals define budgets, goals and attribution models, while the platform will quickly re-adjust various variables in real time, to determine the correct campaign settings to achieve the targeted Return on Investment (ROI).

Challenges

Transparency, Assurance and Adoption

Many traditional marketers, agencies (and Brands too) still look at programmatic with skepticism. Machines taking decisions on their behalf seems untrustworthy in comparison to traditional way of doing business driven by 'in person' interactions, long term partnerships and trust.

Dealing with Ad Frauds /BOTS

Though this is not a new challenge for Ad Tech industry, entry of programmatic has further complicated the scenario. Ad Frauds means the deliberate practice of attempting to serve ads that have no potential to be viewed by a human user. Advertiser ends up wasting money on displaying ads which were either never served, or stacked over each other or viewed by compute malware (referred as malicious BOTS) which takes control of infected computer and simulates user behavior.

Demonstrate ROI

As technology evolved, customers started accessing websites through multiple channels (laptop, mobile, tablet, desktop, smart tv and so on). A customer can access a website from multiple sources and it's difficult to map him accurately across changing IP addresses, devices and shared systems. Probabilistic tracking is used to track users across sources, however the tracking is not accurate. Also, probabilistic techniques are used to estimate approximate characteristics and attributes of users for targeting. Such approximations coupled with ad frauds makes it difficult for advertisers to reach their intended audience effectively making it difficult for them to demonstrate the ROI of their campaigns.

Competition

Online advertising is very competitive business which fuels innovation with the purpose of beating the competition. Innovations keep all the companies on their toes to grab market share and carve their niche. Companies need to continuously look for more to offer better, faster, accurate and ingenious offerings to their clients.

SUMMARY OF OUR BUSINESS

Overview

Some of the information contained in the following discussion, including information with respect to our plans and strategies, have forward-looking statements that involve risks and uncertainties. You should read the section titled "Forward-Looking Statements" on page 10 for a discussion of the risks and uncertainties related to those statements and also the section titled "Risk Factors" on page 11 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 Vertoz Advertising Limited. Unless otherwise indicated, financial information included herein are based on our Restated Financial Statements included in this Prospectus on page 106.

Overview

We are a programmatic advertising Company that offers engaging and innovative advertising and monetization solutions which replaces the traditional methods of media buying and selling of advertisement. Our Company's proprietary technology, advanced capabilities and programmatic platform is a highly scalable software platform that powers and optimizes the marketplace for the real-time trading of digital advertising inventory between advertisers and publishers. We call our platform as a *"Ingenious Plex - The Complete Advertising and Monetization Suite"*.

Our *Ingenious Plex* incorporates proprietary algorithms, sophisticated big-data storage and processing systems, detailed real-time analytics capability and a geographically distributed infrastructure. We analyze hundreds of data points in real time and execute over 10,00,000 (10 Lakh /1 Million) queries per second.

Our intelligent data-driven low latency system has transformed the complicated process of buying and selling digital advertising into a seamless automated process that optimizes results for both advertisers and publishers. Our advertisers can run advertisement on publisher webpages across multiple devices like desktop, mobile and tablets. This helps both advertisers and publishers to achieve their respective goals.

Our highly engaging and innovative advertisement formats help advertisers to provide a great experience to audiences on the publisher webpage. Our Ingenious Plex enables the advertisers to get in front of their desired audiences, engage with them and create brand recognition by tapping into a large pool of quality publishers.

We ensure that the advertisement reaches the right audience and is targeted across websites and application(apps) for the advertisers. We monetize inventory from all verticals and geographies to ensure the best ROI for our publishers. Our publishers gain access to the highest performing and the best paying campaigns from our global pool of direct advertisers that help publishers to earn more.

Our Ingenious Plex features applications for digital advertising sellers, including websites, mobile applications and other digital media properties, to sell their advertising inventory; applications for buyers, including demand side platforms (DSPs), agency trading desks (ATDs), ad networks and advertising agencies, to buy advertising inventory; and an exchange over which such transactions are executed. Together, these features power and optimize a comprehensive, transparent, independent advertising marketplace that brings advertisers and publishers together and facilitates intelligent decision-making and automated transaction execution for the advertising inventory we manage on our platform. We believe we help increase the volume and effectiveness of advertising, increasing revenue for publishers and improving return on advertising spends for advertisers.

Our Company was incorporated in the year 2012 having registered office located in Mumbai and has offices in US, UK and UAE through our subsidiaries. We have invested in our technology to meet the complex needs of customers. We have achieved significant growth as we have scaled our offerings, including the functionality of our programmatic platform and tools for advertisers and publishers. As of August 31, 2017, we had 115 employees.

Our Promoters, Hirenkumar Shah and Ashish Shah who are our Whole-time Directors have experience of over 3 years and 5 years respectively in the Advertisement Technology Industry. Our Company has four subsidiaries situated at US, UK and UAE. For further detail please refer "*History and certain other corporate matters*" on page 81 of this prospectus.

We generate revenue from advertisers and publishers who use our solution for the purchase and sale of advertising inventory respectively. We maintain separate arrangements with advertisers and publishers in the form of master service

agreements, which set out the terms of the relationship and access to our solution, or insertion orders which specify price and other terms. We recognize revenue upon the completion of a transaction, which is when an advertisement impression has been delivered to the consumer viewing a website or application, subject to satisfying all other revenue recognition criteria. We are responsible for the completion of the transaction. We invoice and collect the full purchase price of impressions from advertisers. In some cases, we generate revenue directly from publishers who maintain the primary relationship with advertisers and utilize our solution to transact and optimize their activities.

Our vision is to be a global leader in the programmatic advertising ecosystem with a mission to discover and employ tools, technologies & data points to automate buying & selling of digital media.

Our restated consolidated total income for the Fiscal ended March 31, 2016, 2017 and for the period ended June 30, 2017 was Rs. 1195.65 Lakhs, Rs. 2,048.38 Lakhs and Rs. 999.27 Lakhs respectively. Our restated consolidated profit after tax for the Fiscal ended March 31, 2016, 2017 and for the period ended June 30, 2017 was Rs. 36.15 Lakhs, Rs. 306.29 Lakhs and Rs. 100.61 Lakhs respectively.

Our Competitive Strengths

- Experienced promoters and efficient technical personnel:
- Customer focused
- Proprietary, data-driven understanding of consumer intent and behavior
- Keeping up changing technology trends
- Scalable business model
- Brand safety

Our Business Strategies

- Constant focus on technology, operational efficiency and cost competitiveness
- Acquiring new customers
- Continue to enhance our brand through innovative and focused marketing initiatives
- Continue to attract, build and develop employee excellence
- Enhancing our leadership position by investing in innovation and expansion
- Accelerating our global expansion and entering new markets

For detailed about our business please refer chapter titled "Our Business" on 67 of this Prospectus.

SUMMARY OF FINANCIAL STATEMENTS

Statement of Standalone Assets and Liabilities as Restated

(Rs. In Lakhs)

Sr. No.	Particulars	As at June 30, 2017	As at March 31,				
			2017	2016	2015	2014	2013
	EQUITY AND LIABILITIES						
1)	**Shareholders' Funds**						
	a. Share Capital	2.00	2.00	2.00	2.00	2.00	2.00
	b. Reserves & Surplus	206.01	156.87	45.24	30.94	6.75	(15.85)
2)	Share Application Money Pending Allotment	-	-	-	-	-	-
3)	**Non Current Liabilities**						
	a. Long Term Borrowings	140.57	140.57	10.33	-	-	-
	b. Deferred Tax Liabilities	24.14	24.14	-	0.54	0.60	0.24
	c. Other Long Term Liabilities	22.53	22.53	-	-	-	-
	d. Long Term Provisions	-	-	-	-	-	-
4)	**Current Liabilities**						
	a. Short Term Borrowings	441.19	265.69	20.03	25.90	65.65	62.53
	b. Trade Payables	93.10	138.74	126.25	105.67	45.55	108.16
	c. Other Current Liabilities	117.56	119.84	134.32	22.15	21.58	7.35
	d. Short Term Provisions	56.37	36.59	-	-	2.41	-
	TOTA L	**1,103.08**	**906.97**	**338.17**	**187.21**	**144.54**	**164.42**
	ASSETS						
5)	**Non Current Assets**						
	a. Fixed Assets						
	i. Tangible Assets	326.97	326.24	88.15	22.83	18.02	11.92
	ii. Intangible Asset	-	-	-	-	-	-
	Less: Accumulated Depreciation	130.95	109.16	30.28	12.43	5.47	1.93
	ii. Capital Work in Progress	-	-	-	17.09	-	-
	Net Block	196.02	217.08	57.88	10.39	12.56	9.99
	b. Non Current Investments	44.47	44.47	44.47	-	-	-
	c. Deferred Tax Assets (Net)	-	-	0.36	-	-	-
	d. Long Term Loans And Advances	15.78	15.44	15.43	9.01	2.53	0.76
	e. Other Non Current Assets	5.54	-	-	-	-	-
6)	**Current Assets**						
	a. Inventories	-	-	-	-	-	-
	b. Trade receivables	538.69	333.67	59.85	32.70	66.28	135.54
	c. Cash and Cash Equivalents	281.72	279.93	151.27	92.87	37.08	3.28
	d. Short-Term Loans And Advances	15.04	15.35	8.90	24.78	25.79	14.63
	e. Other Current Assets	6.22	1.04	-	0.37	0.31	0.22
	TOTAL	**1,103.48**	**906.97**	**338.17**	**187.21**	**144.54**	**164.42**

Statement of Standalone Profit and Loss as Restated

(Rs. In Lakhs)

Sr. No.	Particulars	As at June 30, 2017	For the year ended March 31,				
			2017	2016	2015	2014	2013
A	**INCOME**						
	Revenue from Operations	332.91	1,061.78	576.77	412.12	371.63	249.86
	Other Income	5.95	18.00	9.23	4.52	7.93	0.11
	Total Income (A)	**338.86**	**1,079.78**	**586.00**	**416.64**	**379.56**	**249.98**
B	**EXPENDITURE**						
	Direct Service Expense	32.35	44.18	121.03	211.45	204.53	188.65
	Employee benefit expenses	164.35	584.00	302.21	120.45	89.63	19.00
	Finance costs	6.41	38.44	6.37	9.47	6.31	2.94
	Depreciation and amortisation expense	21.80	78.89	17.84	6.96	3.54	1.93
	Other Expenses	44.36	151.10	118.98	31.93	50.17	50.37
	Total Expenses (B)	**269.27**	**896.61**	**566.42**	**380.27**	**354.18**	**262.88**
C	**Profit before exceptional, extraordinary items and tax (A-B)**	**69.59**	**183.17**	**19.58**	**36.37**	**25.38**	**(12.91)**
D	Less: Exceptional items	-	-	-	-	-	-
E	**Profit before extraordinary items and tax(C-D)**	**69.59**	**183.17**	**19.58**	**36.37**	**25.38**	**(12.91)**
F	Extraordinary items	-	-	-	-	-	-
G	Prior period items (Net)	-	-	-	-	-	-
H	**Profit before tax(E-F-G)**	**69.59**	**183.17**	**19.58**	**36.37**	**25.38**	**(12.91)**
	Tax expense :						
	(i) Current tax	20.45	47.03	6.19	12.10	2.42	-
	(ii) Deferred tax	-	24.51	(0.91)	(0.05)	0.36	0.24
	(iii) Income Tax for Earlier Years	-	-	-	-	-	-
	(iv)Excess/Short Provision of Tax	-	-	-	0.13	-	-
I	**Total Tax Expense**	**20.45**	**71.54**	**5.28**	**12.18**	**2.78**	**0.24**
J	**Profit for the year (H-I)**	**49.14**	**111.64**	**14.30**	**24.19**	**22.60**	**(13.14)**

Statement of Standalone Cash Flow as Restated

(Rs. In Lakhs)

Particulars	As at June 30, 2017	For the year ended March 31,				
		2017	2016	2015	2014	2013
Cash Flow From Operating Activities:						
Net Profit before tax as per Profit And Loss A/c	69.59	183.17	19.58	36.37	25.38	(12.91)
Adjustments for:						
Depreciation & Amortisation Expense	21.80	78.89	17.84	6.96	3.54	1.93
Interest Expenses	6.41	20.32	5.69	6.49	6.31	2.94
Interest Income	(5.95)	(18.00)	(9.06)	(4.52)	(7.93)	-
Operating Profit Before Working Capital Changes	**91.85**	**264.38**	**34.06**	**45.30**	**27.30**	**(8.04)**
Adjusted for (Increase)/ Decrease in:						
Short term provisions	19.78	36.59	-	(2.41)	2.41	(0.05)
Trade Receivables	(205.02)	(273.81)	(27.15)	33.58	69.27	(135.54)
Loans & Advances & Other Current Assets	(4.88)	(7.48)	16.25	0.94	(11.24)	(10.79)
Trade Payables	(45.64)	12.49	20.58	60.12	(62.61)	108.16
Other Current Liabilities & Short Term Provision	(2.27)	(14.48)	112.17	0.58	14.23	7.20
Cash Generated From Operations	**(146.18)**	**17.68**	**155.90**	**138.10**	**39.36**	**(39.07)**
Net Income Tax paid/ refunded	(20.45)	(47.03)	(6.19)	(12.23)	(2.42)	-
Net Cash Flow from/(used in) Operating Activities: (A)	**(166.63)**	**(29.35)**	**149.71**	**125.87**	**36.94**	**(39.07)**
Cash Flow From Investing Activities:						
Net (Purchases)/Sales of Fixed Assets (including capital work in progress)	(0.74)	(238.09)	(65.32)	(4.80)	(6.10)	(10.25)
Interest Income	5.95	18.00	9.06	4.52	7.93	-
Net (Increase)/Decrease in Non Current Investments	-	-	17.09	(17.09)	-	-
Net (Increase)/Decrease in Long Term Loans & Advances	(0.34)	(0.01)	(6.42)	(6.48)	(1.77)	-
Net (Increase)/Decrease in other Non current assets	(5.54)	-	-	-	-	-
Proceeds From Sale of Investments	-	-	-	-	-	-
Purchase OF Investments	-	-	(44.47)	-	-	-
Net Cash Flow from/(used in) Investing Activities: (B)	**(0.65)**	**(220.10)**	**(90.07)**	**(23.85)**	**0.06**	**(10.24)**
Cash Flow from Financing Activities:						
Proceeds from issue of Share Capital	-	-	-	-	-	-
Net Increase/(Decrease) in Long Term Borrowings	-	130.24	10.33	-	-	-
Net Increase/(Decrease) in Other short term Borrowing	175.50	245.66	(5.87)	(39.75)	3.12	54.05
Net Increase/(Decrease) in Other Long Term Liabilities	-	22.53	-	-	-	-
Interest paid	(6.41)	(20.32)	(5.69)	(6.49)	(6.31)	(2.94)
Net Cash Flow from/(used in) Financing Activities: (C)	**169.08**	**378.11**	**(1.23)**	**(46.24)**	**(3.19)**	**51.11**
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	1.79	128.66	58.41	55.78	33.81	1.79
Cash & Cash Equivalents As At Beginning of the Year	279.93	151.27	92.87	37.08	3.28	1.48
Cash & Cash Equivalents As At End of the year	**281.72**	**279.93**	**151.27**	**92.87**	**37.08**	**3.28**

Statementof Consolidated Assets and Liabilities as Restated

(Rs. In Lakhs)

Sr. No.	Particulars	As at June 30, 2017	As at March 31,	
			2017	2016
	EQUITY AND LIABILITIES			
1)	**Shareholders' Funds**			
	a. Share Capital	2.00	2.00	2.00
	b. Reserves & Surplus	474.00	373.38	67.09
2)	Share Application Money Pending Allotment			
3)	**Non Current Liabilities**			
	a. Long Term Borrowings	140.57	140.57	10.33
	b. Deferred Tax Liabilities	24.14	24.14	-
	c. Other Long Term Liabilities	22.53	22.53	-
	d. Long Term Provisions	-	-	-
4)	**Current Liabilities**			
	a. Short Term Borrowings	443.39	265.69	20.03
	b. Trade Payables	699.12	618.79	223.68
	c. Other Current Liabilities	117.56	129.09	162.78
	d. Short Term Provisions	79.26	61.61	8.98
	TOTAL	**2,002.58**	**1,637.80**	**494.90**
	ASSETS			
5)	**Non Current Assets**			
	a. Fixed Assets			
	i. Tangible Assets	349.86	349.16	96.61
	ii. Intangible Asset	329.05	-	-
	Less: Accumulated Depreciation	150.38	117.07	32.28
	ii. Capital Work in Progress	-	329.56	-
	Net Block	**528.53**	**561.65**	**64.33**
	b. Deferred Tax Asset (net)	-	-	0.36
	c. Long Term Loans & Advances	23.52	17.94	24.15
	d. Other Non Current Assets	6.42	0.88	-
6)	**Current Assets**			
	a. Current Investment	-	-	-
	b. Inventories	-	-	-
	c. Trade Receivables	1,080.17	713.20	120.29
	d. Cash and Cash Equivalents	333.55	313.01	264.09
	e. Short Term Loans & Advances	24.17	30.08	21.68
	f. Other Current Assets	6.22	1.04	-
	TOTAL	**2,002.58**	**1,637.80**	**494.90**

Statement of Consolidated Profit and Loss as Restated

(Rs. In Lakhs)

Sr. No.	Particulars	As at June 30, 2017	For the year ended March 31,	
			2017	2016
A	**INCOME**			
	Revenue from Operations	994.05	2,030.31	1,186.43
	Other Income	5.22	18.07	9.23
	Total Income (A)	**999.27**	**2,048.38**	**1,195.65**
B	**EXPENDITURE**			
	Purchase of Stock in Trade	525.51	695.77	662.55
	Employee benefit expenses	229.10	611.03	306.61
	Finance costs	10.99	53.26	9.54
	Depreciation and amortisation expense	33.33	86.39	19.83
	Other Expenses	75.61	215.17	155.67
	Total Expenses (B)	**874.54**	**1,661.62**	**1,154.20**
C	**Profit before exceptional, extraordinary items and tax (A-B)**	**124.73**	**386.76**	**41.46**
D	Less: Exceptional items	-	-	-
E	**Profit before extraordinary items and tax(C-D)**	**124.73**	**386.76**	**41.46**
F	Extraordinary items	-	-	-
G	Prior period items (Net)	-	-	-
H	**Profit before tax(E-F-G)**	**124.73**	**386.76**	**41.46**
	Tax expense :			
	(i) Current tax	24.11	55.96	6.21
	(ii) Deferred tax	-	24.51	(0.91)
	(iii) Income Tax for Earlier Years	-	-	-
	(iv) Short Provision of Tax	-	-	-
I	**Total Tax Expense**	**24.11**	**80.47**	**5.30**
J	**Profit for the year (H-I)**	**100.61**	**306.29**	**36.15**

Statement of Consolidated of Cash Flow as Restated

(Rs. In Lakhs)

Particulars	As at June 30, 2017	For the year ended March 31,	
		2017	2016
Cash Flow From Operating Activities:			
Net Profit before tax as per Profit And Loss A/c	124.73	386.76	41.46
Adjustments for:			
Depreciation &Amortisation Expense	33.33	86.39	19.83
Interest Expenses	10.66	32.87	8.56
Interest Income	(5.22)	(18.07)	(9.23)
exchange gain/loss on restatement of forex	-	-	-
Operating Profit Before Working Capital Changes	**163.49**	**487.95**	**60.61**
Adjusted for (Increase)/ Decrease in:			
Trade payable	80.33	395.11	118.01
other Current Liabilities	(11.53)	(33.69)	140.63
Short Term provisions	17.65	52.63	8.98
Short term borrowing	177.70	245.66	(5.87)
Trade receivables	(366.97)	(592.92)	(87.59)
Other Current Assets	(5.19)	(1.04)	0.37
Short term Loans & Advances	5.91	(8.40)	3.10
Cash Generated From Operations	**61.40**	**545.30**	**238.26**
Net Income Tax paid/ refunded	(24.11)	(55.96)	(6.21)
Net Cash Flow from/(used in) Operating Activities: (A)	**37.29**	**489.34**	**232.05**
Cash Flow From Investing Activities:			
Net (Purchases)/Sales of Fixed Assets (including capital work in progress)	(0.20)	(254.15)	(56.68)
Interest Income	5.22	18.07	9.23
Net (Increase)/Decrease in Non Current Assets	(5.53)	(0.88)	-
Net (Increase)/Decrease in Long Term Loans & Advances	(5.57)	6.21	(15.14)
Net Cash Flow from/(used in) Investing Activities: (B)	**(6.08)**	**(230.76)**	**(62.59)**
Cash Flow from Financing Activities:			
Proceeds / (Repayment) from Other Long Term Liability	-	22.53	-
Proceeds / (Repayment) from Long Term Borrowing (Net)	-	130.24	10.33
Interest & Finance Cost	(10.66)	(32.87)	(8.56)
Net Cash Flow from/(used in) Financing Activities: (C)	**(10.66)**	**119.90**	**1.77**
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	20.55	378.48	171.23
Cash & Cash Equivalents As At Beginning of the Year	313.01	264.09	92.87
Cash & Cash Equivalents As At End of the year	**333.55**	**313.01**	**264.09**

THE ISSUE

Following table summarises the present Issue in terms of this Prospectus

Particulars	Details of Equity Shares
Issue of Equity Shares by our Company[#]	Issue of 15,84,000 Equity Shares having face value of Rs. 10.00 each at a price of Rs. 108.00 per Equity Share (including a share premium of Rs. 98.00 per Equity share) aggregating Rs.1710.72 lakhs.
Of which:	
Market Maker Reservation Portion	Issue of 79,200 Equity Shares having face value of Rs.10.00 each at a price of Rs. 108.00 per Equity Share aggregating Rs.85.54 lakhs.
Net Issue to the Public*	Issue of 15,04,800 Equity Shares having face value of Rs.10.00 each at a price of Rs. 108.00 per Equity Share aggregating Rs.1625.18 lakhs.
	Of which:
	7,52,400 Equity Shares having face value of Rs.10.00 each at a price of Rs. 108.00 per Equity Share aggregating Rs.812.59 lakhs will be available for allocation to Retail Individual Investors.
	7,52,400 Equity Shares having face value of Rs.10.00 each at a price of Rs. 108.00 per Equity Share aggregating Rs.812.59 lakhs will be available for allocation to other than Retail Individual Investors.
Pre and Post Issue Share Capital of our Company	
Equity Shares outstanding prior to the Issue	44,01,000 Equity Shares
Equity Shares outstanding after the Issue	59,85,000 Equity Shares
Objects of the Issue	Please refer chapter "*Objects of the Issue*" on page 52 of this Prospectus.

[#]Public issue of up to 15,84,000 Equity Shares of Rs.10.00 each for cash at a price of Rs. 108.00 per Equity Share of our Company aggregating to Rs. 1710.72 lakhs is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. For further details please refer to section 'Terms of the Issue' on page 176 of this Prospectus.

The Issue has been authorised by our Board pursuant to a resolution dated July 21, 2017, and by our Equity Shareholders pursuant to a resolution passed at the extraordinary general meeting held on July 28, 2017.

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

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

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

GENERAL INFORMATION

Our Company was originally incorporated as Vertoz Media Private Limited on February 13, 2012 with the Registrar of Companies, Maharashtra, Mumbai as a private limited Company under the provisions of the Companies Act, 1956. Subsequently our Company was converted into public limited Company pursuant to shareholders resolution passed at the Extra-Ordinary General Meeting held on May 22, 2017 and the name of our Company was changed to Vertoz Media Limited. A fresh certificate of incorporation consequent upon conversion to public limited Company was issued by the Registrar of Companies, Mumbai on June 09, 2017. The name of our Company was changed to Vertoz Advertising Limited pursuant to shareholders resolution passed at the Extra-Ordinary General Meeting held on June 14, 2017 and a Fresh Certificate of Incorporation consequent upon change of name was issued by the Registrar of Companies, Mumbai on July 07, 2017.

Registration Number	226823
Corporate Identification Number	U74120MH2012PLC226823
Address of Registered office of Companies	602, Avior, Nirmal Galaxy L.B.S. Marg, Opp. Johnson & Johnson, Mulund (W) Mumbai-400080 **Tel:** + 91-22-61426030; **Fax:** +91-22-61426061; **E-mail**: compliance@vertoz.com ; **Website**: www.vertoz.com
Address of Registrar of Companies	100, Everest, Marine Drive, Mumbai-400002, Maharashtra **Tel:** +91- 22-22812627/22020295/22846954; **Fax:** +91-22-22811977; **Email**: roc.mumbai@mca.gov.in; **Website:** www.mca.gov.in
Designated Stock Exchange	National Stock Exchange of India Limited
Listing of Shares offered in this Issue	Emerge Platform of National Stock Exchange of India Limited
Contact Person:	**Sumitkumar R. Sharma** Company Secretary & Compliance Officer 602, Avior, Nirmal Galaxy L.B.S. Marg, Opp. Johnson & Johnson, Mulund (W) Mumbai-400080 Tel: +91-22-61426030; Fax: +91-22-61426061; E-mail: compliance@vertoz.com Website: www.vertoz.com

For details in relation to the changes to the name of our Company, please refer to the section titled "*History and Certain Other Corporate Matters*" beginning on page 81 of this Prospectus.

Our Board of Directors

Details regarding our Board of Directors as on the date of this Prospectus are set forth in the table hereunder:

Sr. No.	Name and Designation	DIN	Address
1.	**Ashish Shah** *Whole-time Director*	00092787	A-103, Willows Twin Tower, Vasant Garden Swapna Nagari, Mulund (West), Mumbai 400080
2.	**Hirenkumar Shah** *Whole-time Director*	00092739	A-103, Willows Twin Tower, Vasant Garden Swapna Nagari, Mulund (West), Mumbai 400080
3.	**Rasiklal H. Shah** *Additional Non-Executive Director*	00091585	A-103, Willows Twin Tower, Vasant Garden Swapna Nagari, Mulund (West), Mumbai 400080
4.	**Harshad U. Shah** *Additional Non-Executive Director*	07849186	405, Jay Tower, Govind Nagar, Near Hanuman Mandir Borivali West, Mumbai 400092
5.	**Harshal I. Patel** *Independent Director*	07842251	A/402, Karma Bhoomi, B.M. Konekar Marg, Hingwala Cross Lane, Opp Popular Hotel, Ghatkopar East , Rajawadi, Mumbai-400077
6.	**Nilam S. Doshi** *Independent Director*	07848294	A/3 Gautam Labdhi Building, Shivaji Path, Below Royal College, Dombivali East, Kalyan, Tilaknagar, Thane, Mumbai-421201
7.	**Rohit K. Vaghadia** *Additional Independent Director*	07946771	102, Dharmaraj Apartment, Manpada Road, K.D. Agarwal Hall, Ayodhya Nagari, Tilak Nagar, Kalyan, Thane - 421201

For detailed profile of our Whole-Time Directors and other Directors, refer *"Our Management"* and *"Our Promoters and Promoter Group"* on page 85 and 96 respectively of this Prospectus.

Company Secretary and Compliance Officer

Our Company has appointed Sumitkumar R. Sharma, the Company Secretary of our Company, as the Compliance Officer, whose contact details are set forth hereunder.

Sumitkumar R. Sharma
602, Avior, Nirmal Galaxy L.B.S. Marg,
Opp. Johnson & Johnson, Mulund (W) Mumbai-400080
Tel: +91-22-61426030;
Fax: +91-22-61426061
E-mail: compliance@vertoz.com
Website: www.vertoz.com

Chief Financial Officer

Our Company has appointed Akshay A. Sonar Parolkar, as the Chief Financial Officer. His contact details are set forth hereunder.

Akshay A. Sonar Parolkar
602, Avior, Nirmal Galaxy L.B.S. Marg,
Opp. Johnson & Johnson, Mulund (W) Mumbai-400080
Tel: +91-22-61426030;
Fax: +91-22-61426061;
E-mail: akshay.sonar@vertoz.com
Website: www.vertoz.com

Details of Key Intermediaries pertaining to this Issue of our Company:

<table>
<tr><th>Lead Manager of the Issue</th><th colspan="3">Registrar to the Issue</th></tr>
<tr><td>Guiness Corporate Advisors Private Limited
Registered Office:18, Deshapriya Park Road,
Kolkata - 700 026, West Bengal, India
Tel: +91-33-30015555
Fax: +91-33- 3001 5531
Email: gcapl@guinessgroup.net
Website: www.guinessonline.net
Contact Person: Alka Mishra/ Mohit Baid
SEBI Registration No.: INM 000011930</td><td colspan="3">Karvy Computershare Private Limited
Karvy Selenium Tower B, Plot 31-32, Gachibowli
Financial District, Nanakramguda, Hyderabad - 500 032
Tel : +91 40-67162222
Fax : +91 40-23431551
E-mail: einward.ris@karvy.com
Investor grievance e-mail: vertozmedia.ipo@karvy.com
Website: www.karisma.karvy.com
Contact Person: M. Murali krishna,
SEBI Registration No : INR000000221</td></tr>
<tr><th colspan="4">Bankers to the Company</th></tr>
<tr><td>Corporation Bank
Nahur-Bhandup Branch, Thane
Tel: +91-25662384/85
Email: cb1469@corpbank.co.in
Website: www.corpbank.com
Contact Person: Ira Kulkarni,
Branch Manager</td><td>HDFC Bank
Talaopali Branch, Thane
Tel: +919322374859
Email: farzan.besania@hdfcbank.com
Website: www.hdfcbank.com
Contact Person: Farzan Besania,
Territory Head</td><td colspan="2">The Federal Bank Ltd.
ED EL Plot No. 208, Central Avenue
Road, Chembur East, Mumbai-
400071
Tel: 022-2225286183/ 25298111
Email: BBYN@federalbank.co.in
Website: www.federalbank.co.in
Contact Person: Bindu Warrier,
Branch Manager</td></tr>
<tr><th>Statutory Auditor of the Company</th><th colspan="3">Peer Review Auditor</th></tr>
<tr><td>M/s. Nakrani & Co.
Chartered Accountants
102, Yogashree CHS, K Villa, opp. Holy Cross School,
Old Mumbai Pune Road ,Thane-West-400 601
Tel : +91-22-25476903
Email: info@canp.co.in
Contact Person: CA. Bharat Patel
Membership No.- 132078
Firm Registration No.: 130078W</td><td colspan="3">M/s. A D V & Associates
Chartered Accountants
88, Amba Bhavan, Ground Floor,
6th Road, Prabhat Colony, Santacruz (East)
Mumbai-400055,Maharashtra, India
Tel : +91-22-26832311/12
E-mail: advassociates@gmail.com
Contact Person: CA Ankit Rathi
Membership Number: 162441
Firm Registration No.- 128045W</td></tr>
</table>

Legal Advisor to the Issue	Banker to the Issue
Mishra and Mishra, Advocates 4th floor, Room no. 89, Temple Chambers 6, Old Post Office Street, Kolkata - 700001 **Tel** : +91-33-22315126 **Fax :** +91-33-22315126 **Email**: mail@mishraandmishra.com **Contact Person**: Sailesh Mishra	**ICICI Bank Limited** Capital Market Division,1st Floor, 122, Mistry Bhawan, Dinshaw Vachha Road, Backbay Reclamation, Churchgate, Mumbai – 400 020, Maharashtra, India **Tel.** : +91 - 22 - 66818924 **Fax** : +91 - 22 - 2261 1138 **E mail**: shradha.salaria@icicibank.com **Website**: www.icicibank.com **Contact Person**: Shradha Salaria **SEBI Registration No.**: INB100000004

Applicants can contact the Compliance Officer or the Lead Manager or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems, such as non-receipt of letters of Allotment, credit of Allotted Equity Shares in the respective beneficiary account and refund orders, etc. All complaints, queries or comments received by Stock Exchange / SEBI shall be forwarded to the Lead Manager, who shall respond to the same.

Applicants may contact the Lead Manager for complaints, information or clarifications pertaining to the Issue.

All grievances may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The Applicant should give full details such as name of the sole or first Applicant, ASBA Form number, Applicant DP ID, Client ID, PAN, date of the ASBA Form, address of the Applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the Applicant. Further, the investor shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

Self-Certified Syndicate Banks (SCSB's)

The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes. For details of the Designated Branches which shall collect Application Forms, please refer to the above-mentioned link.

Registered Brokers

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

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of Stock Exchange at www.nseindia.com, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchanges at www.nseindia.com, as updated from time to time.

Statement of Responsibility of the Lead Manager/ Statement of inter se allocation of responsibilities

Since Guiness Corporate Advisors Private Limited is the sole Lead Manager to this Issue, a statement of inter se allocation of responsibilities amongst Lead Managers is not required.

Credit Rating

This being an issue of Equity Shares, there is no requirement of credit rating for the Issue.

IPO Grading

Since the issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, there is no requirement of

appointing an IPO Grading agency.

Brokers to the Issue

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

Expert Opinion

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent from the Peer Reviewed Auditor namely, M/s. ADV & Associates, Chartered Accountants to include its name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Prospectus and as "expert" as defined under section 2(38) of the Companies Act, 2013 in respect of the reports of the Peer Reviewed Auditor on the Restated Financial Statements, dated August 10, 2017 and the statement of special tax benefits dated August 10, 2017 included in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus.

Debenture Trustees

This is an issue of equity shares hence appointment of debenture trustee is not required.

Appraisal and Monitoring Agency

The objects of the Issue have not been appraised by any agency.

The Objects of the Issue and means of finance, therefore, are based on internal estimates of our Company. In terms of Regulation 16 of the SEBI (ICDR) Regulations, we are not required to appoint a monitoring agency since the Issue size is not in excess of Rs.10,000 lakhs.

Underwriting Agreement

This Issue is 100% Underwritten. The Underwriting agreement is dated August 10, 2017. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriter are several and are subject to certain conditions specified therein.

The Underwriter has indicated its intention to underwrite the following number of specified securities being offered through this Issue:

Details of the Underwriter	No. of shares underwritten*	Amount Underwritten (Rs. in lakhs)	% of the Total Issue Size Underwritten
GUINESS CORPORATE ADVISORS PRIVATE LIMITED 18, Deshapriya Park Road,Kolkata-700 026 Tel : +91-33-3001 5555 Fax: +91-33-3001 5531 Email: gcapl@guinessgroup.net Website: www.guinessonline.net Contact Person: Alka Mishra /Mohit Baid SEBI Registration No: INM 000011930	15,84,000	1710.72	100.00

**Includes 79,200 Equity shares of Rs.10.00 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 106 V (4) of the SEBI (ICDR) Regulations, 2009, as amended.*

In the opinion of our Board of Directors, the resources of the above mentioned Underwriter are sufficient to enable them to discharge the underwriting obligations in full. The abovementioned Underwriter is registered with SEBI under Section 12(1) of the SEBI Act or registered as broker with the Stock Exchange.

Details of the Market Making Arrangement for this Issue

Our Company has entered into Market Making Agreement dated August 10, 2017, with the Lead Manager and Market Maker, duly registered with National Stock Exchange of India Limited to fulfil the obligations of Market Making:

The details of Market Maker are set forth below:

Name	Guiness Securities Limited

Corporate Office Address	Guiness House, 18, Deshapriya Park Road, Kolkata-700 026
Tel no.	+91-33-3001 5555
Fax no.	+91-33-2464 6969
Email	kmohanty@guinessgroup.net
Website	www.guinessonline.net
Contact Person	Mr. Kuldeep Mohanty
SEBI Registration No.	INB 011146033

The Market Maker shall fulfil 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 National Stock Exchange of India Limited 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 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 shall inform the Stock Exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.

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 in that scrip provided that they sell their entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.

3) After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 25%. (Including the 5% of Equity Shares of the Issue.) Any Equity Shares allotted to Market Maker under this Issue over and above 5% of Issue Size would not be taken in to consideration of computing the threshold of 25%. As soon as the Shares of market maker in our Company reduce to 24%, the market maker will resume providing 2-way quotes.

4) There shall be no exemption/threshold on downside. However, in the event the market maker exhausts his inventory through market making process, the concerned stock exchange may intimate the same to SEBI after due verification.

5) Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.

6) 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.

7) The shares of the Company will be traded in continuous trading session from the time and day the company gets listed on Emerge Platform of National Stock Exchange of India Limited and Market Maker will remain present as per the guidelines mentioned under National Stock Exchange of India Limited and SEBI circulars.

8) There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while *force-majeure* will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.

9) The Market Maker shall have the right to terminate said arrangement by giving a three month notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker.

   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 the Company and the Lead Manager reserve the right to appoint other Market Maker either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particulars point of time. The Market Making Agreement is available for inspection at our Registered Office from 11.00 a.m. to 5.00 p.m. on working days.

10) **Risk containment measures and monitoring for Market Maker**: National Stock Exchange of India Limited SME Exchange will have all margins which are applicable on the National Stock Exchange of India Limited Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.

11) **Punitive Action in case of default by Market Maker:** National Stock Exchange of India Limited SME Exchange 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.

12) Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market maker(s) 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 Crores	25%	24%
Rs.20 to Rs.50 Crores	20%	19%
Rs.50 to Rs.80 Crores	15%	14%
Above Rs.80 Crores	12%	11%

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

CAPITAL STRUCTURE

The Equity Share capital of our Company, as on the date of this Prospectus and after giving effect to the Issue is set forth below:

S. No.	Particulars	Amount (Rs. in lakhs)	
		Aggregate nominal value	Aggregate value at Issue Price
A.	**Authorised Share Capital**		
	60,00,000 Equity Shares of Rs.10.00 each	600.00	-
B.	**Issued, Subscribed and Paid-Up Share Capital before the Issue**		
	44,01,000 Equity Shares of Rs.10.00 each	440.10	-
C.	**Present Issue in terms of this Prospectus**		
	Issue of 15,84,000 Equity Shares of Rs. 10.00 each at a price of Rs.108.00 per Equity Share	158.40	1710.72
	Which comprises:		
	79,200 Equity Shares of Rs. 10.00 each at a price of Rs.108.00 per Equity Share reserved as Market Maker portion	7.92	85.54
	Net Issue to the Public of 15,04,800 Equity Shares of Rs. 10.00 each at a price of Rs.108.00 per Equity Share	150.48	1625.18
	Of which:		
	7,52,400 Equity Shares of Rs. 10.00 each at a price of Rs.108.00 per Equity Share will be available for allocation to Retail Individual Investors upto Rs. 2.00 Lakhs	75.24	812.59
	7,52,400 Equity Shares of Rs. 10.00 each at a price of Rs.108.00 per Equity Share will be available for allocation to Other than Retail Individual Investors above Rs. 2.00 Lakhs	75.24	812.59
D.	**Issued, Subscribed and Paid-up Share Capital after the Issue**		
	59,85,000 Equity Shares of Rs. 10 each	598.50	-
E.	**Securities Premium Account**		
	Before the Issue	-	
	After the Issue	1552.32	

The Issue has been authorised by our Board pursuant to a resolution dated July 21, 2017, and by our Equity Shareholders pursuant to a resolution passed at the extraordinary general meeting held on July 28, 2017.

Notes to the Capital Structure

1. **Details of increase in authorised Share Capital:**

Since the incorporation of our Company, the authorised share capital of our Company has been altered in the manner set forth below:

Particulars of Change		Date of Shareholders' Meeting	AGM/ EGM
From	**To**		
20,000 Equity Shares of Rs.10 each		On incorporation	-
Rs. 200,000 consisting of 20,000 Equity Shares of Rs.10 each	Rs. 6,00,00,000 consisting of 60,00,000 Equity Shares of Rs.10 each	14/06/2017	EGM

2. **History of Issued and Paid Up Share Capital of our Company**

(a) *The history of the equity share capital of our Company is set forth below:*

Date of allotment	Number of Equity Shares allotted	Face value (Rs.)	Issue Price (Rs.)	Nature of Consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (Rs.)
13/02/2012	18,000	10.00	10.00	Cash	Subscription to MoA[(i)]	18,000	1,80,000
10/03/2012	2,000	10.00	10.00	Cash	Further Allotment[(ii)]	20,000	2,00,000
29/07/2017	20,60,000	10.00	Nil	Other than Cash	Bonus Issue in the ratio of 103 Equity Shares for every 1 Equity Share [(iii)]	20,80,000	2,08,00,000
11/08/2017	23,21,000	10.00	10.00	Cash	Conversion of Unsecured Loan to Equity[(iv)]	44,01,000	4,40,10,000

(i) Initial Subscribers to the Memorandum of Association of our Company:

S.N.	Name	No. of Equity Shares
1.	Ashish Rasiklal Shah	9,000
2.	Smitkumar Laxmanbhai Nebhwani	9,000
Total		**18,000**

(ii) Further Allotment of 2,000 Equity Shares:

S.N.	Name	No. of Equity Shares
1.	Laxman Lokchand Nebhwani	1,000
2.	Harshad Uttamchand Shah	1,000
Total		**2,000**

(iii) Bonus issue of 20,60,000 Equity Shares in the ratio of 103:1

S.N.	Name	No. of Equity Shares
1.	Ashish Rasiklal Shah	10,30,000
2.	Hirenkumar Rasiklal Shah	9,27,000
3.	Rasiklal Hathichand Shah	20,600
4.	Ranjanben Rasiklal Shah	20,600
5.	Archana Rohit Shah	20,600
6.	Arpana Vipul Vejani	20,600
7.	Shital Chintan Shah	20,600
Total		**20,60,000**

(iv) Conversion of Unsecured Loan to Equity:

S.N.	Name	No. of Equity Shares
1.	Hirenkumar Rasiklal Shah	10,61,000
2.	PayNX Technologies Private Limited	12,60,000
Total		**23,21,000**

3. We have not issued any Equity Shares for consideration other than cash except as set forth in the table below:

Date of allotment	No. of Equity Shares	Face value (Rs.)	Issue price (Rs.)	Consideration	Nature of allotment	Benefits Accrued to our Company
29/07/2017	20,60,000	10	-	Other than Cash	Bonus in the ratio of 103:1	Nil

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

5. We have not revalued our assets since inception and have not issued any equity share (including bonus shares) by capitalizing any revaluation reserves.

6. **Issue of Shares in the preceding two years**

For details of issue of Shares by our Company in the preceding two years, see refer "*Capital Structure*" on page 41 of this Prospectus.

7. **Issue of Equity Shares in the last one year from the date of filing of this Prospectus**

Except for the following issue of Equity Shares, our Company has not issued any Equity Shares in the one year immediately preceding the date of this Prospectus at a price which is lower than the Issue Price.

Date of Allotment	Number of Equity Shares allotted	Face value (Rs.)	Issue Price (Rs.)	Nature of Consideration	Nature of allotment	% of Pre-Issue Equity Share Capital	% of Post-Issue Equity Share Capital
29/07/2017	20,60,000	10.00	-	Other than Cash	Bonus Issue	46.81	34.42
11/08/2017	23,21,000	10.00	10.00	Cash	Conversion of Unsecured Loan to Equity	52.74	38.78

8. **Build Up of our Promoters' Shareholding, Promoters' Contribution and Lock-In**

As on the date of this Prospectus, our Promoters hold 40,71,824 Equity Shares, constituting 92.52% of the pre-issued, subscribed and paid-up Equity Share capital of our Company.

(a) ***Build-up of our Promoters' shareholding in our Company***

Date of Allotment/ Transfer	Consideration	Nature of Issue	No of Equity Shares	Face Value	Issue Price/Acquisition Price/ Transfer Prices	% Pre-Issue paid up capital	% Post issue paid up capital
Ashish Shah							
13/02/2012	Cash	Subscription to MOA	9,000	10	10		
22/03/2012	Cash	Transferred to Trunkoz Technologies Pvt. Ltd.	(9,000)	10	10		
03/03/2015	Cash	Acquired from Trunkoz Technologies Pvt. Ltd.	9,000	10	83.19		
03/03/2015	Cash	Acquired from Laxmanbhai Nebhwani	1,000	10	83.19		
29/07/2017	Other than Cash	Bonus Issue	10,30,000	10	-		
25/09/2017	Other than Cash	Transferred by gift to Harshad U. Shah	(14,963)	10	-		
21/09/2017	Cash	Acquired from PayNX Technologies Pvt. Ltd.	10,10,875	10	10.00		
Total			**20,35,912**			**46.26**	**34.02**
Hirenkumar Shah							
03/03/2015	Cash	Acquired from Smitkumar	9,000	10	83.19		

		Laxmanbhai Nebhwani					
03/03/2015	Cash	Acquired from Harshad Shah	1,000	10	83.19		
08/06/2017	Other than Cash	Transfer by Gift to Rasiklal Shah	(200)	10	-		
08/06/2017	Other than Cash	Transfer By Gift to Shital C. Shah	(200)	10	-		
08/06/2017	Other than Cash	Transfer By Gift to Archana R. Shah	(200)	10	-		
08/06/2017	Other than Cash	Transfer By Gift to Ranjanben Shah	(200)	10	-		
08/06/2017	Other than Cash	Transfer By Gift to Arpana V. Vejani	(200)	10	-		
29/07/2017	Other than Cash	Bonus Issue	9,27,000	10	-		
11/08/2017	Cash	Conversion of Loan to Equity	10,61,000	10	10		
25/09/2017	Other than Cash	Transfer by Gift to Rasiklal Shah	(39,050)	10	-		
25/09/2017	Other than Cash	Transfer by Gift to Shital C. Shah	(39,050)	10	-		
25/09/2017	Other than Cash	Transfer by Gift to Archana R. Shah	(39,050)	10	-		
25/09/2017	Other than Cash	Transfer by Gift to Ranjanben Shah	(39,050)	10	-		
25/09/2017	Other than Cash	Transfer by Gift to Arpana V. Vejani	(39,050)	10	-		
25/09/2017	Other than Cash	Transfer by Gift to Harshad U. Shah	(14,963)	10	-		
21/09/2017	Cash	Acquired from PayNX Technologies Pvt. Ltd.	2,49,125	10	10		
Total			**20,35,912**			**46.26**	**34.02**

(b) ***Details of Promoters' Contribution Locked-in for Three Years***

Pursuant to the SEBI (ICDR) Regulations, an aggregate of at least 20% of the post Issue Equity Share capital of our Company held by our Promoters shall be considered as promoters' contribution ("*Promoters Contribution*") and locked-in for a period of three years from the date of Allotment.

Our Promoters have granted consent to include such number of Equity Shares held by them as may constitute 20% of the post issue Equity Share capital of our Company as Promoters Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters Contribution from the date of filing of this Prospectus until the commencement of the lock-in period specified above. Details of the Equity Shares forming part of Promoters Contribution and proposed to be locked-in for a period of three years are as follows:

Date of Allotment	**Nature of acquisition**	**Number of Equity Shares**	**Face Value per Equity Share (in Rs.)**	**Issue price per Equity Share (in Rs.)**	**Nature of Consideration**	**% of Pre-Issue Equity Share Capital**	**% of Post-Issue Equity Share Capital**
Ashish Shah							
03/03/2015	Acquired from Trunkoz Technologies Private Limited	9,000	10.00	83.19	Cash	0.20	0.15
03/03/2015	Acquired from Laxmanbhai Nebhwani	1,000	10.00	83.19	Cash	0.02	0.02
29/07/2017	Bonus Issue	6,14,500	10.00	-	Other than Cash	13.96	10.27

Total (A)		**6,24,500**				**14.19**	**10.43**
Hirenkumar Shah							
29/07/ 2017	Bonus Issue	6,24,500	10.00	-	Other than Cash	14.19	10.43
Total (B)		**6,24,500**				**14.19**	**10.43**
Total (A+B)		**12,49,000**				**28.38**	**20.86**

For details on build-up of Equity Shares held by our Promoters, refer "*Build-up of our Promoters' shareholding in our Company*" at page 43 of this Prospectus.

The Equity Shares that are being locked-in are not, and will not be ineligible for computation of Promoters' Contribution under Regulation 33 of the SEBI (ICDR) Regulations. In this computation, as per Regulation 33 of the SEBI Regulations, our Company confirms that the Equity Shares locked-in do not, and shall not, consist of:

(i) The Equity Shares acquired during the three years preceding the date of this Prospectus (a) for consideration other than cash and revaluation of assets or capitalisation of intangible assets, or (b) bonus shares issued out of revaluations reserves or unrealised profits or against equity shares which are otherwise ineligible for computation of Promoters' Contribution;

(ii) The Equity Shares acquired during the 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) Equity Shares issued to the Promoters upon conversion of a partnership firm; and

(iv) Equity Shares held by the Promoters that are subject to any pledge or any other form of encumbrance.

Specific written consent has been obtained from the Promoters for inclusion of the Equity Shares for ensuring lock-in of three years to the extent of minimum 20% of post Issue paid-up Equity Share Capital from the date of allotment in the proposed public Issue.

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

The Equity Shares held by our Promoters may be transferred to and among the Promoter Group or to new Promoters or persons in control of our Company, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the Takeover Code, as applicable.

(c) ***Equity Shares locked-in for one 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.

(d) ***Other requirements in respect of 'lock-in'***

Pursuant to Regulation 39 of the SEBI (ICDR) Regulations, the locked-in Equity Shares held by our Promoters can be pledged with any scheduled commercial bank or public financial institution as collateral security for loans granted by such scheduled commercial bank or public financial institution, provided that (i) the pledge of shares is one of the terms of sanction of the loan and (ii) if the shares are locked-in as Promoter's contribution for three years under Regulation 36(a) of the SEBI (ICDR) Regulations, then in addition to the requirement in (i) above, such shares may be pledged only if the loan has been granted by the scheduled commercial bank or public financial institution for the purpose of financing one or more of the objects of the Issue.

Pursuant to Regulation 40 of the SEBI (ICDR) Regulations, Equity Shares held by our Promoters, which are locked-in in accordance with Regulation 36 of the SEBI (ICDR) Regulations, may be transferred to and among our Promoters and any member of the Promoter Group, or to a new promoter or persons in control of our Company subject to continuation of the lock-in in the hands of the transferee for the remaining period and compliance with the Takeover Regulations, as applicable.

Further, pursuant to Regulation 40 of the SEBI (ICDR) Regulations, Equity Shares held by shareholders other than our Promoters which are locked-in in accordance with Regulation 37 of the SEBI (ICDR) Regulations, may be transferred to

any other person holding shares which are locked-in, subject to continuation of the lock-in in the hands of the transferee for the remaining period and compliance with the Takeover Regulations, as applicable.

9. ***Our shareholding pattern***

Pursuant to Regulation 31 of the Listing Regulations, the holding of specified securities is divided into the following three categories:

(a) Promoter and Promoter Group;

(b) Public; and

(c) Non-Promoter - Non Public.

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV) + (V) + (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (XI)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a % of diluted share capital) As a % of (A+B+C2) (XI) = (VII) + (X)	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 : Equity	Class :preference	Total								
(A)	Promoter & Promoter Group	7	43,71,074	-	-	43,71,074	99.32	43,71,074	-	43,71,074	99.32	-	-	-		-		-
(B)	Public	1	29,926	-	-	29,926	0.68	29,926	-	29,926	0.68	-	-	-		-		-
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-		-		-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-		-		-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-		-		-
	Total	**8**	**44,01,000**	**-**	**-**	**44,01,000**	**100**	**44,01,000**	**-**	**44,01,000**	**100**	**-**	**-**	**-**		**-**		**-**

Note: The term "Encumbrance" has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

(a) Our Company will file the shareholding pattern of our Company in the form prescribed under Regulation 31 of SEBI (LODR) Regulations, one day prior to the listing of the Equity Shares. The shareholding pattern will be uploaded on the website of National Stock Exchange of India Limited before commencement of trading of our Equity Shares.

(b) There are no Equity Shares against which depository receipts have been issued.

(c) Other than the Equity Shares, there is no other class of securities issued by our Company.

10. **The shareholding pattern of our Company before and after the Issue is set forth below:**

Sr. No.	Particulars	Pre Issue		Post Issue	
		No. of Shares	% Holding	No. of Shares	% Holding
a)	Promoters	40,71,824	92.52	40,71,824	68.03
b)	Promoter Group	2,99,250	6.80	2,99,250	5.00
c)	Public	29,926	0.68	16,13,926	26.97
	Total	**44,01,000**	**100.00**	**59,85,000**	**100.00**

11. **The shareholding pattern of our Promoters and Promoter Group before and after the Issue is set forth below:**

S.N	Particulars	Pre Issue		Post Issue	
		No. of Shares	% Holding	No. of Shares	% Holding
a)	**Promoters**				
	Ashish Shah	20,35,912	46.26	20,35,912	34.02
	Hirenkumar Shah	20,35,912	46.26	20,35,912	34.02
	Total (A)	**40,71,824**	**92.52**	**40,71,824**	**68.03**
b)	**Promoter Group**				
	Rasiklal H Shah	59,850	1.36	59,850	1.00
	Ranjanben R. Shah	59,850	1.36	59,850	1.00
	Archana R.Shah	59,850	1.36	59,850	1.00
	Arpana V. Vejani	59,850	1.36	59,850	1.00
	Shital C Shah	59,850	1.36	59,850	1.00
	Total (B)	**2,99,250**	**6.80**	**2,99,250**	**5.00**
	Total(A+B)	**43,71,074**	**99.32**	**43,71,074**	**73.03**

12. **The average cost of acquisition of or subscription to Equity Shares by our Promoters is set forth in the table below:**

Name of the Promoters	No. of Equity Shares held	Average cost of Acquisition (in Rs.)
Ashish Shah	20,35,912	5.37
Hirenkumar Shah	20,35,912	6.84

13. **None of our Directors or Key Managerial Personnel hold Equity Shares in our Company, other than as set forth below:**

Name of the Director	No. of Equity Shares held	Pre-Issue percentage of Shareholding
Ashish Shah	20,35,912	46.26
Hirenkumar Shah	20,35,912	46.26
Harshad U. Shah	29,926	0.68
Rasiklal H. Shah	59,850	1.36
Total	**41,61,600**	**94.56**

14. **Particulars of top ten shareholders and the number of Equity Shares held by them are set forth below:**

(a) Particulars of the top ten shareholders as on the date of this Prospectus:

Sr. No.	Name of shareholder	No. of Equity Shares	% of Pre-Issue Capital
1.	Hirenkumar Shah	2,035,912	46.26
2.	Ashish Shah	2,035,912	46.26
3.	Rasiklal H. Shah	59,850	1.36
4.	Ranjanben R. Shah	59,850	1.36
5.	Archana R. Shah	59,850	1.36
6.	Arpana V. Vejani	59,850	1.36
7.	Shital C. Shah	59,850	1.36
8.	Harshad U. Shah	29,926	0.68
	Total	**44,01,000**	**100.00**

(b) Particulars of top ten shareholders ten days prior to the date of this Prospectus:

Sr. No.	Name of shareholder	No. of Equity Shares	% of Pre-Issue Capital
1.	Hirenkumar Shah	19,97,000	45.38
2.	Ashish Shah	10,40,000	23.63
3.	Rasiklal H. Shah	20,800	0.47
4.	Ranjanben R. Shah	20,800	0.47
5.	Archana R. Shah	20,800	0.47
6.	Arpana V. Vejani	20,800	0.47
7.	Shital C. Shah	20,800	0.47
8.	PayNX Technologies Pvt. Ltd.	12,60,000	28.63
	Total	**44,01,000**	**100.00**

(c) Particulars of the shareholders two years prior to the date of this Prospectus:

Sr. No.	Name of shareholder	No. of Equity Shares	% of Pre-Issue Capital
1.	Ashish Shah	10,000	50.00
2.	Hirenkumar Shah	10,000	50.00
	Total	**20,000**	**100.00**

15. Our Company has not revalued its assets since inception and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves. Our Company has not issued any Equity Shares pursuant to any scheme approved under Sections 391-394 of the Companies Act, 1956 or 230-233 of the Companies Act, 2013.

16. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Plan for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Plan from the proposed Issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

17. 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 have been listed. Further, our Company presently does not have any intention or proposal to alter our capital structure for a period of six months from the date of opening of this Issue, by way of split / consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or otherwise, except that if we enter into acquisition(s) or joint venture(s), we may consider additional capital to fund such activities or to use Equity Shares as a currency for acquisition or participation in such joint ventures.

18. There have been no purchase or sell of Equity Shares by the Promoters and Promoter Group, and our Directors during a period of six months preceding the date on which this Prospectus is filed with National Stock Exchange of India Limited except as set forth below:

Date of Allotment/ Acquisition/Transfer	Name of Shareholder	Promoter/ Promoter Group/Director	Number of Equity Shares	Face Value(Rs.)	Issue /Acquisition/Transfer Price	% of Pre-Issue Capital	Nature of transaction
08/06/2017	Hirenkumar Shah	Promoter	200	10.00	-	Negligible	Transfer by Gift to Rasiklal H. Shah
			200	10.00	-	Negligible	Transfer by Gift to Shital C. Shah
			200	10.00	-	Negligible	Transfer by Gift to Archana R. Shah
			200	10.00	-	Negligible	Transfer by Gift to Ranjanben R. Shah
			200	10.00	-	Negligible	Transfer by Gift to Arpana V. Vejani
25/09/2017			39,050	10.00	-	0.89	Transfer by Gift to Rasiklal H. Shah
			39,050	10.00	-	0.89	Transfer by Gift to

							Shital C. Shah
			39,050	10.00	-	0.89	Transfer by Gift to Archana R. Shah
			39,050	10.00	-	0.89	Transfer by Gift to Ranjanben R. Shah
			39,050	10.00	-	0.89	Transfer by Gift to Arpana V. Vejani
			14,963	10.00	-	0.34	Transfer by Gift to Harshad U. Shah
21/09/2017			2,49,125	10.00	10.00	5.66	Acquired from PayNX Technologies Pvt. Ltd
25/09/2017	Ashish Shah	Promoter	14,963	10.00	-	0.34	Transfer by Gift to Harshad U. Shah
21/09/2017			10,10,875	10.00	10.00	22.97	Acquired from PayNX Technologies Pvt. Ltd

19. No financing arrangements have been entered into by the members of the Promoter Group, the Directors, or their relatives for the purchase by any other person of the securities of our Company other than in the normal course of business of the financing entity during a period of six months preceding the date of filing of this Prospectus with the National Stock Exchange of India Limited.

20. Our Company, our Promoters, our Directors and the Lead Manager to this Issue have not entered into any buy-back, standby or similar arrangements with any person for purchase of our Equity Shares issued by our Company through this Prospectus.

21. There are no safety net arrangements for this public issue.

22. An oversubscription to the extent of 10% of the Issue can be retained for the purposes of rounding off to the minimum allotment lot and multiple of one share thereafter, while finalizing the Basis of Allotment. Consequently, the actual allotment may go up by a maximum of 10% of the Issue as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock- in shall be suitably increased so as to ensure that 20% of the Post Issue paid-up capital is locked in for 3 years.

23. Under-subscription in the net Issue, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Manager and the National Stock Exchange of India Limited.

24. As on the date of filing of this Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.

25. All the Equity Shares of our Company are fully paid up as on the date of this Prospectus. Further, since the entire money in respect of the Issue is being called on application, all the successful applicants will be issued fully paid-up equity shares.

26. As per RBI regulations, OCBs are not allowed to participate in this Issue.

27. Our Company has not raised any bridge loan against the proceeds of this Issue. However, depending on business requirements, we might consider raising bridge financing facilities, pending receipt of the Issue Proceeds.

28. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.

29. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.

30. No payment, direct or indirect in the nature of discount, commission, allowances or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this Issue.

31. We have 8 (Eight) Shareholders as on the date of this Prospectus.

32. Our Promoters and the members of our Promoter Group will not participate in this Issue.

33. Our Company has not made any public issue since its incorporation.

34. As on the date of this Prospectus, the Lead Manager and their respective associates (determined as per the definition of 'associate company' under Section 2(6) of the Companies Act, 2013) do not hold any Equity Shares in our Company.

35. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of filing this Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.

36. For the details of transactions by our Company with our Promoter Group, Group Companies during the financial years ended March 31, 2013, 2014, 2015, 2016, 2017 and for three months period ended June 30, 2017, please refer *"Financial Statements"* on page 106 of this Prospectus.

OBJECTS OF THE ISSUE

The objects of the Issue Proceeds (as defined below) of the Issue are:

1. Funding of working capital requirements of the Company.
2. Funding of working capital requirements of our Subsidiaries Vertoz Inc. and Vertoz Limited.
3. General Corporate Expenses
4. Issue Expenses

In addition, our Company expects to receive the benefits of listing of the Equity Shares on the Stock Exchange, enhancement of our Company's brand name and creation of a public market for our Equity Shares in India.

The main objects and objects incidental and ancillary to the main objects set out in our Memorandum of Association enables us to undertake our existing business activities and the activities for which funds are being raised by us through the issue. For the main object clause of our Memorandum of Association, please refer *"History and Certain Other Corporate Matters"* on page 81 of this Prospectus.

Requirement of Funds

The following table summarises the requirement of the fund:

S. No.	Particulars	Amount (Rs. in Lakhs)
1.	Funding of working capital requirements of the Company	400.00
2.	Funding of working capital requirements of our Subsidiaries Vertoz Inc. and Vertoz Limited	900.00
3.	General Corporate Expenses	365.72
4.	Issue Expenses*	45.00
Total		**1710.72**

**As on August 31, 2017 our Company has incurred Rs 10.00 Lakhs towards Issue Expenses.*

The fund requirements mentioned above are based on internal management estimates of our Company and have not been verified by the lead managers or appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business and our Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, cost of commodities and interest or exchange rate fluctuations. Consequently, the fund requirements of our Company are subject to revisions in the future at the discretion of the management. In the event of any shortfall of funds for the activities proposed to be financed out of the issue proceeds as stated above, our Company may re-allocate the issue proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws. Further, in case of a shortfall in the issue proceeds or cost overruns, our management may explore a range of options including utilizing our internal accruals or seeking debt financing.

Means of Finance

We intend to entirely finance our objects from issue proceeds. In the event any additional payments are required to be made for financing our objects, it shall be made from our existing identifiable internal accruals.

Since the entire fund requirements are to be financed from the Issue Proceeds, there is no requirement to make firm arrangements of finance under Regulation 4(2)(g) of the SEBI Regulations through verifiable means towards 75% of the stated means of finance, excluding the amounts to be raised through the Issue.

Details of the objects of the Issue

1. Funding of working capital requirements of the Company

We propose to utilise Rs. 400.00 lakhs from the Issue Proceeds to fund working capital requirements of our Company. We fund the majority of our working capital requirements in the ordinary course of our business from our internal accruals and financing from various banks.

Basis of Estimation of Working Capital Requirements

On the basis of our existing working capital requirements and the incremental working capital requirements, our Board pursuant to its resolution dated September 14, 2017 has approved the estimated working capital requirements for Fiscals 2018, 2019 for our Company as stated below.

(Rs. in Lacs)

Particulars	For the period ended March 31, 2017	For the period ended June 30, 2017	For the period ended March 31, 2018(Estimated)
Current Assets			
Trade Receivables	333.67	538.69	680.70
Cash and Cash Equivalents	279.93	281.72	234.97
Short Term Loans and Advances	15.35	15.04	43.19
Other Current Assets	1.04	6.22	-
Total Current Assets(A)	***629.99***	***841.67***	***958.86***
Current Liabilities			
Trade Payables	138.74	93.10	18.10
Other Current Liabilities	119.84	117.56	83.11
Short term Provisions	36.59	56.37	81.99
Total Current Liabilities(B)	***295.17***	***267.03***	***183.20***
Total Working Capital Requirement(A-B)	***334.82***	***574.64***	***775.66***
Funding Pattern			
Working Capital funding from Banks	175.69	183.04	183.04
Internal Accruals	159.13	391.60	192.62
Issue Proceeds	-	-	400.00

Assumption of Holding Levels

Provided below are details of the holding levels (days) considered.

Particulars	Number of days outstanding
Trade Receivables	180
Short Term Loans and Advances	210
Other Current Assets	180
Trade Payables	120
Other Current Liabilities	210
Short term Provisions	210

Justification for holding period levels

Particular	Assumptions made and justification
Current Assets	
Trade Receivables	Receivable days as per historic performance from restated audited financial statements as adjusted for expected future performance and growth of business.
Short Term Loans and Advances	Short Term Loans and Advances days as per historic performance from restated audited financial statements adjusted for business plans in business.
Other Current Assets	Other current assets as per historic performance from restated audited financial statements adjusted upwards for trend in the Company‘s order

	book and expected performance in business.
Current Liabilities	
Trade Payables	Trade payable days as per historic performance from restated audited financial statements as adjusted for expected future performance and expectations of demand from various payables due to vendors and suppliers of the company going forward.
Other current liabilities	As per historic performance from Restated Financial Statement adjusted for future expected trends
Short term Provisions	Short term provisions are expected to grow in line with expected business growth. Holding levels for Short term Provisions is computed in line with the historic performance from Restated Financial Statement adjusted for future expected trends.

2. Funding of working capital requirements of our Subsidiaries Vertoz Inc. and Vertoz Limited

We propose to utilise Rs. 900.00 lakhs from the Issue Proceeds to fund working capital requirements in our Subsidiaries, Vertoz Inc. and Vertoz Limited. The investment in Vertoz Inc. and Vertoz Limited by our Company may be in the form of debt or equity or in any other manner as may be mutually decided between our Company and Vertoz Inc. and Vertoz Limited. The actual mode of investment has not been finalised as on the date of this Prospectus. Vertoz Inc. and Vertoz Limited intend to utilise this investment towards their working capital requirements (as indicated below).

The following table sets forth the details of the existing and projected working capital requirements of Vertoz Inc. and Vertoz Limited:

Vertoz Inc.

(Rs. in Lacs)

Particulars	**For the period ended March 31, 2017**	**For the period ended June 30, 2017**	**For the period ended March 31, 2018(Estimated)**
Current Assets			
Trade Receivables	407.09	668.48	1159.29
Cash and Cash Equivalents	30.01	40.95	208.79
Short Term Loans and Advances	6.75	0.66	7.28
Other Current Assets	-	-	-
Total Current Assets(A)	***443.85***	***710.09***	***1375.36***
Current Liabilities			
Trade Payables	688.86	943.86	761.81
Other Current Liabilities	9.47	-	10.21
Short term Provisions	3.10	-	3.34
Total Current Liabilities(B)	***701.43***	***943.86***	***775.36***
Total Working Capital Requirement(A-B)	***(257.58)***	***(233.77)***	***600.00***
Funding Pattern			
Working Capital funding from Banks	-	-	-
Internal Accruals	-	-	-
Issue Proceeds	-	-	600.00

Assumption of Holding Levels

Provided below are details of the holding levels (days) considered.

Particulars	Number of days outstanding
Trade Receivables	180
Short Term Loans and Advances	210
Other Current Assets	180
Trade Payables	120
Other Current Liabilities	210
Short term Provisions	210

Justification for holding period levels

Particular	Assumptions made and justification
Current Assets	
Trade Receivables	Receivable days as per historic performance from restated audited financial statements as adjusted for expected future performance and growth of business.
Short Term Loans and Advances	Short Term Loans and Advances days as per historic performance from restated audited financial statements adjusted for business plans in business.
Other Current Assets	Other current assets as per historic performance from restated audited financial statements adjusted upwards for trend in the Company's order book and expected performance in business.
Current Liabilities	
Trade Payables	Trade payable days as per historic performance from restated audited financial statements as adjusted for expected future performance and expectations of demand from various payables due to vendors and suppliers of the company going forward.
Other current liabilities	As per historic performance from Restated Financial Statement adjusted for future expected trends
Short term Provisions	Short term provisions are expected to grow in line with expected business growth. Holding levels for Short Term Provisions is computed in line with the historic performance from Restated Financial Statement adjusted for future expected trends.

Vertoz Limited

(Rs. in Lacs)

Particulars	For the period ended March 31, 2017	For the period ended June 30, 2017	For the period ended March 31, 2018(Estimated)
Current Assets			
Trade Receivables	221.11	249.10	152.67
Cash and Cash Equivalents	3.74	10.88	571.72
Short Term Loans and Advances	-	-	-
Other Current Assets	-	-	-
Total Current Assets(A)	***224.85***	***259.98***	***724.39***
Current Liabilities			
Trade Payables	46.19	38.26	28.82
Other Current Liabilities	-	-	-
Short term Provisions	5.35	5.58	6.01
Total Current Liabilities(B)	***51.54***	***43.84***	***34.83***

Total Working Capital Requirement(A-B)	***173.31***	***216.14***	***689.56***
Funding Pattern			
Working Capital funding from Banks	-	-	-
Internal Accruals	173.31	216.14	389.56
Issue Proceeds	-	-	300.00

Assumption of Holding Levels

Provided below are details of the holding levels (days) considered.

Particulars	Number of days outstanding
Trade Receivables	210
Cash and Cash Equivalents	90
Trade Payables	180
Short term Provisions	180

Justification for holding period levels

Particular	Assumptions made and justification
Current Assets	
Trade Receivables	Receivable days as per historic performance from restated audited financial statements as adjusted for expected future performance and growth of business.
Current Liabilities	
Trade Payables	Trade payable days as per historic performance from restated audited financial statements as adjusted for expected future performance and expectations of demand from various payables due to vendors and suppliers of the company going forward.
Short term Provisions	Short term provisions are expected to grow in line with expected business growth. Holding levels for Short term Provisions is computed in line with the historic performance from Restated Financial Statement adjusted for future expected trends.

3. General Corporate Expenses

We intend to use approximately Rs. 365.72 Lakhs from the Proceeds of the Issue towards general corporate expenses as decided by our Board from time to time, including but not restricted to acquiring business premises, investment in business venture, strategic alignment, strategic initiatives, investment in equity shares, brand building exercises, strengthening our marketing capabilities in order to strengthen our operations.

Further, we confirm that the amount for general corporate purposes, as mentioned in this Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue.

4. Issue Related Expenses

The total expenses of the Issue are estimated to be approximately Rs. 45.00 lakhs. The expenses of this Issue include, among others, underwriting and Issue management fees, printing and stationery expenses, advertisement expenses and legal fees etc. The estimated Issue expenses are as follows:

Activity	Amount (Rs. in Lacs)	Percentage of the total Issue expenses	Percentage of the total Issue size
Issue Management fees including, fees and reimbursement of underwriting fees, brokerages, payment to other intermediaries such as legal advisor, peer review auditor, Registrar etc.	32.00	71.11	1.87
Regulatory and other fees	2.50	5.56	0.15

Activity	Amount (Rs. in Lacs)	Percentage of the total Issue expenses	Percentage of the total Issue size
Other Expenses (printing, stationery expenses, postage etc.)	10.50	23.33	0.61
Total estimated Issue expenses	**45.00**	**100.00**	**2.63**

Proposed year-wise deployment of funds:

The overall cost of the proposed object and the proposed year wise break up of deployment of funds are as under:

(Rs. in Lacs)

Particulars	Already Incurred	FY 2017-18	Total
Funding of working capital requirements of the Company	-	400.00	400.00
Funding of working capital requirements of our Subsidiaries Vertoz Inc. and Vertoz Limited	-	900.00	900.00
General Corporate Expenses	-	365.72	365.72
Issue Expenses	10.00	35.00	45.00
Total	**10.00**	1700.72	**1710.72**

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

The funds deployed up to August 31, 2017 pursuant to the object of this Issue as certified by the Auditor of our Company, viz. Nakrani & Co., Chartered Accountants pursuant to their certificate dated September 22, 2017, is given below:

(Rs. in Lacs)

Deployment of Funds	Amount
Funding of working capital requirements of the Company	-
Funding of working capital requirements of our Subsidiaries Vertoz Inc. and Vertoz Limited	-
General Corporate Expenses	-
Issue Expenses	10.00
Total	**10.00**

(Rs. in Lacs)

Sources of Funds	Amount
Internal Accruals	10.00
Total	**10.00**

Note: The amount deployed so far toward issue expenses shall be recouped out of the issue proceeds.

Bridge Financing

We have currently not raised any bridge loans against the proceeds of the Issue. However, depending on our requirement, we might consider raising bridge financing facilities, pending receipt of the 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 organisation. The funding requirements of our Company and the deployment of the proceeds of the Issue are currently based on management estimates. However 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.

Shortfall of Funds

Any shortfall in meeting the objects will be met by way of internal accruals.

Interim use of Funds

Our Company, in accordance with the policies established by the Board from time to time, will have flexibility to deploy the Issue proceeds. The proceeds of the Issue pending utilization for the purposes stated in this section shall be deposited

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 it shall not use the proceeds of the Issue for any investment in the equity markets.

Monitoring of Utilization of Funds

There is no requirement for a monitoring agency as the Issue size is less than Rs.10,000 lakhs. Pursuant to Regulation 32(3) of the SEBI 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 fiscal year.

Further, in accordance with Regulation 32(1)(a) of the SEBI 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.

Variation in Objects

In accordance with Section 27 of the Companies Act 2013, our Company shall not vary object of the Issue without our Company being authorized to do so by our shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and shall be published in accordance with the Companies Act and the rules thereunder. As per the current provisions of the Companies Act, our Promoters or controlling shareholders would be required to provide an exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner as prescribed by Securities and Exchange Board of India in this regard.

Other confirmations

There is no material existing or anticipated transactions with our Promoters, our Directors, our Company's Key Managerial Personnel and Group Entities, in relation to the utilisation of the proceeds of the Issue. No part of the issue proceeds will be paid by us as consideration to our Promoters, our Directors or Key Managerial Personnel or our Group Entities, except in the normal course of business and in compliance with the applicable laws.

BASIC TERMS OF THE ISSUE

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

This Issue has been authorized by the Board of Directors pursuant to a board resolution dated July 21, 2017 and by the shareholders of our Company pursuant to a special resolution dated July 28, 2017 passed at the EGM of shareholders under section 62 (1)(c) of the Companies Act, 2013.

Face Value	Equity Share shall have the face value of Rs.10.00 each.
Issue Price	Equity Share is being issued at a price of Rs. 108.00 each and is at 10.80 times of Face Value.
Market Lot and Trading Lot	The Market lot and Trading lot for the Equity Share is 1,200 and the multiple of 1,200; subject to a minimum allotment of 1,200 Equity Shares to the successful applicants.
Terms of Payment	100% of the issue price of Rs. 108.00 each shall be payable on Application. For more details please refer **"***Issue Procedure***"** on page 183 of this Prospectus.
Ranking of the Equity Shares	The Equity Shares shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividends with the existing Equity Shares of the Company. The Allottees in receipt of Allotment of Equity Shares under this Issue will be entitled to dividends and other corporate benefits, if any, declared by the Company after the date of Allotment. For further details, please see **"***Main Provisions of Articles of Association***"** on page 224 of this Prospectus.

Minimum Subscription

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. If the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of Underwriter 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 prescribed time after the Issuer becomes liable to pay the amount, the Issuer shall pay interest prescribed under section 40 of the Companies Act, 2013.

For further details, please refer to section titled *"Terms of the Issue"* beginning on page 176 of this Prospectus.

BASIS FOR ISSUE PRICE

The Issue Price has been determined by our Company in consultation with the Lead Manager on the basis of the key business strengths. The face value of the Equity Shares is Rs.10/- and Issue Price is Rs.108/- per Equity Shares i.e. 10.80 times the face value.

Investors should read the following summary with the *"Risk Factors"* beginning from page 11 of this Prospectus, section titled "*Our Business"* beginning from page 67 and "*Financial Statements"* beginning from page 106 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 may form the basis for computing the Issue Price include the following:

- Experienced Promoters and efficient technical personnel;
- Customer focused;
- Proprietary, data-driven understanding of consumer intent and behavior;
- Keeping up changing technology trends;
- Scalable Business Model;
- Brand Security.

For further details, refer "*Our Strength*" under chapter titled "*Our Business*" beginning from page 67 of this Prospectus.

Quantitative Factors

Information presented in this section is derived from our Company's restated financial statements prepared in accordance with Indian GAAP. Some of the quantitative factors, which form the basis for computing the price, are as set forth below:

1. **Basic Earnings and Diluted Earnings Per Equity Share (EPS) as per Accounting Standard 20**

On a standalone basis:

Period	Basic and Diluted EPS (in Rs.)	Weight
March 31, 2015	120.97	1
March 31, 2016	71.48	2
March 31, 2017	558.18	3
Weighted Average	**323.08**	
For the period ended June 30, 2017*	**245.68**	

**Not annualised*

On a consolidated basis:

Period	Basic and Diluted EPS (in Rs.)	Weight
March 31, 2016	180.76	1
March 31, 2017	1531.44	2
Weighted Average	**1081.21**	
For the period ended June 30, 2017*	**503.07**	

**Not annualised*

Note: *The earnings per share has been calculated by dividing the net profit as restated, attributable to equity shareholders by restated weighted average number of Equity Shares outstanding during the period. Restated weighted average number of equity shares has been computed as per AS 20.The face value of each Equity Share is Rs. 10/-.*

2. **Price / Earnings Ratio (P/E) in relation to the Issue Price of Rs. 108.00**

Particulars	P/E Ratio
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2016-17 on a standalone basis	0.19
P/E ratio based on the Weighted Average EPS, as restated on a standalone basis	0.33
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2016-17 on a consolidated basis	0.07

P/E ratio based on the Weighted Average EPS, as restated on a consolidated basis	0.10
Industry P/E*	
Highest	NA
Lowest	NA
Average	NA

**We believe that there are no listed companies in India which are engaged in business similar to ours. Thus Industry P/E Ratio can not be ascertained.*

3. **Return on Net Worth**

As per standalone Restated Financial Statements:

Period	RONW (%)	Weight
March 31, 2015	73.44	1
March 31, 2016	30.26	2
March 31, 2017	70.27	3
Weighted Average	**57.46**	
For the period ended June 30, 2017*	**23.47**	

As per consolidated Restated Financial Statements:

Period	RONW (%)	Weight
March 31, 2016	52.32	1
March 31, 2017	81.59	2
Weighted Average	**71.83**	
For the period ended June 30, 2017*	**21.14**	

**Not annualised*

***Note**: The RONW has been computed by dividing net profit after tax (as restated), by Networth (as restated) as at the end of the year.*

4. **Minimum return on post Issue Net Worth to maintain the Pre-issue EPS for the year ended March 31, 2017:-**

Based on Standalone Restated Financial Statements: 1553.22

Based on Consolidated Restated Financial Statements: 3789.32

5. **Net Asset Value (NAV) per Equity Share**

S.N.	Particulars	Standalone Restated Financial Statements	Consolidated Restated Financial Statements
a)	As on March 31, 2017	794.37	1876.91
b)	As on June 30, 2017	1040.05	2379.99
c)	After Issue	35.94	40.41
d)	Issue Price	108.00	108.00

Note: NAV has been calculated as networth divided by number of Equity Shares at the end of the year.

6. ***Comparison with other Listed Companies***

We believe that there are no listed Companies in India which are engaged in business similar to ours.

7. The face value of our share is Rs.10/- per share and the Issue Price is of Rs.108/- per share are 10.80 times of the face value.

8. The Company in consultation with the Lead Manager believes that the Issue Price of Rs.108.00 per share for the Public Issue is justified in view of the above parameters. Investor should read the above mentioned information along with the section titled "*Risk Factors*" on page 11 of this Prospectus and the financials of our Company including important profitability and return ratios, as set out in the section titled *"Financial Statements"* on page 106 of this Prospectus.

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

To,
The Board of Directors
Vertoz Advertising Limited
602, Avior, Nirmal Galaxy L.B.S. Marg, Opp. Johnson & Johnson,
Mulund (W), Mumbai-400080, Maharashtra

Dear Sir,

Sub: Statement of possible special tax benefits ("the Statement") available to Vertoz Advertising Limited ('the Company") and its shareholders prepared in accordance with the requirements in Schedule VIII-Clause (VII) (L) of the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2009, as amended ("the Regulations")

We hereby report that the enclosed annexure, prepared by the Management of the Company, states the possible special tax benefits available to the Company and the shareholders of the Company under the Income - Tax Act, 1961 ('Act') as amended by the Finance Act, 2017 (i.e applicable to Financial Year 2017-18 relevant to Assessment Year 2018-19), presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under 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 business imperatives which the Company may face in the future, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed annexure cover only special tax benefits available to the Company and its shareholders and do not cover any general tax benefits available to the Company or its shareholders. 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. A shareholder is advised to consult his/ her/ its own tax consultant with respect to the tax implications arising out of his/her/its participation in the proposed issue, particularly in view of ever changing tax laws in India.

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

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

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

No assurance is given that the revenue authorities / courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We would not assume responsibility to update the view, consequence to such change.

We shall not be liable to Company for 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 of intentional misconduct.

The enclosed annexure is intended for your information and for inclusion in the Draft Prospectus / Prospectus in connection with the proposed issue of equity shares and is not to be used, referred to or distributed for any other purpose without our written consent.

For ADV & Associates.
Chartered Accountants
Firm Registration No.128045W

Sd/-
Ankit Rathi
Partner
Membership No. 162441

Place: Mumbai,

Date: August 14, 2017

ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS

Outlined below are the possible special tax benefits available to the Company and its shareholders under the current direct tax laws in India for the financial year 2017-18.

A. SPECIAL TAX BENEFITS TO THE COMPANY UNDER THE INCOME TAX ACT, 1961 (THE "ACT")

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

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDERS UNDER THE INCOME TAX ACT, 1961 (THE "ACT")

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

SECTION IV: ABOUT OUR COMPANY
INDUSTRY OVERVIEW

The information in this section is derived from various publicly available sources, government publications and other industry sources.

Neither we nor any other person connected with the Issue has independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Accordingly, investment decisions should not be based on such information. Unless otherwise specified, references to years are to calendar years in this section.

Indian Economy

India's GDP grew at 7.60% in Fiscal 2016, up from 5.60% in Fiscal 2013. India is expected to remain the fastest growing major economy and become the fifth largest economy in the world by Fiscal 2020. (Source: Ministry of Statistics & Programme Implementation, GoI and International Monetary Fund ("IMF").

Introduction:

Advertising Technology (Ad Tech) has emerged as one of the most exciting beneficiaries of recent advances in bandwidth, mobile computing, mobile payments, e-commerce and cloud delivery technologies. Ad Tech is rapidly disrupting the existing advertising industry as brand marketers are now able to plan and manage campaigns on their own, thereby disintermediating the role of the agency that has traditionally been paid via commission on media buying. The resulting ecosystem adds tremendous value between advertisers and digital consumers. From content creation to the actual ad impression, the Ad Tech ecosystem is teeming with a vibrant community of participants, all involved in a rush to market ahead of their competitors and the larger established players.

Programmatic Advertising

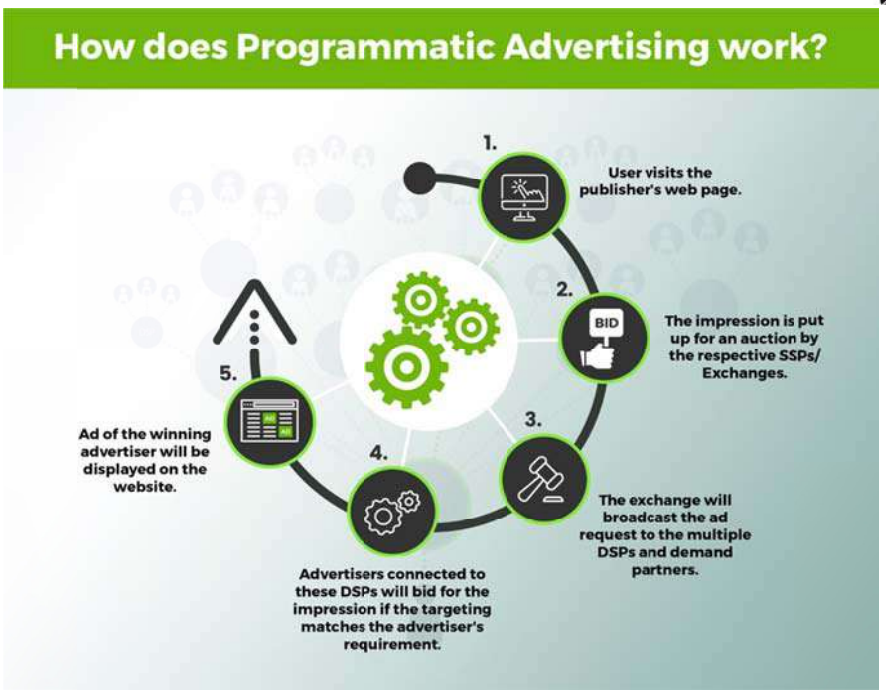
Programmatic advertising is a highly automated form of digital advertising, whereby advertising space is bought and advertisements are placed through an auction across campaigns from a large number of advertising platforms, and where bids are calculated in real time per individual advertisement placement, using a set of advanced algorithms, historic data, and a number of parameters. It dramatically reduces the margin of human error and the labor-intensive process of media buying and replaces them with technology-based techniques that target the right customer with the right advertisement at the right time.

The key advantages of programmatic buying include: (i) Liquidity, which optimizes pricing, benefiting both publishers and advertisers, (ii) Automation, which allows marketers to streamline the process by using a technology platform to purchase impressions in an automated way, typically on an exchange, and (iii) Impression-by-impression targeting, which enables buyers to bid on specific impressions and target users believed to be most receptive to the advertising. While programmatic buying was initially focused on display advertising, they have since expanded to mobile, video, native and social.

Steps of how Programmatic Advertising works

When anyone opens on a web page that has advertising space that is configured for programmatic advertising, the publisher of the page puts up an advertisement impression for auction in an advertisement marketplace. The advertisement marketplace then runs an auction among advertisers interested in displaying an advertisement to that specific customer that just opened the page. There may be many advertisers competing in this auction, and whichever one ultimately is willing to bid the most wins the auction and then their advertisement is displayed to the customer when the page loads. As the process is automated and the maximum price each advertiser is willing to bid for the impression has already been programmed in, the auction can be completed within the milliseconds it takes for the page to load.

The info graphic explaining five steps how programmatic marketing works is shown below:



Major Constituents of Programmatic Advertising Environment:

- **Real Time Bidding (RTB)**

  RTB is a buying method that powers bulk of the transactions in the process. With RTB, a buyer can set parameters such as bid price and network reach. The RTB standard is defined, and is maintained by Interactive Advertising Bureau.

- **Programmatic Direct**

  This is a buying method also known as 'automated guaranteed' that enables advertisers to buy a fixed number of impressions in a guaranteed fashion directly from publishers, without an auction.

- **Demand Side Platform (DSP)**

  This is a platform which automates the buying of advertisement inventory from Ad Exchanges and/or SSP, either by RTB or Programmatic Direct methods. DSPs (Demand side platforms) facilitate the process of advertisement inventory buying in an open market and help brands/advertisers to target the right audience with the help of Data Management platforms (DMP).

- **Ad Exchanges**

  This is the largest pool of available advertisement spots (inventory), where an advertiser can make a quick purchase without having to go through various publishers. Ad-Exchanges run auctions for these inventories from SSP's of various publishers one impression at a time. There are thousands of advertisement exchanges, however the most popular ones are Google Ad Exchange and AppNexus.

- **Supply Side Platform (SSP)**

  SSPs (Supply side platform) manages the publisher's unsold ad-inventory. It also collects data like duration of a visitor on a website, content consumption categories and their navigation paths. These platforms are the decision makers for choosing the winning bid and serving the winner's advertisement on the publisher's site.

- **Data Management Platform (DMP)**

  Data Management Platforms (DMP) stores and analyzes a large amount of data (generated in form of cookies & device ids) which a marketer can use to make more insightful decisions regarding their target audience.

  Programmatic buying, helps marketing professionals define budgets, goals and attribution models, while the platform will quickly re-adjust various variables in real time, to determine the correct campaign settings to achieve the targeted Return on Investment (ROI).

Challenges

Transparency, Assurance and Adoption

Many traditional marketers, agencies (and Brands too) still look at programmatic with skepticism. Machines taking decisions on their behalf seems untrustworthy in comparison to traditional way of doing business driven by 'in person' interactions, long term partnerships and trust.

Dealing with Ad Frauds /BOTS

Though this is not a new challenge for Ad Tech industry, entry of programmatic has further complicated the scenario. Ad Frauds means the deliberate practice of attempting to serve ads that have no potential to be viewed by a human user. Advertiser ends up wasting money on displaying ads which were either never served, or stacked over each other or viewed by compute malware (referred as malicious BOTS) which takes control of infected computer and simulates user behavior.

Demonstrate ROI

As technology evolved, customers started accessing websites through multiple channels (laptop, mobile, tablet, desktop, smart tv and so on). A customer can access a website from multiple sources and it's difficult to map him accurately across changing IP addresses, devices and shared systems. Probabilistic tracking is used to track users across sources, however the tracking is not accurate. Also, probabilistic techniques are used to estimate approximate characteristics and attributes of users for targeting. Such approximations coupled with ad frauds makes it difficult for advertisers to reach their intended audience effectively making it difficult for them to demonstrate the ROI of their campaigns.

Competition

Online advertising is very competitive business which fuels innovation with the purpose of beating the competition. Innovations keep all the companies on their toes to grab market share and carve their niche. Companies need to continuously look for more to offer better, faster, accurate and ingenious offerings to their clients.

OUR BUSINESS

Overview

Some of the information contained in the following discussion, including information with respect to our plans and strategies, have forward-looking statements that involve risks and uncertainties. You should read the section titled "Forward-Looking Statements" on page 10 for a discussion of the risks and uncertainties related to those statements and also the section titled "Risk Factors" on page 11 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 Vertoz Advertising Limited. Unless otherwise indicated, financial information included herein are based on our Restated Financial Statements included in this Prospectus on page 106.

Overview

We are a programmatic advertising Company that offers engaging and innovative advertising and monetization solutions which replaces the traditional methods of media buying and selling of advertisement. Our Company's proprietary technology, advanced capabilities and programmatic platform is a highly scalable software platform that powers and optimizes the marketplace for the real-time trading of digital advertising inventory between advertisers and publishers. We call our platform as a *"Ingenious Plex - The Complete Advertising and Monetization Suite"*.

Our *Ingenious Plex* incorporates proprietary algorithms, sophisticated big-data storage and processing systems, detailed real-time analytics capability and a geographically distributed infrastructure. We analyze hundreds of data points in real time and execute over 10,00,000 (10 Lakh /1 Million) queries per second.

Our intelligent data-driven low latency system has transformed the complicated process of buying and selling digital advertising into a seamless automated process that optimizes results for both advertisers and publishers. Our advertisers can run advertisement on publisher webpages across multiple devices like desktop, mobile and tablets. This helps both advertisers and publishers to achieve their respective goals.

Our highly engaging and innovative advertisement formats help advertisers to provide a great experience to audiences on the publisher webpage. Our Ingenious Plex enables the advertisers to get in front of their desired audiences, engage with them and create brand recognition by tapping into a large pool of quality publishers.

We ensure that the advertisement reaches the right audience and is targeted across websites and application (apps) for the advertisers. We monetize inventory from all verticals and geographies to ensure the best ROI for our publishers. Our publishers gain access to the highest performing and the best paying campaigns from our global pool of direct advertisers that help publishers to earn more.

Our Ingenious Plex features applications for digital advertising sellers, including websites, mobile applications and other digital media properties, to sell their advertising inventory; applications for buyers, including demand side platforms (DSPs), agency trading desks (ATDs), ad networks and advertising agencies, to buy advertising inventory; and an exchange over which such transactions are executed. Together, these features power and optimize a comprehensive, transparent, independent advertising marketplace that brings advertisers and publishers together and facilitates intelligent decision-making and automated transaction execution for the advertising inventory we manage on our platform. We believe we help increase the volume and effectiveness of advertising, increasing revenue for publishers and improving return on advertising spends for advertisers.

Our Company was incorporated in the year 2012 having registered office located in Mumbai and has offices in US, UK and UAE through our subsidiaries. We have invested in our technology to meet the complex needs of customers. We have achieved significant growth as we have scaled our offerings, including the functionality of our programmatic platform and tools for advertisers and publishers. As of August 31, 2017, we had 115 employees.

Our Promoters, Hirenkumar Shah and Ashish Shah who are our Whole-time Directors have experience of over 3 years and 5 years respectively in the Advertisement Technology Industry. Our Company has four subsidiaries situated at US, UK and UAE. For further detail please refer "*History and certain other corporate matters*" on page 81of this prospectus.

We generate revenue from advertisers and publishers who use our solution for the purchase and sale of advertising inventory respectively. We maintain separate arrangements with advertisers and publishers in the form of master service agreements, which set out the terms of the relationship and access to our solution, or insertion orders which specify price

and other terms. We recognize revenue upon the completion of a transaction, which is when an advertisement impression has been delivered to the consumer viewing a website or application, subject to satisfying all other revenue recognition criteria. We are responsible for the completion of the transaction. We invoice and collect the full purchase price of impressions from advertisers. In some cases, we generate revenue directly from publishers who maintain the primary relationship with advertisers and utilize our solution to transact and optimize their activities.

We use hybrid cloud technology where we utilize cloud service provider Amazon Web Services and our own co-located servers to host our Ingenious Plex. We have our cloud infrastructure at North Virginia – US, New York – US & Singapore data-centers to cover major part of our internet traffic with reasonable latencies. Cloud infrastructure is type of flexible infrastructure where as per need i.e. with increase or decrease in the traffic, we launch new servers (called as machine instances) or terminate/stop existing ones. We use sophisticated virtualization techniques to make our own cloud infrastructure in our co-located data-center. Our complete infrastructure has been architected to be highly redundant and highly available.

We deploy following type of physical servers as per needs at our co-location facility in New York where each server is capable to run approx. 12 – 14 Cloud Instances:-

Intel Xeon Based Server
Dual CPU of 3.5 Ghz with Hexa Core Processors
144 GB RAM
2 X 1 TB of Locall HDD with connections to huge SAN Storage

Apart from this as mentioned we use Cloud service provider – Amazon Web Service to get one of following type of cloud instances on lease at North Virginia and Singapore data-center as per the needs:-

c4.4xlarge Instance
16 vCPU
30 GB RAM
1TB SAN Storage

Our Real Time Bidding technology (RTB) evaluates at peak 10,00,000 (10 Lakh/ 1 Million) ad opportunities per seconds. Our core bidding architecture is easily adaptable to a variety of ad formats, allowing our technology to communicate with a variety of inventory sources.

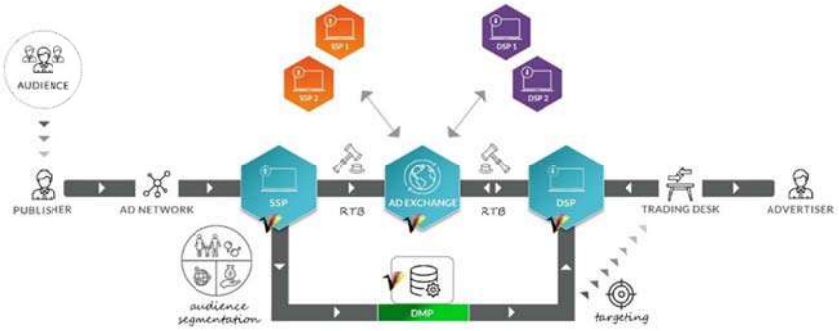
Our vision is to be a global leader in the programmatic advertising ecosystem with a mission to discover and employ tools, technologies & data points to automate buying & selling of digital media.

Our restated consolidated total income for the Fiscal ended March 31, 2016, 2017 and for the period ended June 30, 2017 was Rs. 1195.65 Lakhs, Rs. 2,048.38 Lakhs and Rs. 999.27 Lakhs respectively. Our restated consolidated profit after tax for the Fiscal ended March 31, 2016, 2017 and for the period ended June 30, 2017 was Rs. 36.15 Lakhs, Rs. 306.29 Lakhs and Rs. 100.61 Lakhs respectively.

Description of Business operation

Our Company connects consumer to a large pool of top advertisers and publishers worldwide using programmatic real-time bidding technology. We help the advertisers to efficiently engage with the right audiences and enable publishers to increase yield by enriching advertisement opportunity with data which facilitates targeting. Our Ingenious Plex helps discover and connect advertisers to their intended audiences through smart use of technology and industry partnerships.

Vertoz Role in Programmatic Advertising Ecosystem



ADVERTISER OFFERING:

1. **Self-Serve DSP**

Our Ingenious Plex gives the advertiser business uplift in terms of extended audience reach, plethora of accurate targeting options, optimized campaign delivery, cross platform targeting & optimization and the best conversion rates to match their advertising and marketing goals. Our DSP connects to the publishers to serve advertiser's ad to the right audience, at the right time and place and thus reach out to the actual viewers/consumers universally with our Omni channel solutions.



Available Channels

Websites & Mobile Web

Vertoz DSP offers access to Websites and Mobile Web Ad Inventory of Vertoz SSP and other Ad Exchanges / SSPs in various IAB standardized banners such as the 728 X 90, 300 X 250, 160 X 600, 300 X 600 etc.

iOS & Android Apps

Through Vertoz DSP, Advertisers can purchase various mobile apps build on iOS and/or Android Banner Ads Inventory from Vertoz SSP and another Ad Exchanges / SSPs. These banners are generally of IAB standardized banners such as the 300 X 250, 300 X 50, 320 X 50 etc.

Video Ads

Video Ads are the ads which are shown to users before or in between any online video play on desktop, mobile or TV are called as pre-roll and mid-roll ads respectively and such ads can be bought though Vertoz DSP from Vertoz SSP and other Ad Exchanges / SSPs.

Native Ads

Native Ads are Ads which have very close resemblance to the content on the site. It's almost similar to Advertorial of Print Ads. Sizes of Native Ads are flexible as per the content structure of the publisher and such ad inventory can be purchased through Vertoz DSP.

Social Influencer Ads

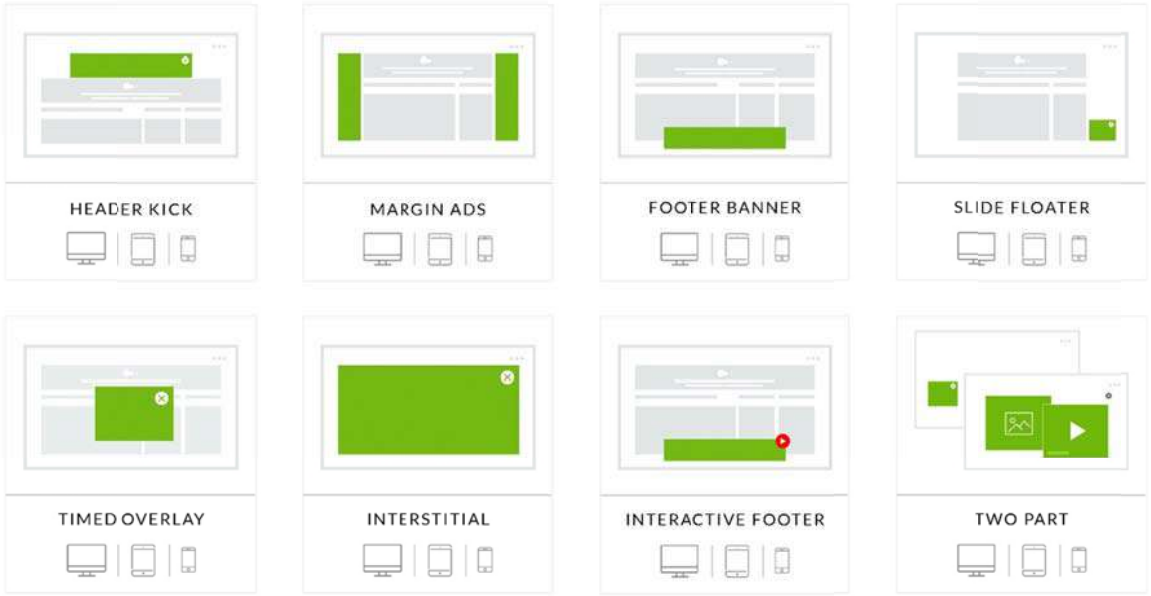
Vertoz has built a network of social influencers in various categories and geographies who have an extensive reach of fans and followers. Vertoz DSP enables brands to utilize these influencers to reach the targeted fans and followers.

2. **Engagement Ads**

Our Engagement Ads gets engaged with targeted audience of advertiser across all devices, on websites & mobile sites flawlessly and hassle free with our high impact engagement advertisement and enhance customer experience and

generate highest brand awareness out of advertiser campaigns. Our Company's Engagement Ad formats help advertisers to send customized brand message to the targeted audience using our Ingenious Plex which build a brand name and show more engaging advertisement for better brand recall and recognition.

The various range of Engagement Ad format:



3. Performance Marketing

Our performance marketing offerings enables the advertiser to achieve their advertising and performance goals and earn good ROI on advertising spends by paying only for successful results. These goals can be click, visit, action, lead, sales, install, video view and many more. For delivering results Vertoz utilizes traffic channels of email list, affiliates traffic and social platforms.

4. Campaign Management

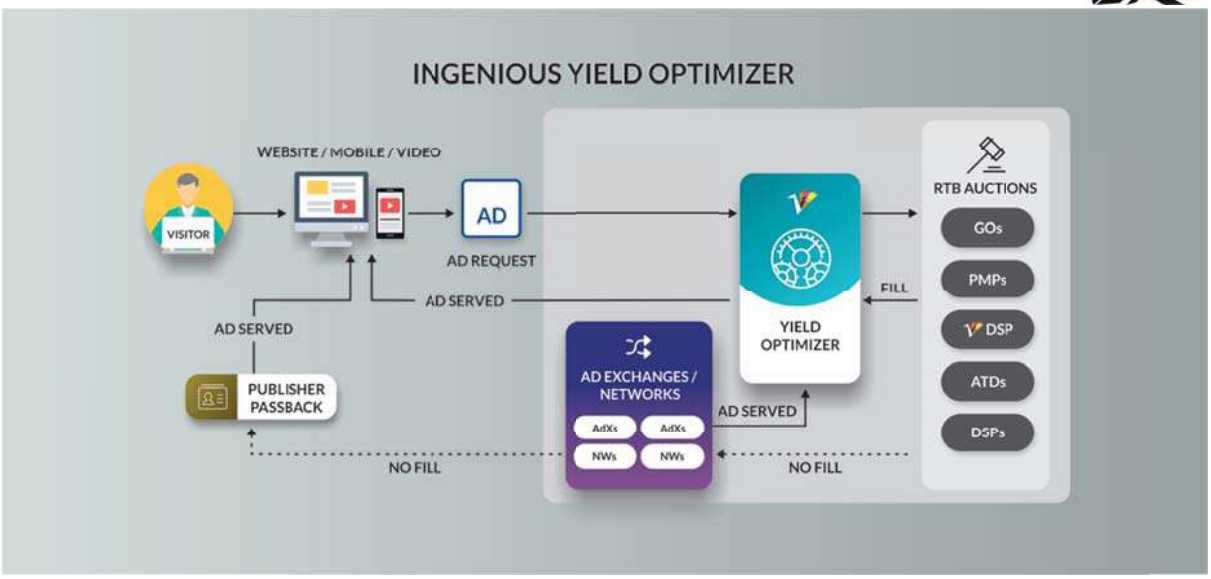
We leverage expertise in managing campaigns of advertiser on different *biddable platforms like Google AdWords, DoubleClick Bid Manager, Yahoo Gemini, Facebook, Instagram, Twitter, LinkedIn, etc. and achieve the best ROI on spends. We get the media plan designed from our in-house team of certified experts to induce maximum output on every penny spent. We also help yielding best results in the digital marketing areas of search engine marketing, social media marketing, pay per click, video advertisement, application installs and many more.

Note: Biddable Platforms referred above are proprietary ownership of respective enterprise and our Company does not hold any Intellectual Property Rights against the same.

PUBLISHER OFFERING:

1. Self-Serve SSP

Our Ingenious Plex offers a self-serve solution to publishers to get the best yields/revenue for their advertising inventory. The platform is easy to use, and gives detailed reports to understand and get insights on the site or app traffic. Our Ingenious Yield Optimizer conducts real-time auctions with best demand side platforms competing, and the winning bid competes with major ad exchanges to ensure that publisher's yield is optimized. The publishers do not have to go through the pain of doing the optimizations themselves. We maintain complete transparency with the publishers with respect to their earnings.



2. Innovative Ad Formats

Our innovative ad formats help publishers to serve customized, high impact & engaging advertisements to their customers without disturbing the audience experience. We programmatically serve non-intrusive, user friendly and contextual ads to enhance the audience engagement. With these ad-formats, publishers can earn some extra revenue without disturbing their existing advertisement spots. Innovative ad formats are attractive for the advertisers due to their engagement, which helps publishers earn more for their ad inventory.

3. Affiliate Marketing

Advertisers intending to engage with niche audiences, can use affiliate marketing services offered by us. Publishers or affiliate networks can select from a range of offers on our system to generate revenue. Our system provides accurate & real-time tracking of the offers, and the corresponding earning.

4. Header Bidding

Header bidding is a programmatic technique in which auctions happen outside the publisher's ad server, typically in a user's browser by connecting to various demand sources. Publishers can set minimum/floor price for these demand sources. The highest bidding demand source then competes with the direct sold price of the website to maximize the yield for the publisher. Header bidding is easy to setup, it maximizes publisher earnings and minimizes loss of impressions (thereby increasing effective fill) caused due to traditional cascaded waterfalls. Due to these reasons, header bidding is fast catching up in the industry, and we are offering header bidding to the publishers through a popular and open source header bidding solution called prebid.js.

5. Influencer Marketing

Our Social Influencer solutions offers Influencer a relevant and exclusive content to share with friends and followers. Content that matches the style and interests and when followers click, Influencer make money. Currently we offer Influencer Marketing solutions for Facebook, Twitter & LinkedIn Users.

PRICING MODELS FOR ADVERTISERS AND PUBLISHERS

We work with Advertisers and Publishers on a variety of pricing models to suit the requirements as mentioned below:

Cost Per Mile - Also, known as CPM is a metric used to qualify the display of ad on a web page. Mile refers to 1000 impressions. The pricing model is deployed for branding campaigns.

Cost Per Click - Also, termed as CPC is a pricing model used to direct traffic to websites. In this case, an advertiser pays a publisher when an ad it clicked. This pricing model is deployed to generate clicks on a product/service promoted by the advertiser.

Cost Per Visit - Also, termed as CPV is a pricing model where advertisers will pay only when customers walk through the door or where the end result is an actual visit. This pricing model is deployed by e-retailers, offline merchants and service businesses.

Cost Per Acquisition - Also, known as CPA is a pricing model when an advertiser pays when an ad leads to an actual conversion. This pricing model is deployed when the end goal is sales or other online transactions.

Cost Per Lead - Also, abbreviated as CPL is a pricing model where the advertiser pays for an explicit-sign up from a consumer interested in the advertiser's offer. This type of a pricing model is commonly used when the goal is primarily online lead generation.

Cost Per Sale - Also, abbreviated as CPS is a pricing model where the website owner or publisher is paid on the basis of the number of sales that are directly generated by an ad on the website. This pricing model is deployed by advertisers who are looking to sell their products/services through affiliates.

Cost Per Install - Also, known as CPI is a pricing model which is specifically for mobile applications. The brand is charged a fixed rate or bid only when the application is installed. The pricing model is deployed by placing ads across a range of media in an effort to drive installations of the advertised application.

Cost Per Video View - Also, termed as CPVV is a pricing model where advertisers will pay only for true video views or interactions. The pricing model is deployed by advertisers who need view as an end result i.e. view of their product or service.

Cost Per Email Sent - Also, termed as CPS is a pricing model where advertisers pay for sending out their ads in emailers to verified email addresses. This pricing model is used by advertisers who wish to promote their product via emailers to achieve brand awareness and in turn sales.

Cost Per Mail Open - Also, termed as CPO is a pricing model where advertisers pay when their ads are seen in emailers that have been opened by the recipients. This pricing model is used by advertisers who wish to ensure that their ad is viewed by consumers who have received the newsletters.

Location

Our Registered office is situated at 602, Avior Corporate Park, Nirmal Galaxy, L.B.S. Marg, Opp. Johnson & Johnson, Mulund (W), Mumbai – 400 080. For further details of our property, please refer “Our Property” on page 75 of this prospectus.

Our Competitive Strengths

Experienced promoters and efficient technical personnel:

We believe that our qualified and experienced promoters and efficient technical personnel have contributed to the growth of our business and operations. Our promoters, Hirenkumar Shah and Ashish Shah have significant experience in the business and industry. Hirenkumar R Shah has around 3 years of work experience and Ashish R Shah has around 5 years of work experience. We believe that their experience has played a significant role in strengthening and developing strong relationships with our clients. Our technical personnel bring with them experience in marketing, engineering, quality assurance, finance and understanding of the industry which provides us a significant competitive advantage and enables us to function effectively and efficiently. We believe the strength and quality of our management team and the nature of our organizational structure have been instrumental in implementing our business and expansion strategies.

Customer focused

We believe our customer focused approach has enabled us to understand and respond to the requirements of our customers. We firmly believe in total customer satisfaction and all the policies framed from time to time are such that all the activities are customer focused. Our product team ensures that products are built keeping in mind the usability of the software. Customer focus and minimalism keep our products easy to use yet feature rich.

Proprietary, data-driven understanding of consumer intent and behavior

Our proprietary algorithms backed by big data storage and processing helps in creation of audiences and targeting them. Audiences are derived based on browsing and ad-interaction history of the users, using classification algorithms, which are then made available to advertisers to improve their campaign goals.

Keeping up changing technology trends

We live in fast paced times, where technology evolves each day. We have to adapt to changing technology trends to be faster, more agile, bigger, and better each day. We make sure to keep up with the latest technology and ensure that we upgrade to the best in the industry from time to time.

Scalable business model

As we bring advertisers and publishers onto our platform, they transact in an automated fashion without additional sales and marketing efforts from us. This allows us to grow the revenue on our platform without a proportional increase in our sales and marketing expenses.

Brand safety

We believe we are able to uniquely incorporate brand safety for both advertisers and publishers in a manner that allows them to buy and sell inventory safely despite the challenges presented by the volume of content and dynamic nature of digital advertising. Advertisers and publishers are concerned about being associated with content they view as inappropriate, competitive or inconsistent with their respective themes. As sellers try to make their inventory available to a wider group of advertisers, and advertisers extend their reach in pursuit of target audiences, the importance of brand safety and the effort necessary to screen advertisers and inventory for brand appropriateness increases. Our platform has the business rules, scalability and speed necessary to ensure that we are able to provide a customizable brand safe environment for both advertisers and publishers.

Our Business Strategies

Constant focus on technology, operational efficiency and cost competitiveness

We consider technological leadership to be significant factor for success and therefore intend to continue to devote significant resources to upgrade our technological capabilities to provide value added engineering services. We intend to establish technical tie-ups to further enhance our capabilities. We constantly focus on reducing operational cost by continuous improvement of our operations. We also intend to focus on improving efficiency related to business aspects.

Acquiring new customers

Our growth in our customer base is also an important element of our growth strategy. Our goal is to attract new customers by growing market awareness of our solution. We believe that we are well positioned for future growth and that we have an opportunity to continue expanding our customer base in the coming years, and we plan to invest in growing our sales organization and marketing efforts in order to reach these potential customers.

Continue to enhance our brand through innovative and focused marketing initiatives

We seek to continue to enhance brand awareness and customer loyalty through our promotion and marketing efforts. We have exhibited and presented over several domestic and international conferences over a period of last 5 years and will continue to do so in future to sustain and enhance our brand image. Our marketing strategy involves increasing our visibility through increased advertising of our product and services. We believe our domestic and international presence and scale of operation allows us to increasingly focus on branding and promotional activities and enhance our visibility in the digital media advertising market.

Continue to attract, build and develop employee excellence

We believe our ability to grow to a large extent is dependent on our strength to attract, train, motivate and retain our people. We intent to develop ourselves as the employer of choice.

Enhancing our leadership position by investing in innovation and expansion

We intend to build upon our current technology and extend our market leadership through innovation. Our investments will focus on improving our machine-learning algorithms, expanding further into mobile and video, data analytics, audience extension, Application Programming Interface (API) integration, building additional features, building self-service capabilities for advertisers and publishers, and enhancing and expanding our current server infrastructure. We also plan on further innovation with respect to direct orders as we believe that some sellers will elect to rely on their own

sales force for sales, but will use our platform to better price, match and place campaigns on a direct order basis, and to automate manual operations such as ad trafficking, quality assurance, billing and collections.

Accelerating our global expansion and entering new markets

We currently operate globally from our offices in four countries. We believe we can extend our marketplace platform through international expansion to help automate and improve advertising for buyers and sellers globally. We intend to grow our market share in our existing international markets. We also plan to expand into new territories including Asia, Eastern Europe and Latin America.

Collaborations

As on the date of this Prospectus, our Company has not entered into any collaboration agreements.

Conversion of Loan into Equity

Our Company has allotted 10,61,000 and 12,60,000 Equity shares to Hirenkumar Shah, our promoter and PayNX Technologies Pvt. Ltd., our Group Company respectively on August 11, 2017 constituting more than 50% of the paid up capital of our Company at Rs. 10/- below the issue price of Rs. 108/- . For further details of the allotment, please refer "*Capital Structure*" on page 41 of this Prospectus.

Utilities and infrastructure facilities:

Infrastructure facilities

Our registered office is situated at Mumbai, Maharashtra and is well equipped with computer systems, internet connectivity, communication equipment and other facilities which are required for our business operations.

Power facilities

The company does not require much power except the normal requirement of the offices of the Company and for lighting, systems etc. adequate power is available.

Water facilities

Water is required for human consumption and adequate water sources are available. The requirements are fully met at the existing premises.

Our major Customer/Clientele as follows:

We have catered the Clienteles over period of last 5 years directly or through designated agencies of the brands such as HDFC Life, Association of Mutual Funds in India (AMFI), Godrej, MRF Tyres, Air Asia, Kaya Skin, Lenovo, MTR Foods etc.

Export and Export Obligations

Our Company doesn't have any export obligations.

Human Resource

We believe that our employees are key contributors to our business success. We focus on attracting and retaining the best possible talent. As on August 31, 2017, we had 115 employees.

Marketing Strategy

Our technology is a key factor affecting our performance. We plan to continue to make substantial investments in our technology and research and development to enhance the effectiveness of our solution. We sell our solution to advertisers and publishers through our global direct sales team, which operates from our locations in the India, US, UK and UAE. This team leverages its market knowledge and expertise to demonstrate the benefits to advertisers and publishers of advertising automation and our solution. We are focused on managing our brand and increasing market awareness to do so, we often present at global industry conferences/exhibitions, create custom events and invest in public relations.

Competition

In today's dynamic business environment which is filled with rapid change of technology, government policies, mounting competitive threats and constant new entrants into market, makes it challenging to sustain and handle the intricacies and provide competitive solutions to its clients. We face competition from domestic and international Companies. We foresee this competition to continue to grow as the demand for advertising and monetizing solutions increases. Further we believe that our competition also depends on several factors which include currency fluctuations, changing business framework, information technology policies, difficult to retain skilled staff etc.

Our Properties

Our Company owns the following property:

Description of Property	Title (Leased/ Owned/ Rent)	Date of Agreement	Rent per month (in Rs.)
601, Avior Complex, Nirmal Galaxy L.B.S. Marg , opp. Johnson & Johnson, Mulund (W)-400080	Leave and License	February 06, 2015	1,01,360/-
602, Avior Complex, Nirmal Galaxy L.B.S. Marg , opp. Johnson & Johnson, Mulund (W)-400080	Leave and License	April 01, 2016	1,07,000/-
603, Avior Complex, Nirmal Galaxy L.B.S. Marg , opp. Johnson & Johnson, Mulund (W)-400080	Leave and License	September 14, 2015	57,341/-
604, Avior Complex, Nirmal Galaxy L.B.S. Marg , opp. Johnson & Johnson, Mulund (W)-400080	Leave and License	September 11, 2015	55,026/-

Intellectual Property

For details of the trademarks registered in the name of our Company and the application made for registration, please refer *"Government and Other Approvals"* on page 160 of the Prospectus.

Insurance

We have not obtained any type of insurance policy so far; however, we are in process of acquiring errors and omission general liability insurance and office theft & fire insurance and also directors & officers' liability insurance.

KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of certain sector-specific laws currently in force in India, which are applicable to our Company. The information detailed in this chapter has been obtained from publications available in the public domain. The description below may not be exhaustive, and is only intended to provide general information to investors, and is neither designed as, nor intended to substitute, professional legal advice. Judicial and administrative interpretations are subject to modification or clarification by subsequent legislative, judicial or administrative decisions.

For information on regulatory approvals obtained by us, see "Government and Other Approvals" on page 160 of this Prospectus.

We are required to obtain and regularly renew certain licenses / registrations / sanctions / permissions required statutorily under the provisions of various Central and State Government regulations, rules, bye laws, acts and policies. Additionally, the projects undertaken by us require, at various stages, the sanction of the concerned authorities under the relevant central and state legislations and local byelaws.

Following is an overview of some of the important laws and regulations, which are relevant to our business.

Shops and Establishments Legislations

Under the provisions of local shops and establishments legislations applicable in the states in which establishments are set up, establishments are required to be registered. Such legislations regulate 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. Our stores, distribution and packing centres are registered under the respective shops and establishments legislations of the states where they are located wherever applicable.

Employment & Labour Related Laws

Industrial Disputes Act, 1947 and Industrial Dispute (Central) Rules, 1957

Industrial Dispute Act, 1947 ("the ID Act") provides for the investigation and settlement of industrial disputes. It also contains various provisions to prohibit strikes and lock-outs, declaration of strikes and lockouts as illegal and provisions relating to lay-off and retrenchment and closure, conciliation and adjudication of industrial disputes by; Conciliation Officers, a Board of Conciliation, Courts of Inquiry, Labour Courts, Industrial Tribunals and a National Industrial Tribunal.

Workman Compensation Act, 1923

Workmen's Compensation Act, 1923 ("the Workmen's Compensation Act") aims at providing financial protection to employees (for their dependents in the event of fatal accidents) by means of payment of compensation by the employers, if personal injury is caused to them by accidents arising out of and in the course of their employment. The Workmen's Compensation Act makes it obligatory for the employers brought within the ambit of the Act to furnish, to the State Governments/Union Territory Administrations, annual returns containing statistics relating to the average number of workers covered under the Act, number of compensated accidents and the amount of compensation paid.

Payment of Wages Act, 1936

Payment of Wages Act, 1936 contains provisions as to the minimum wages that are to be fixed by the appropriate Governments for the employees, fixation and revision for the minimum wages of the employees, entitlement of bonus to the employees, fixing the payment of wages to workers and ensuring that such payments are disbursed by the employers within the stipulated time frame and without any unauthorized deductions.

Minimum Wages Act, 1948

The Minimum Wages Act, 1948 gives power to appropriate government (Central or State) to fix minimum wages to be paid to the persons employed in scheduled or non scheduled employment and the concerned employer is required to pay the minimum wages, fixed by the appropriate government. Such employer is also required to maintain registers and exhibits giving the particulars of wages paid to employees.

Payment of Bonus Act, 1965

The Payment of Bonus Act, 1965 imposes statutory liability upon the employers of every establishment covered under this Act to pay bonus to their employees. It further provides for payment of minimum and maximum bonus and linking the payment of bonus with the production and productivity.

Employees' Provident Funds and Miscellaneous Provisions Act, 1952 ("the EPFMP Act")

The EPFMP Act is applicable to the establishment employing more than 20 employees and as notified by the government from time to time. All the establishments under the EPFMP Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPFMP Act the employers are required to contribute to the employees' provident fund the prescribed percentage of the basic wages, dearness allowances and remaining allowance (if any) payable to the employees. The employee shall also be required to make the equal contribution to the fund.

Employees' State Insurance Act, 1948 ("the ESI Act")

All the establishments to which the ESI Act applies are required to be registered under the ESI Act with the Employees State Insurance Corporation. This Act requires all the employees of the establishments to which this Act applies to be insured in the manner provided thereunder.

Employer and employees both are required to make contribution to the fund. The return of the contribution made is required to be filed with the Employee State Insurance department.

Trade Union Act, 1926

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

The Bombay Shops & Establishments Act, 1948 The Maharashtra Shops and Establishments Act, 1948

The Company has its registered office in the state of Gujrat. Accordingly the provisions of the Bombay Shops and Establishments Act, 1948 are applicable to the Company. The provisions of the Bombay Shops and Establishments Act, 1948 regulate the conditions of work and employment in shops and commercial establishments and generally prescribe obligations in respect of inter alia registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures, and wages for overtime work.

Payment of Gratuity Act, 1972

The Payment of Gratuity Act, 1972 provides for payment of gratuity to employees employed in factories, shops and other establishments who have put in a continuous service of 5 (five) years, in the event of their superannuation, retirement, resignation, death or disablement due to accidents or diseases. The rule of 'five year continuous service' is however relaxed in case of death or disablement of an employee. Gratuity is calculated at the rate of 15 (fifteen) days' wages for every completed year of service with the employer. Presently, an employer is obliged for a maximum gratuity payout of Rs. 10,00,000/- (Rupees Ten Lakhs Only) for an employee.

The Maternity Benefit Act, 1961

The purpose of the Maternity Benefit Act, 1961 is to regulate the employment of pregnant women in certain establishments for certain periods and to ensure that they get paid leave for a specified period before and after childbirth, or miscarriage or medical termination of pregnancy. It inter-alia provides for payment of maternity benefits, medical bonus and prohibits the dismissal of and reduction of wages paid to pregnant women.

Equal Remuneration Act, 1976

Equal Remuneration Act, 1976 provides for payment of equal remuneration to men and women workers and for prevention discrimination, on the ground of sex, against female employees in the matters of employment and for matters connected therewith.

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("SHWW Act")

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 provides for the protection of women at work place and prevention of sexual harassment at work place. The SHWW Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes 1 (one) or more of the following acts or behavior namely, physical contact and advances or a demand or request for sexual favors or making sexually coloured remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. The SHWW Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee which shall always be presided upon by a woman. It also provides for the manner and time period within which a complaint shall be made to the Internal Complaints Committee i.e. a written complaint is to be made within a period of 3 (three) months from the date of the last incident. If the establishment has less than 10 (ten) employees, then the complaints from employees of such establishments as also complaints made against the employer himself shall be received by the Local Complaints Committee. The penalty for non-compliance with any provision of the SHWW Act shall be punishable with a fine extending to Rs. 50,000/- (Rupees Fifty Thousand Only).

TAX RELATED LEGISLATIONS

Income Tax Act, 1961

Income Tax Act, 1961 is applicable to every Domestic / Foreign Company whose income is taxable under the provisions of this Act or Rules made under it depending upon its "Residential Status" and "Type of Income" involved. U/s 139(1) every Company is required to file its Income tax return for every Previous Year by September 30 of the Assessment Year. The Company assessing under section 92 of Income tax act, 1961 and are required to file income tax return and report thereunder within 30th November of every assessment year. Other compliances like those relating to Tax Deduction at Source, Fringe Benefit Tax, Advance Tax, Minimum Alternative Tax and like are also required to be complied by every Company.

Goods & Service Tax ("GST")

Maharashtra Goods and Services Tax Act, 2017
Central Goods and Services Tax Act, 2017
The Integrated Goods and Services Tax Act, 2017

Goods and Services Tax (GST) is an indirect tax applicable throughout India which replaced multiple cascading taxes levied by the central and state governments. The GST shall be levied as Dual GST separately but concurrently by the Union (central tax – CGST) and the States (including Union Territories with legislatures) (State tax – SGST) / Union territories without legislatures (Union territory tax- UTGST). The Parliament would have exclusive power to levy GST (integrated tax – IGST) on inter-State trade or commerce (including imports) in goods or services. It was introduced as The Constitution (One Hundred and First Amendment) Act 2017, following the passage of Constitution 122nd Amendment Bill. The GST is governed by a GST Council and its Chairman is the Finance Minister of India. Under GST, goods and services are taxed at the following rates, 0%, 5%, 12% and 18%. Besides, some goods and services would be under the list of exempt items.

Professional Tax

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. The professional taxes are classified under various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such

deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner. Every person liable to pay tax under these Acts (other than a person earning salary or wages, in respect of whom the tax is payable by the employer), shall obtain a certificate of enrolment from the assessing authority.

Competition Act, 2002 ("Competition Act")

The Competition Act, 2002 aims to prevent anti-competitive practices that cause or are likely to cause an appreciable adverse effect on competition in the relevant market in India. The Competition Act regulates anti-competitive agreements, abuse of dominant position and combinations. The Competition Commission of India ("**Competition Commission**") which became operational from May 20, 2009 has been established under the Competition Act to deal with inquiries relating to anti-competitive agreements and abuse of dominant position and regulate combinations. The Competition Act also provides that the Competition Commission has the jurisdiction to inquire into and pass orders in relation to an anti-competitive agreement, abuse of dominant position or a combination, which even though entered into, arising or taking place outside India or signed between one or more non-Indian parties, but causes an appreciable adverse effect in the relevant market in India.

The Companies Act, 1956

The Companies Act, 1956 deals with laws relating to companies and certain other associations. It was enacted by the parliament in 1956. The Act primarily regulates the formation, financing, functioning and winding up of companies. The Companies Act, 1956 prescribes regulatory mechanism regarding all relevant aspects, including organizational, financial and managerial aspects of companies. It deals with issue, allotment and transfer of securities and various aspects relating to company management. It provides for standard of disclosure in public issues of capital, particularly in the fields of company management and projects, information about other listed companies under the same management, and management perception of risk factors. In the functioning of the corporate sector, although freedom of companies is important, protection of the investors and shareholders, on whose funds they flourish, is equally important. The Companies Act, 1956 plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

The Companies Act, 2013

The Companies Act, 2013, has been introduced to replace the existing Companies Act, 1956 in a phased manner. The Ministry of Corporate Affairs has vide its notification dated September 12, 2013 has notified 98 (Ninety Eight) Sections of the Companies Act, 2013 and the same are applicable from the date of the aforesaid notification. A further 183 (One Eighty Three) Sections have been notified on March 26, 2014 and have become applicable from April 1, 2014. The Companies (Amendment) Act, 2015 has inter-alia amended various Sections of the Companies Act, 2013 to take effect from May 29, 2015. Further, vide the Companies (Amendment) Act, 2015, Section 11 of the Companies Act, 2013 has been omitted and Section 76A has been inserted in the Companies Act, 2013.The Ministry of Corporate Affairs, has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013.

The Trademarks Act, 1999 ("Trademarks Act")

Under the Trademarks Act, 1999, a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. A 'mark' may consist of a device, brand, heading, label, ticket, name signature, word, letter, numeral, shape of goods, packaging or combination of colours or any combination thereof. Section 18 of the Trademarks Act requires that any person claiming to be the proprietor of a trade mark used or proposed to be used by him, must apply for registration in writing to the registrar of trademarks. The trademark, once applied for and which is accepted by the Registrar of Trademarks ("the Registrar"), is to be advertised in the trademarks journal by the Registrar. Oppositions, if any, are invited and, after satisfactory adjudications of the same, a certificate of registration is issued by the Registrar. The right to use the mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is 10 (ten) years, which may be renewed for similar periods on payment of a prescribed renewal fee.

The Copyright Act, 1957 ("Copyright Act")

The Copyright Act, 1957 ("**Copyright Act**") protects original literary, dramatic, musical and artistic works, Cinematographic films and sound recordings from unauthorized use of such works. Unlike the case with patents,

copyright protects the expressions and not the ideas. There is no copyright in an idea. The object of copyright law is to encourage authors, artists and composers to create original works by rewarding them with exclusive right for a fixed period to reproduce the works for commercial exploitation. Copyrights subsist in following class of works: a) Original literary, musical, dramatic and artistic works b) Cinematograph films c) Sound recordings Under the copyright law the creator of the original expression in a work is its author who is vested with a set of exclusive rights with respect to the use and exploitation of the work. The author is also the owner of the copyright, unless there is a written agreement by which the author assigns the copyright to another person or entity, such as a publisher, where work is done under a 'work for hire' agreement, the copyright vests with the hirer, i.e., the person providing the work. The owner of copyright in a work can assign or license his copyright to any person, such as publisher, under a written agreement. Copyright subsists in a work since the time it comes into being. Therefore, registration of copyright neither creates any rights nor precludes enforcement of the existing ones. However, owing to its evidentiary value, a registered copyright is easier to establish in the court of law. The term of copyright varies across different types of works. Therefore, except as specifically provided in the Copyright Act, a copyright shall subsist in any literary, dramatic, musical or artistic work (other than a photograph) published within the lifetime of the author until 60 (sixty) years from the beginning of the calendar year next following the year in which the author dies.

Other Indian laws

In addition to the above, our Company are also governed by the provisions of the Companies Act and rules framed thereunder, relevant central and state tax laws, FEMA, RBI act, foreign exchange and investment laws and foreign trade laws and other applicable laws and regulation imposed by the central and state government and other authorities for over day to day business, operations and administration.

HISTORY AND CERTAIN OTHER CORPORATE MATTERS

Brief History of our Company

Our Company was originally incorporated as Vertoz Media Private Limited on February 13, 2012 with the Registrar of Companies, Maharashtra, Mumbai as a private limited company under the provisions of the Companies Act, 1956. Subsequently our Company was converted into public limited Company pursuant to shareholders resolution passed at the Extra-Ordinary General Meeting held on May 22, 2017 and the name of our Company was changed to Vertoz Media Limited. A fresh certificate of incorporation consequent upon conversion to public limited Company was issued by the Registrar of Companies, Mumbai on June 09, 2017. Pursuant to a resolution of our Shareholders passed on June 14, 2017, the name of our Company was changed to Vertoz Advertising Limited to align the name of our Company to the business carried out by our Company and a fresh Certificate of incorporation consequent upon change of name was issued by the Registrar of Companies, Mumbai on July 07, 2017.

The Promoters of our Company are Hirenkumar Shah and Ashish Shah.

Changes in our Registered Office:

As on the date of this Prospectus, our Registered Office is located at 602, Avior, Nirmal Galaxy L.B.S. Marg, Opp. Johnson & Johnson, Mulund (W), Mumbai-400080, India.

The Details of changes in the address of our Registered Office are set forth below:

From	To	Effective Date	Reason
A-103, Willows Twin Tower, Vasant Garden, Swapna Nagari, Mulund(W), Mumbai-400080	602, Avior, Nirmal Galaxy L.B.S. Marg , opp. Johnson & Johnson, Mulund (W), Mumbai-400080	October 07,2014	For administrative convenience

Main Objects of our Company:

The main objects of our Company, as contained in our Memorandum of Association, are as set forth below:

1. To carry on business of internet based advertising and marketing services in channels like desktop, mobile, television, video, native, virtual reality, artificial intelligence, internet of things (IOT), social platforms and any other channels/products to advertisers, publishers and partners including ecommerce transactions, content development/distribution/ syndication, creative services and provision of related technologies, systems, consultancy, strategies, media plan, research and development services/solutions in domestic and international market.

2. To carry on the business of Web Hosting, Designing & Content writing, Domain Name Registration & Renewal, Software Development and/or to provide Software as a Service, Dedicated Server and/or Server Co-location, Business Process Outsourcing, Research and Development, Server Management & Maintenance, Web Services & Consultancy, Payment Gateway Services, Email Hosting, Providing Internet Service, Data Center Services and all other web hosting related businesses in domestic and international market.

3. To act as Service Agents by and between its associate concerns, Joint Ventures, etc. to collect, endorse, settle the bills by its own or through any other third party as mutually decided from time to time by and between the parties.

4. To set up business units, branch, centers, establish its subsidiaries and/or step-down subsidiaries, enter into joint ventures and/or foreign collaborations in India or abroad, wherever necessary under the automatic and/or approval route and/or as per the rules and regulations specified by RBI and Central Government from time to time.

The main objects as contained in the Memorandum of Association enable our Company to carry on the business presently being carried out as well as to carry on the activities for which the funds are being raised in the Issue.

Amendments to the Memorandum of Association

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

Date of Shareholders' Resolution	Nature of Amendment
May 22, 2017	The Object Clause of Memorandum of Association was replaced in its entirety for compliance with the provisions of the Companies Act, 2013 and the rules thereunder.
May 22, 2017	Change in the name of our Company from Vertoz Media Private Limited to Vertoz Media Limited pursuant to the conversion from Private Limited to Public Limited Company
June 14, 2017	Change in the name of our Company from Vertoz Media Limited to Vertoz Advertising Limited.
June 14, 2017	Authorised share capital of our Company was increased from Rs. 2,00,000 consisting of 20,000 Equity Shares of Rs. 10.00 each to Rs 6,00,00,000 consisting of Rs 60,00,000 Equity Shares of Rs. 10.00 each.

Major Events and Milestones

The table below sets forth some of the key events in the history of our Company:

Year	Event
2012	Incorporation of our Company
2015	Acquired 100.00% of the outstanding equity shares of Vertoz inc. having registered office at 425, Market Street, Suite 2200, San Francisco-94105, California, United States
2015	Set-up a wholly owned subsidiary, Vertoz Limited, having registered office at Kimberley House, 31 Burnt Oak Broadway, Edgware, Greater London, England, HA8 5LD.
2015	Set-up of a 100% step-down subsidiary in UAE under Vertoz Ltd. UK, having registered office at Exclusive Desk No. 34, Ground Floor, Building 16, Dubai, UAE.
2017	Conversion of Private Limited Company to Public Limited Company
2017	Set-up of a 100% step-down subsidiary in US under Vertoz INC, US having registered office at 132 West 31st Street, 15th Floor, New York, NY 10001, USA
2017	Vertoz Inc. signed an agreement with Interactive Advertising Bureau ("IAB") for IAB Membership.
2017	Vertoz Advertising Ltd. received the membership certificate of Internet and Mobile Association of India("IAMAI")

Other Details regarding our Company

For details of our Company's corporate profile, business, marketing, the description of our activities, services, products, market segment, the growth of our Company, exports and profits due to foreign operations, standing of our Company in relation to prominent competitors with reference to our products and services, environmental issues, technology, market, capacity built up, major suppliers, major customers and geographical segment, please refer "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 67 and 147 respectively of this Prospectus.

For details of the management of our Company and its managerial competence, please refer "*Our Management*" on page 85 of this Prospectus.

Revaluation of Assets

Our Company has not revalued its assets since its incorporation.

Capital raising activities through equity or debt

For details regarding our capital raising activities through equity, please refer "*Capital Structure*" and on pages 41 of this Prospectus. Further, our Company has not undertaken any public offering of debt instruments since its incorporation.

Injunctions or restraining order against our Company

There are no injunctions or restraining orders against our Company.

Guarantees provided by our Promoters

Other than the guarantees given to our lenders and as disclosed in the section "*Financial Indebtedness*" on page 145 of this Prospectus, our Promoters have not given any guarantees to third parties that are outstanding as on the date of filing of this Prospectus.

Changes in the Activities of our Company during the last five years

There have been no changes in the activities of our Company during the last five years which may have had a material effect on the profits and loss account of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

Changes in the Management

There has been no change in the management in last 3 years.

Defaults or rescheduling of borrowings from financial institutions/ banks and conversion of loans into equity

No defaults have been called by any financial institution or bank in relation to borrowings from financial institutions or banks. For details of our financing arrangements, please refer "*Financial Indebtedness*" on page 145 of this Prospectus. Further, none of our loans have been rescheduled.

Our Company has allotted 10,61,000 and 12,60,000 Equity shares to Hirenkumar R. Shah, our promoter and PayNX Technologies Pvt. Ltd., our Group Company respectively on August 11, 2017 constituting more than 50% of the paid up capital of our Company at Rs. 10/- below the issue price of Rs. 108/- . For further details of the allotment, please refer "*Capital Structure*" on page 41 of this Prospectus.

Lock outs and strikes

There have been no lock outs or strikes at any time in our Company.

Time and cost overruns

Our Company has not implemented any projects and has not, therefore, experienced any time or cost overrun in relation thereto.

Details regarding acquisition of business/undertakings, mergers, amalgamations and revaluation of assets

Except for the acquisitions of Vertoz INC, pursuant to this company became our wholly owned subsidiary, our Company has neither acquired any entity, business or undertakings nor undertaken any mergers, amalgamation or revaluation of assets.

Holding Company of our Company

As of the date of this Prospectus, our Company does not have any holding Company.

Subsidiaries of our Company

As on the date of this Prospectus, our Company has two wholly owned subsidiaries and two step down subsidiaries as mentioned below:-.

1. Vertoz Inc.

Corporate Information: Vertoz Inc. was registered on December 19, 2012 as a Corporation in the state of California. It has its registered office at 425, Market Street, Suite 2200, San Francisco-94105, California, United States. The Vertoz Inc. is having one operational branch at 132 West 31st Street, 15th Floor, New York City, 10001, New York, United States.

Current Nature of Business: Vertoz Inc. is primarily engaged in Programmatic Digital Advertising Services and other related services.

Capital Structure: The Share Capital of Vertoz Inc. comprises of 1,02,000 equity shares of USD 1 each.

Shareholding: Our Company holds the entire issued and paid up share capital of Vertoz Inc.

2. Vertoz Limited

Corporate Information: Vertoz Limited was incorporated on April 14, 2015 as a private company limited by shares. It has its registered office at Kimberley House, 31 Burnt Oak Broadway, Edgware, Greater London, England, HA8 5LD.

Current Nature of Business: Vertoz Limited is primarily engaged in Programmatic Digital Advertising Services and other related services.

Capital Structure: The Share Capital of Vertoz Limited comprises of 10,000 equity shares of GBP 1.00 each.

Shareholding: Our Company holds the entire issued and paid up share capital of Vertoz Inc.

3. Vertoz Advertising FZ-LLC

Corporate Information: Vertoz Advertising FZ-LLC was formed under Registration No. 93275, as a Free Zone Company with Limited Liability on October 22, 2015. It has its registered office at Exclusive Desk No. 34, Ground Floor, Building 16, Dubai, UAE in the Dubai Creative Clusters in Dubai-United Arab Emirates.

Current Nature of Business: To carry on all such business as the Dubai Creative Clusters Authority may permit under the terms of the License to be issued to it by the authority.

Capital Structure of the Subsidiary: The Authorised Share Capital of the Company is AED 50,000 divided into 50 shares of AED 1000 par value.

Shareholding of our Company: It is a 100% subsidiary of Vertoz Limited and step down subsidiary of our company.

4. **AdNet Holdings INC.**

Corporate Information: AdNet Holdings INC was registered as a Corporation in the state of New York. It has its registered office at 132 West 31st Street, 15th Floor, New York City, 10001, New York, United States.

Current Nature of Business: AdNet Holdings INC will primarily engage in Programmatic Digital Advertising Services and other related services.

Capital Structure: The Share Capital comprises of 100 equity shares of USD 10 each.

Shareholding of our Company: It is a 100% subsidiary of Vertoz INC and step-down subsidiary of our company.

Collaboration Agreements

As on the date of this Prospectus, our Company is not a party to any collaboration agreements.

Shareholders' Agreements

As on the date of this Prospectus, our Company has not entered into any shareholders' agreements.

Material Agreements

Except as described in this section, we have not entered into any material contract, not being a contract entered into in the ordinary course of business carried on or intended to be carried on by us or contract entered into more than two years before the filing of this Prospectus.

Strategic and Financial Partners

As of the date of this Prospectus, our Company does not have any strategic or financial partners.

Number of Shareholders

Our Company has 8 (Eight) shareholders on date of this Prospectus.

OUR MANAGEMENT

Board of Directors

Our Articles of Association require us to have not less than three Directors and not more than 15 Directors. As of the date of this Prospectus, we have seven Directors on our Board.

Set forth below are details regarding our Board as on the date of this Prospectus:

Name, Designation, Occupation, Term, DIN and Nationality	Age (years)	Address	Other Directorships
Hirenkumar Shah **Designation**: Whole-Time Director **Occupation:** Business **Term:** Appointed as Whole-time Director for the period of Five years w.e.f. June 14 , 2017 **PAN**:APNPS6881B **DIN**:00092739 **Nationality:** Indian	37	A-103, Willows Twin Tower, Near Ceremonial Hall, Swapna Nagari, Cross LBS Road, Mulund West Mumbai 400080	*Indian public limited companies* Nil *Indian private limited companies* 1.Goyam Technologies Private Limited 2.PayNX Technologies Private Limited 3.Trunkoz Technologies Private Limited *Foreign Companies* 1. Vertoz Advertising FZ-LLC 2. Vertoz Limited 3. Vertoz Inc.
Ashish Shah **Designation**: Whole-Time Director **Occupation:** Business **Term:** Appointed as Whole-time Director for the period of Five years w.e.f. June 14, 2017 **PAN:** ATLPS9242E **DIN:** 00092787 **Nationality:** Indian	36	A-103, Willows Twin Tower Swapna Nagari, Off LBS Road Mulund - 400 080	*Indian public limited companies* Nil *Indian private limited companies* 1. Goyam Technologies Private Limited 2. Paynx technologies private limited 3. Trunkoz technologies private limited *Foreign Companies* 1. Vertoz Advertising FZ-LLC 2. Vertoz Limited 3. Vertoz Inc.
Rasiklal H. Shah **Designation**: Additional Non-Executive Director **Occupation:** Business **Term:** Liable to Retire by Rotation **PAN**: APPPS1419F **DIN**: 00091585 **Nationality:** Indian	73	A-103, Willows Twin Tower, Near Ceremonial Hall, Swapna Nagari, Cross LBS Road, Mulund West Mumbai- 400080	*Indian public limited companies* Nil *Indian private limited companies* 1. Goyam Technologies Private Limited 2. PayNX Technologies Private Limited 3. Trunkoz Technologies Private Limited .

Name, Designation, Occupation, Term, DIN and Nationality	Age (years)	Address	Other Directorships
Harshal I. Patel **Designation**: Independent Director **Occupation:** Professional **Term:** Appointed as an Independent Director for the period of Five years w.e.f. June 14, 2017 **PAN**: ANEPP9757G **DIN**: 07842251 **Nationality:** Indian	29	A/402, Karma Bhoomi, B.M. Konekar Marg, Hingwala Cross Lane, Opp Popular Hotel , Ghatkopar East, Rajawadi, Mumbai, Maharashtra- 400 077	*Indian public limited companies* Nil *Indian private limited companies* Nil
Nilam S. Doshi **Designation**: Independent Director **Occupation:** Business **Term:** Appointed as an Independent Director for the period of Five years w.e.f. June 14, 2017 **PAN**: AMLPD4407F **DIN**: 07848294 **Nationality:** Indian	38	A/3, Gautam Labdhi Building , Shivaji Path, Below Royal College, Dombivali East, Kalyan, Tilaknagar, Thane, Maharashtra – 421 201	*Indian public limited companies* Nil *Indian private limited companies* Nisarg Appliances Private Limited
Harshad U. Shah **Designation**: Additional Non-Executive Director **Occupation:** Business **Term:** Liable to Retire by Rotation **PAN**: AACPS9040G **DIN**: 07849186 **Nationality:** Indian	62	405, Jay Tower, Govind Nagar, Near Hanuman Mandir, Borivali (West), Mumbai-400 092	*Indian public limited companies* Nil *Indian private limited companies* Nil
Rohit K. Vaghadia **Designation**:Additional Independent Director **Occupation:** Business **Term:** Appointed as an Independent Director for the period of Five years w.e.f. September 25, 2017 **PAN**: AAJPV8398R **DIN**: 07946771 **Nationality:** Indian	37	102, Dharmaraj Apartment, Manpada Road, K.D. Agarwal Hall, Ayodhya Nagari, Tilak Nagar, Kalyan, Thane - 421201	*Indian public limited companies* Nil *Indian private limited companies* Nil

Brief Profile of our Directors

Hirenkumar Shah, aged 37 years, is the Whole time Director of our Company. He has completed his first year Bachelor of Commerce from the University of Mumbai. He is also the Promoter of our Company and has been associated with us since May 02, 2014 and was appointed as a Whole-time Director on June 14, 2017. He has around 12 years of experience in the business and industry. He looks after the day-to-day operations and is responsible for setting forth the group strategy and vision. Prior to joining our Company, he was associated with in several start-up companies.

Ashish Shah, aged 36 years, is the Whole Time Director of our Company. He has completed his Bachelor of Commerce and Master of Commerce (Part-I) from the University of Mumbai. He is also the Promoter of our Company and has been associated with us since inception. He has around 12 years of experience in the business and industry. He is responsible for our Company's overall business operations, as well as looks after the company's product and business development.

Rasiklal H. Shah, aged 73 years is an Additional Non-Executive Director of the Company. He is a matriculate. He joined our Board on September 25, 2017.

Harshal I. Patel , aged 29 years is an Independent Director of the Company. He is a member of the Institute of Chartered Accountants of India (ICAI). He has professional experience of over six years in the field of Corporate Law, Corporate Taxation and Corporate Financial Reporting. He is currently a proprietor of "Harshal Patel & Co". He joined our Board on June 14, 2017.

Nilam S. Doshi, aged 38 years is an Independent Director of the Company. She has completed her Bachelor of Commerce from the University of Mumbai. She joined our Board on June 14, 2017.

Harshad U. Shah, aged 62 years is an Additional Non-Executive Director of the Company. He is under-matriculate. He has over 30 years of experience in the business of importing and exporting of ball and bearings. He joined our Board on June 14, 2017.

Rohit K. Vaghadia, aged 37 years is an Additional independent Director of the company. He has completed his Diploma in Interior Designing & Decoration from Maharashtra State Board of Technical Education. He joined our Board on September 25, 2017.

Further Confirmations

- There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the Directors were selected as a Director.
- There is no service contracts entered into by the Directors with our Company providing for benefits upon termination of employment.
- None of the Director is categorized on the RBI List of willful defaulters as on date.
- None of our Directors is or was a director of any listed company during the last five years preceding the date of this Prospectus, whose shares have been or were suspended from being traded on the Stock Exchange(s), during the term of their directorship in such company.
- None of our Director is or was a director of any listed company which has been or was delisted from any stock exchange during the term of their directorship in such company.
- None of the Promoters, Persons forming part of our Promoter Group, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.
- No proceedings/ investigations have been initiated by SEBI against any company, the board of directors of which also comprises any of the Directors of our Company. No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms of companies in which they are interested by any person either to induce him to become or to help him qualify as a Director, or otherwise for services rendered by him or by the firm or company in which he is interested, in connection with the promotion or formation of our Company.

- None of our Director is or was a director of any company who have made an application to the relevant registrar of companies (in India), for striking off its name.

Relationship between our Directors

None of our Directors are related to each other, except Hirenkumar Shah and Ashish Shah are the brothers and Rasiklal H. Shah is father of Ashish Shah & Hirenkumar Shah.

Compensation of our Directors

Set forth below is the remuneration paid by our Company to our Directors in Fiscal 2017.

S. No.	Name of Director	Remuneration paid in financial year 2017 (Rs. in lakhs)
1.	Ashish Shah	24.00
2.	Hirenkumar Shah	24.00
	Total	**48.00**

Terms and conditions of employment of our Whole-time Directors

Ashish Shah

Ashish Shah was appointed as a director of our Company, upon incorporation and appointed as Whole-Time Director of our Company *vide* Board resolution dated June 13, 2017 and shareholders' resolution dated June 14, 2017 for a period of Five years commencing from June 14, 2017. The significant terms of his employment are as below:

Salary	$ 78,000 per annum from Vertoz Inc.
Term	Appointed as Whole-time Director for the period of Five years w.e.f. June 14 , 2017
Remuneration in the event of loss or inadequacy of profits	In the event of inadequacy or absence of profits in any financial year during his tenure, the Whole-Time Director will be entitled to the remuneration mentioned above by way of minimum remuneration.

Hirenkumar Shah

Hirenkumar Shah was appointed as a director of our Company since May 02, 2014 and appointed as a Whole-Time Director of our Company *vide* Board resolution dated June 13, 2017 and shareholder's resolution dated June 14, 2017 for a period of Five years commencing from June 14, 2017. The significant terms of his employment are as below:

Salary	Rs. 36.00 Lakhs per annum w.e.f FY 2017-18
Term	Appointed as Whole-time Director for the period of Five years w.e.f. June 14 ,2017
Remuneration in the event of loss or inadequacy of profits	In the event of inadequacy or absence of profits in any financial years during his tenure, the Whole-Time Director will be entitled to the remuneration mentioned above by way of minimum remuneration.

Sitting Fees

Our Board has, pursuant to its resolution dated June 16, 2017 fixed the sitting fee for our Non-Executive Independent Directors will be Rs. 20,000/- for attending each meeting of the Board and audit committee thereof and Rs. 5,000/- for other committee(s) of the Board. Our Company has not paid any sitting fees or any other remuneration to the Non-Executive Directors of our Company in the Financial Year 2017.

Borrowing Powers of our Board

Our Articles of Association, subject to applicable law, authorize our Board to raise or borrow money or secure the payment of any sum of money for the purposes of our Company. Pursuant to a resolution passed by our shareholders at their meeting held on July 28, 2017, our shareholders have authorized our Board to borrow any sum of money from time to time notwithstanding that the sum or sums so borrowed together with the monies, if any, already borrowed by the company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the paid up capital and free reserves of the Company provided such amount does not exceed Rs.10 crore in excess of its paid up capital and free reserves which may have not been set apart for any purpose.

Corporate Governance

The provisions of the Listing Regulations with respect to corporate governance will also be applicable to us immediately upon the listing of our Equity Shares with the Stock Exchange. We are in compliance with the requirements of the applicable regulations, including the SEBI (LODR) Regulations, the SEBI (ICDR) Regulations and the Companies Act, 2013 in respect of corporate governance including constitution of the Board and committees thereof.

Our Board has been constituted in compliance with the Companies Act and SEBI (LODR) Regulations, to the extent applicable. Our Board functions either as a full board or through various committees constituted to oversee specific functions. In compliance with the requirements of the Companies Act and the SEBI (LODR) Regulations, to the extent applicable our Board of Directors consists of five Directors (including one woman Director) of which two are non-executive Independent Directors which is in compliance with the requirements of Regulation 17 of SEBI (LODR) Regulations.

Committees of our Board

Our Board has constituted the following committees including those for compliance with corporate governance requirements:

a. Audit Committee

Our Audit Committee was constituted pursuant to a resolution of our Board dated on July 21, 2017. The Audit Committee comprises:

Name of Director	Status in Committee	Nature of Directorship
Harshal I. Patel	Chairman	Non- Executive and Independent Director
Nilam S. Doshi	Member	Non- Executive and Independent Director
Hirenkumar Shah	Member	Whole-time Director

The Company Secretary of the Company shall act as the Secretary of the Audit Committee.

Set forth below are the scope, functions and the terms of reference of our Audit Committee, in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations.

A. Powers of Audit Committee

The Audit Committee shall have powers, including the following:

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

B. Role of Audit Committee

The role of the Audit Committee shall include the following:

- oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - 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;
  - changes, if any, in accounting policies and practices and reasons for the same;
  - major accounting entries involving estimates based on the exercise of judgment by management;
  - significant adjustments made in the financial statements arising out of audit findings;
  - compliance with listing and other legal requirements relating to financial statements;
  - disclosure of any related party transactions;
  - modified opinion(s) in the draft audit report;

- reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- 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;
- reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- approval or any subsequent modification of transactions of the listed entity with related parties;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the listed entity, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;
- reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- 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;
- discussion with internal auditors of any significant findings and follow up there on;
- 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;
- 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;
- 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;
- to review the functioning of the whistle blower mechanism;
- approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- carrying out any other function as is mentioned in the terms of reference of the audit committee.

Further, the Audit Committee shall mandatorily review the following information:

- management discussion and analysis of financial condition and results of operations;
- statement of significant related party transactions (as defined by the audit committee), submitted by management;
- management letters / letters of internal control weaknesses issued by the statutory auditors;
- internal audit reports relating to internal control weaknesses; and
- the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- statement of deviations: (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1); (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(5).

As required under Regulation 18 of the SEBI (LODR) Regulations, the Audit Committee shall meet at least four times in a year, and not more than four months shall elapse between two meetings. The quorum shall be two members present, or one-third of the members, whichever is greater, provided that there should be a minimum of two independent members present.

b. Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted by a resolution of our Board dated July 21, 2017. The Stakeholders' Relationship Committee comprises:

Name of Director	Status in Committee	Nature of Directorship
Nilam S. Doshi	Chairman	Non-Executive and Independent Director
Harshal I. Patel	Member	Non- Executive and Independent Director
Harshad U. Shah	Member	Non-Executive and Non-Independent Director
Hirenkumar Shah	Member	Whole-time Director

The Company Secretary of the Company shall act as the Secretary of the Stakeholders' Relationship Committee.

Set forth below are the terms of reference of our Stakeholders' Relationship Committee.

- To look into the redressal of grievances of shareholders, debenture holders and other security holders;
- To investigate complaints relating to allotment of shares, approval of transfer or transmission of shares;
- To consider and resolve the grievances of the security holders of the company including complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends; and
- To carry out any other function as prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as and when amended from time to time."

c. Nomination and Remuneration Committee

The Nomination and Remuneration Committee was constituted by our Board on July 21, 2017. The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013 and the SEBI (LODR) Regulations. The Nomination and Remuneration Committee include the following:

Name of Director	Status in Committee	Nature of Directorship
Harshal I. Patel	Chairman	Non- Executive and Independent Director
Nilam S. Doshi	Member	Non- Executive and Independent Director
Harshad U. Shah	Member	Non-Executive and Non-Independent Director
Hirenkumar Shah	Member	Whole-time Director

The Company Secretary of the Company shall act as the Secretary of the Nomination and Remuneration Committee.

The scope, functions and the terms of reference of the Nomination and Remuneration Committee is in accordance with the Section 178 of the Companies Act, 2013 read with Regulation 19 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Set forth below are the terms of reference of our Nomination and Remuneration Committee.

- formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- formulation of criteria for evaluation of performance of independent directors and the board of directors;
- devising a policy on diversity of board of directors;
- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

Shareholding of Directors in our Company

Our Articles of Association do not require our Directors to hold qualification shares. As on date of this Prospectus, our Directors hold the following number of Equity Shares of our Company:

Name of the Director	No. of Equity Shares held	Pre-Issue percentage of Shareholding
Ashish Shah	20,35,912	46.26
Hirenkumar Shah	20,35,912	46.26
Harshad U. Shah	29,926	0.68
Rasiklal H. Shah	59,850	1.36
Total	**41,61,600**	**94.56**

Interest of our Directors

Our Whole-time Directors may be interested to the extent of remuneration paid to them, respectively for services rendered as a Director of our Company and reimbursement of expenses payable to them. For details please refer "*Terms and conditions of employment of our Whole-time Directors*" above. Further, all our Non-executive and Independent Directors may be interested to the extent of fees payable to them and/or the commission payable to them for attending meetings of the Board of Directors or a committee thereof.

Further, except as disclosed under "*Shareholding of Directors in our Company*" above, none of our Directors hold any Equity Shares or any other form of securities in our Company. Our Directors may also be interested to the extent of Equity Shares, if any, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Issue. Further, our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the Equity Shares.

Our Promoter Directors Ashish Shah and Hirenkumar Shah may be interested to the extent our Company is promoted by them. For details, please refer "*History and Certain Other Corporate Matters*" on page 81 of this Prospectus.

None of our Directors have any interest in any property acquired by our Company within two years of the date of this Prospectus or proposed to be acquired by it or in any transaction in acquisition of land, construction of building and supply of machinery etc.

Further, our Directors may be directors on the board, or are members, or are partners, or are trustees of certain Group Entities and may be deemed to be interested to the extent of the payments made by our Company, if any, to such Group Entities. For the payments that are made by our Company to certain Group Entities, please refer - "*Financial Statements*" on page 106 of this Prospectus.

Other than as stated above and except as stated in the chapters "*Financial Statements*" and in "*Our Promoters and Promoter Group*" on pages 106 and 96 of this Prospectus, our Directors do not have any other interest in the business of our Company.

Appointment of relatives of Directors to any office or place of profit

Except as disclosed in this Prospectus, none of the relatives of our Directors currently hold any office or place of profit in our Company.

Bonus or Profit Sharing Plan for our Directors

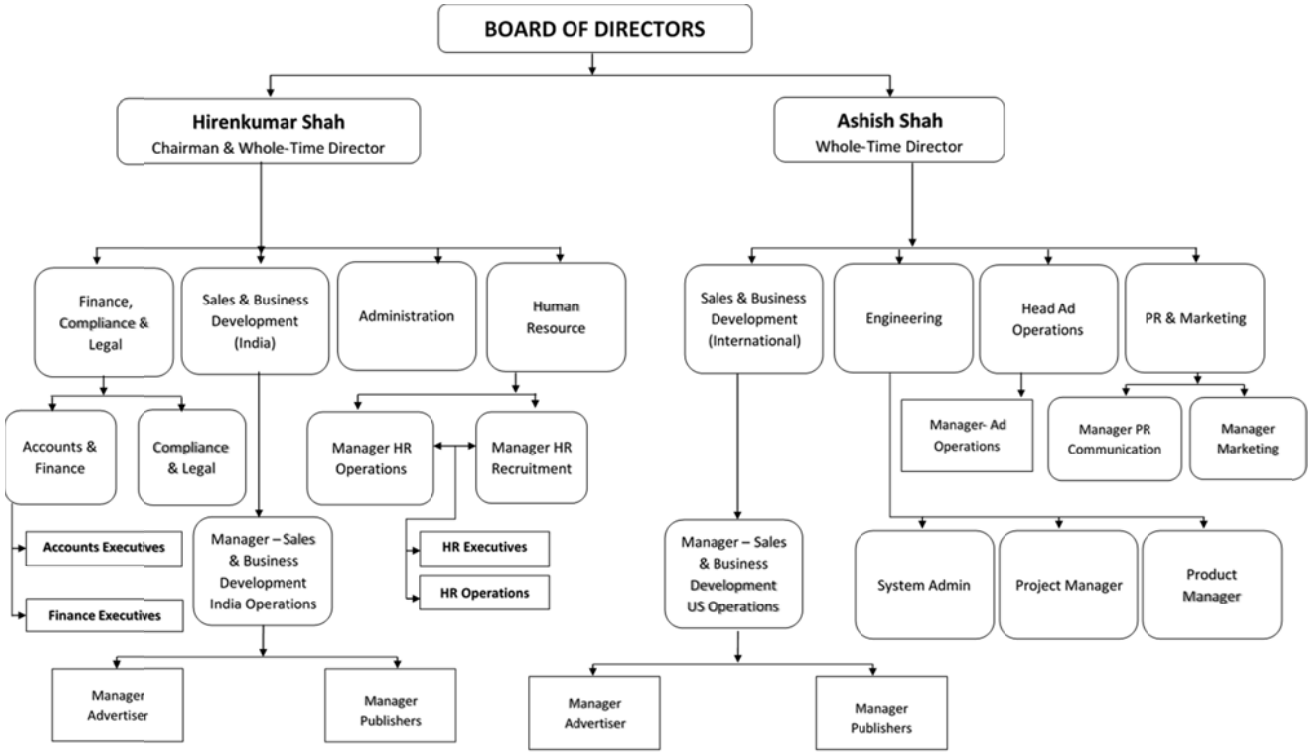
None of our Directors are a party to any bonus or profit sharing plan.

Changes in our Board during the Last Three Years

Except as disclosed below, there have been no changes in our Board during the last three years.

Name of Director	Date of appointment	Date of cessation	Reason
Rasiklal H. Shah	May 29,2017	-	Appointment as Executive Director
Ranjanben R. Shah	May 29,2017	-	Appointment as Executive Director
Rasiklal H. Shah	-	June 14, 2017	Resignation
Ranjanben R. Shah	-	June 14, 2017	Resignation
Harshad U. Shah	June 14, 2017	-	Appointment as Additional Non-Executive Director
Harshal I. Patel	June 14, 2017	-	Appointment as Independent Director
Nilam S. Doshi	June 14, 2017	-	Appointment as Independent Director
Ashish Shah	June 14, 2017	-	Appointed as Whole-time Director
Hirenkumar Shah	June 14, 2017	-	Appointed as Whole-time Director
Rasiklal H. Shah	September 25, 2017	-	Appointment as Additional Non-Executive Director
Rohit K. Vaghadia	September 25, 2017	-	Appointment as Additional Independent Director

Organisation Structure



Our Key Managerial Personnel

Set forth below are the details of our key managerial personnel in addition to our Whole-Time Directors as on the date of this Prospectus. For details of our Whole-Time Directors, please refer "*Our Management*" on page 85 of this Prospectus.

Akshay A. Sonar Parolkar, aged 30 years is the Chief Financial Officer of our Company. He holds a bachelor's degree in commerce from the Mumbai University and Master of Business Administration from the Institute of Chartered Financial Analysts of India University, Tripura. He has been associated with our Company since February, 2016 and has been appointed as the Chief Financial Officer of our Company with effect from June 16, 2017. He has experience in areas including accounts, audit, financial reporting, taxation, treasury, mergers and acquisitions, information technology, Banking operations and legal. He was paid remuneration of Rs.9.78.lakhs in Financial Year 2017.

Sumitkumar R. Sharma, aged 30 years, is the Whole Time Company Secretary of our Company. He holds a bachelor's degree in commerce from Mumbai University and is a Company Secretary certified by the Institute of Company Secretaries of India. He has been associated with our Company since September 25, 2017. He is currently responsible for the secretarial and legal compliances and matters related thereto of our Company. In Financial Year 2017, he did not receive any remuneration from our Company. His gross salary is Rs. 3.75 Lakhs per annum.

Status of Key Managerial Personnel

All our key managerial personnel are permanent employees of our Company.

Nature of family relationship

Except Ashish Shah brother of Hirenkumar Shah as disclosed in this Prospectus, none of the above mentioned key managerial personnel are related to each other and neither are they related to our Promoters or Directors. There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the key managerial personnel were selected as members of our senior management.

Shareholding of the Key Managerial Personnel

As on date of this Prospectus, our key managerial personnel hold the following number of Equity Shares of our Company:

Name of key managerial personnel	Number of Equity Shares Held (Pre-Issue)	Percentage (in %)
Ashish Shah	20,35,912	46.26
Hirenkumar Shah	20,35,912	46.26
Total	**40,71,824**	**92.52**

Bonus or Profit Sharing Plan for our Key Managerial Personnel

As on the date of this Prospectus our Company does not have any performance linked bonus or profit sharing plan with any of our key managerial personnel.

Loans to Key Managerial Personnel

There is no loan outstanding against key managerial personnel as on date of this Prospectus.

Interest of Key Managerial Personnel

Except for Ashish Shah and Hirenkumar Shah who are the Promoters and Whole time Directors of our Company, the key managerial personnel of our Company do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled as per their terms of appointment, reimbursement of expenses incurred by them during the ordinary course of business. The key managerial 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, if any. Except as disclosed, none of the key managerial personnel has been paid any consideration of any nature from our Company, other than their remuneration.

Changes in Key Managerial Personnel in the Last Three Years

For details of changes in our Whole-time Directors during the last three years, see "*Our Management*" page 85 of this Prospectus.

Set forth below are the changes in our key managerial personnel in the last three years immediately preceding the date of this Prospectus:

Name	Designation	Date of Change	Reason
Zill P.Shah	Company Secretary	June 16, 2017	Appointment
Akshay A. Sonar Parolkar	Chief Financial Officer	June 16, 2017	Appointment
Zill P. Shah	Company Secretary	September 22, 2017	Resignation
Sumitkumar R. Sharma	Company Secretary	September 25, 2017	Appointment

Employees Stock Option Scheme

Our Company does not have any Employee Stock Option Scheme/ Employee Stock Purchase Scheme as on the date of filing of this Prospectus.

Payment or Benefit to officers of our Company

Except as stated in this Prospectus and any statutory payments made by our Company, no non-salary amount or benefit has been paid, in two preceding years, or given or is intended to be paid or given to any of our Company's officers except remuneration of services rendered as Directors, officers or employees of our Company.

Except as stated in the section "*Financial Statements*" on page 106 of this Prospectus, none of the beneficiaries of loans and advances and sundry debtors are related to our Company, our Directors or our Promoters.

Currently, our Company does not have any profit sharing plans or any employee stock option or purchase schemes for our employees.

Arrangements and Understanding with Major Shareholders

None of our key managerial personnel or Directors has been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others. For more information, please refer "*History and Certain Other Corporate Matters*" on page 81 of this Prospectus.

Employees

The details about our employees appear under the Paragraph titled "Human Resource" beginning on page 74 of this Prospectus.

OUR PROMOTERS AND PROMOTER GROUP

Our Promoters comprise Hirenkumar Shah and Ashish Shah. As on the date of this Prospectus, our Promoters hold 40,71,824 Equity Shares representing 92.52 % of the issued and paid-up Equity Share capital of our Company.

Details of our Promoters

Hirenkumar Shah

	**Hirenkumar Shah** aged 37 years, is the Promoter of our Company and is also the Whole-Time Director of our Company. For a complete profile of Hirenkumar Shah, i.e., his educational qualifications, experience, positions / posts held in the past and other directorships and special achievements, please refer "*Our Management*" on page 85 of this Prospectus. **Passport No**: Z2290034 **Driving License**: MH05 20100035870 **Voters ID**: NNX3367406 **PAN**: APNPS6881B **Name of Bank & Bank Account No.:** HDFC Bank & 01461050327432 As on date of this Prospectus, Hirenkumar Shah holds 20,35,912 Equity Shares representing 46.26% of the pre-issue paid-up capital of our Company.

Ashish Shah

	**Ashish Shah**, aged 36 years, is the Promoter of our Company and is also the Whole-Time Director of our Company. For a complete profile of Ashish Shah, i.e., his educational qualifications, experience, positions / posts held in the past and other directorships and special achievements, please refer "*Our Management*" on page 85 of this Prospectus. **Passport No**: Z2863149 **Driving License**: MH05 20070009741 **Voters ID**: NNX3367216 **PAN**: ATLPS9242E **Name of Bank & Bank Account No.:** HDFC Bank & 01461050327449 As on date of this Prospectus, Ashish Shah holds 20,35,912 Equity Shares representing 46.26% of the pre-issue paid-up capital of our Company.

We confirm that the PAN, bank account numbers and passport numbers of our Promoters will be submitted to Emerge Platform of National Stock Exchange of India Limited where the Equity Shares are proposed to be listed at the time of filing this Prospectus with National Stock Exchange of India Limited.

Interest of our Promoters

Our Promoters are interested in our Company to the extent of their respective Equity shareholding in our Company and to such extent any dividend distribution that may be made by our Company in the future. For details pertaining to our Promoters' shareholding, please refer "*Capital Structure*" on page 41of this Prospectus.

Our Promoters may also be interested to the extent our Company was promoted by them. Our Promoters, Hirenkumar Shah and Ashish Shah are also interested to the extent of being Directors on our Board, as well as any remuneration, sitting fees and reimbursement of expenses payable to each of them. For more information, please refer "*Our Management*" on page 41 of this Prospectus.

Except as mentioned in this Prospectus, none of our Promoters have any interest in any property acquired by our

Company within two years from the date of this Prospectus or proposed to be acquired by it or in any transaction in acquisition of land, construction of building and supply of machinery etc.

Other than as disclosed in the section "*Financial Statements*" on page 106 of this Prospectus, there are no sales/purchases between our Company and our Promoter and Promoter Group, Group Entities, our Subsidiary and our associate companies when such sales or purchases exceeding in value in the aggregate 10% of the total sales or purchases of our Company or any business interest between our Company, our Promoters, our Promoter Group, Group Entities, our Subsidiaries and the associate companies as on the date of the last financial statements.

Our Promoters may be interested to the extent the Company has availed unsecured loans from them which are repayable on demand. For further details, please refer "*Financial Statements*" and "*Financial Indebtedness*" on pages 106 and 145, respectively of this Prospectus.

Except as disclosed below, our Promoters are not interested in our Subsidiaries and our Group Entities with which our Company transacts during the course of its operations. For details see "*History and Certain Other Corporate Matters*" and "*Our Group Entities*" on pages 81 and 100 respectively.

Our Promoters Hirenkumar Shah and Ashish Shah are the directors in Vertoz Limited, Vertoz Inc. and Vertoz Advertising FZ-LLC which are our Subsidiaries and Step down subsidiaries and are involved in the activities similar to those conducted by our Company. There are common pursuits between our Company and our Subsidiaries.

Our Promoters Hirenkumar Shah and Ashish Shah are directors in Trunkoz Technologies Private Limited which is our Group Entity, having common pursuits as our Company. For details, see "*Our Group Entities*" on page 100.

Our Promoters Hirenkumar Shah and Ashish Shah are directors and shareholders in PayNX Technologies Private Limited which is our Group Entity, having common pursuits as our Company. For details, see "*Our Group Entities*" on page 100.

We shall adopt necessary procedures and practices as permitted by law to address any conflict situations, as and when they may arise. For further details, see "*History and Certain Corporate Matters*", "*Our Group Entities*" and "*Related Party Transactions*" on pages 81, 100 and 104 respectively.

Related Party Transactions

For details of related party transactions entered into by our Promoters, Promoter Group, our Company, Subsidiaries and our Group Entities, see "*Related Party Transactions*" on page 104.

Change in the management and control of our Company

There has not been any change in control of our Company in last five years.

Group Entities

For details of our group entities, please refer "*Group Entities*" on page 100 of this Prospectus.

Payment of Benefit to Promoters and Promoter Group

Our Company has entered into the following leave and license agreement with one of our Promoter Group:

Sr. No.	Licensor	Date of agreement	Location of the property	Monthly lease rental (in Rs.)	Lease Period	Purpose
1.	Trunkoz Technologies Pvt. Ltd.	April 01, 2016	602, Avior, Nirmal Galaxy L.B.S. Marg, Opp. Johnson & Johnson, Mulund (W) Mumbai- 400080	1,23,050/-*	April 01, 2015 to March 31, 2019^	Registered Office of our Company

** With an increase of 7% per annum*

^ Rent Free Space from April 01, 2015 to March 31, 2016

Except as stated in "*Our Management*" and in "*Financial Statements*" on pages 85 and 106 respectively, there has been no payment of benefits to our Promoters and Promoter Group during the two years preceding the filing of this Prospectus.

Litigation

For details relating to legal proceedings involving the Promoters, please refer '*Outstanding Litigations and Material Developments*' on page 156 of this Prospectus.

Other Confirmations

Our Promoters have confirmed that they have not been declared as wilful 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.

There is no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority during the last five years preceding the date of this Prospectus against any of our Promoters.

As on the date of this Prospectus, our Promoters and members of our Promoter Group are not and have not ever 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. Further, none of our Promoters was or is a promoter or person in control of any other company that is or has ever been debarred from accessing the capital markets under any order or direction made by SEBI or any other authority.

Our Promoters are not interested in any entity which holds any intellectual property rights that are used by our Company.

Guarantees

Our Promoters have not given any guarantee to any third party as of the date of this Prospectus.

Companies with which our Promoters have disassociated in the last three years

None of the promoters are disassociated with any Company in last three Years.

OUR PROMOTER GROUP

In addition to the Promoters named above, the following individuals and entities form a part of the Promoter Group:

A. Natural Persons who form part of our Promoter Group:

Relationship	Hirenkumar Shah	Ashish Shah
Father	Rasiklal H. Shah	Rasiklal H. Shah
Mother	Ranjanben R. Shah	Ranjanben R. Shah
Spouse	Dimple H. Shah	Gunja A. Shah
Brother	Ashish R. Shah	Hirenkumar R.Shah
Sister	Archana R. Shah Arpana V. Vejani Shital C. Shah	Archana R. Shah Arpana V. Vejani Shital C. Shah
Son	Hitaarth H. Shah Mantra H. Shah	Helik A.Shah
Daughter	-	-
Spouse's Father	Pravin Shah	Natvarlal Shah
Spouse's Mother	Bhavana Shah	Ranjanben Shah
Spouse's Brother	Dhaval Shah	Dhruval Shah Dharmendra Shah
Spouse's Sister	Hemal Hirenkumar Shah	Kinjal Darshan Doshi

Entities forming part of the Promoter Group:

The following entities form part of our Promoter Group pursuant to the terms of Regulation 2(1) (zb) (iv) of SEBI (ICDR) Regulations.

- Trunkoz Technologies Private Limited
- PayNX Technologies Private Limited

- Goyam Technologies Private Limited
- HueAds Inc
- AdMeridian Inc
- Vokut Inc
- QualiSpace Inc
- OwnRegistrar Inc
- AdMida Inc
- Votixo LLP

Hindu Undivided families forming part of Promoter Group:

Nil

Relationship of Promoters with our Directors

As on the date of this Prospectus, there is no relationship between our Promoters and Directors except Hirenkumar Shah and Ashish Shah are brothers and Rasiklal H. Shah is a Father of Ashish Shah & Hirenkumar Shah.

GROUP ENTITIES

As per the requirements of SEBI (ICDR) Regulations, for the purpose of disclosure in offer documents, our Company considered companies as covered under Accounting Standard 18 issued by the Institute of Chartered Accountants of India as per the latest annual standalone and consolidated financial statements of the Company (i.e. for Fiscal Year 2017) and certain other companies as considered material by our Board pursuant to the materiality policy adopted by the Company by a board resolution dated July 21, 2017.

In terms of the materiality policy, the following companies would be considered 'material' and identified as 'Group Companies':

(i) A member of the Promoter Group with whom our Company has entered into one or more transactions that, individually or cumulatively, exceed 10% of the total standalone revenues of our Company in each of Fiscal Year 2013, 2014, 2015, 2016 , 2017 and for the period ended June 30, 2017("**Relevant Period**");

For avoidance of doubt, it is clarified that our Subsidiaries are not considered as Group Companies for the purpose of disclosure in the Prospectus.

Based on the above PayNx Technologies Private Limited and Trunkoz Technologies Private Limited are Our Group Companies:-

The details of our Group Entities are provided below:

DETAILS OF OUR GROUP COMPANIES

1. **PAYNX TECHNOLOGIES PVT LTD ("PTPL")**

Corporate Information

PTPL was originally incorporated as Infraster Solutions Private Limited on June 02, 2010 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Mumbai. Subsequently the name of Infraster Solutions Private Limited was changed to Vokut Exchange Private Limited vide a fresh Certificate of Incorporation dated August 20, 2014 and further it was changed from Vokut Exchange Private Limited to PayNX Technologies Pvt. Ltd. vide a fresh Certificate of Incorporation dated June 23, 2016.

Incorporation Date	02/06/2010
CIN	U72900MH2010PTC203628
PAN	AACCI3492B
Registered Office	602, Avior, Nirmal Galaxy L.B.S. Marg, opp. Johnson & Johnson, Mulund (W), Mumbai-400080
Nature of Activity	PTPL is engaged in the business of IT related services and other allied services to domestic/overseas clients.
Board of Directors	Rasiklal H. Shah Hirenkumar Shah Ranjanben R. Shah Ashish Shah

Set Forth below, is the shareholding Pattern of PTPL is as follows:-

Shareholder name	No. of shares	Percentage of Share holding
Rasiklal H. Shah	2,500	25
Hirenkumar Shah	2,500	25
Ranjanben R. Shah	2,500	25
Ashish Shah	2,500	25
Total	**10,000**	**100.00**

Financial Performance

The audited financial results of PTPL for the last three financial years, preceding the date of this prospectus are as follows:-

(Rs. In Lacs, except per share data)

Particulars	2016	2015	2014
Equity Share Capital	1.00	1.00	1.00
Reserve and surplus(excluding Revaluation reserve, if any)	5.04	(0.48)	5.18
Net Worth	6.04	0.52	6.18
Sales/Turnover including Other Income	83.59	22.62	6.30
Profit/(Loss) after Tax	5.52	(5.65)	0.28
Earnings Per Share (in Rs)	55.18	(56.53)	2.79
Net Asset Value per Share (in Rs.)	60.41	5.23	61.76

Significant Notes by Auditors

Nil

Nature and extent of Interest of our Promoters:

Name	Shares	Percentage of Share holding
Hirenkumar Shah	2,500	25
Ashish Shah	2,500	25

Further, Hirenkumar Shah and Ashish Shah are the Directors in PTPL.

2. TRUNKOZ TECHNOLOGIES PRIVATE LIMITED("TTPL")

Corporate Information

TTPL was originally incorporated as Quantumpages Technologies Private Limited on September 02, 2005 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Mumbai. Subsequently the name of Quantumpages Technologies Private Limited was changed to Trunkoz Technologies Private Limited vide a fresh Certificate of Incorporation dated June 23, 2010.

Incorporation Date	02/09/2005
CIN	U72900MH2005PTC155861
PAN	AAACQ1292M
Registered Office	602, Avior, Nirmal Galaxy L.B.S. Marg, Opp. Johnson & Johnson, Mulund (W), Mumbai- 400080
Nature of Activity	TTPL is engaged in the business of IT related services and other allied services to domestic/oversees clients
Board of Directors	Rasiklal H. Shah Hirenkumar Shah Ranjanben R. Shah Ashish Shah

Set Forth below, is the shareholding Pattern of TTPL is as follows:-

Shareholder name	No. of shares	Percentage of Share holding
Rasiklal H. Shah	5,000	50
Ranjanben R. Shah	5,000	50
Total	**10,000**	**100.00**

Financial Performance

The audited financial results of TTPL for the last three financial years, preceding the date of this prospectus are as follows:-

(Rs. In Lacs, except per share data)

Particulars	2016	2015	2014
Equity Share Capital	1.00	1.00	1.00
Reserve and surplus(excluding Revaluation reserve, if any)	(18.83)	(21.38)	(10.96)
Net Worth	(17.83)	(20.38)	(9.96)
Sales/Turnover including Other Income	309.71	329.89	276.31
Profit/(Loss) after Tax	2.54	(10.41)	(41.45)
Earning Per Share (in Rs)	25.43	(104.13)	(414.53)
Net Asset Value per Share (in Rs.)	(178.35)	(203.78)	(99.64)

Significant Notes by Auditors

Nil

Nature and extent of Interest of our Promoters:

None of our promoters have any interest in Trunkoz Technologies Private Limited except to the extent that Ashish Shah and Hirenkumar Shah are the Directors of Trunkoz Technologies Private Limited.

A. Nature and Extent of Interest of Group Companies

1. Interest in promotion of Our Company

None of our Group Companies were interested in the promotion of our Company.

2. In the properties acquired or proposed to be acquired by our Company in the past two years before filing the Prospectus.

Our Company's registered office has been given on leave and licence to us until March 31, 2019 by Trunkoz Technologies Pvt. Ltd. pursuant to leave and licence agreement dated April 01, 2016 entered into between our Company and Trunkoz Technologies Pvt. Ltd.. Except as disclosed above, none of our Group Companies is interested in the properties acquired or proposed to be acquired by our Company in the two years preceding the filing of the Prospectus or proposed to be acquired by it.

3. Interest in the transaction involving acquisition of land, construction of building and supply of machinery

None of our Group Companies were interested in any transaction with our Company involving acquisition of land, construction of building or supply of any machinery.

Further, our Group Entities have confirmed that they have not been detained as wilful defaulters by the RBI or any other governmental authority and there are no violations of securities laws committed by them in the past or currently pending against them. None of our Group entities has been (i) prohibited from accessing the capital market under any order or direction passed by SEBI or any other authority or (ii) refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.

B. *Common Pursuits among the Group Companies with our Company*

Our Group Companies PTPL and TTPL are involved in the activities similar to those conducted by 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 favor other companies in which our Promoters have interests. We have also not entered into any non-compete agreement with our Promoters and our Group Companies. We cannot assure you that our Promoters or our Group Companies will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours.

C. Related Business Transactions within the Group Companies and significance on the financial performance of our Company

For details, please refer "*Related Party Transactions*" on page 104 of this Prospectus.

D. Significant Sale/Purchase between Group Entities and our Company

None of our Group Entities is involved in any sales or purchase with our Company where such sales or purchases exceed in value in the aggregate of 10% of the total sales or purchases of our Company.

E. Business interest of Group Companies

Except as disclosed in "*Financial Statements*" and "*Related Party Transactions*" on page 106 and 104 respectively, none of our Group Companies have any business interest in our Company.

F. Other Confirmations

As on the date of this Prospectus, none of our Group Companies are listed on any stock exchange and they have not made any public or rights issue of securities in the preceding three years.

As on the date of this Prospectus, none of the Group Companies: (i) are listed on any stock exchange; (ii) have completed any public or rights issue since the date of its incorporation; (iii) have become a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1995 in India; (iv) has received any winding up petition accepted by a court; (v) have become defunct; (vi) have made an application to the relevant registrar of companies (in India), for striking off its name;

None of our Group Entities have been debarred from accessing the capital market for any reasons by the SEBI or any other authorities.

None of our Group Entities are Wilful Defaulters.

None of our Group Entities have incurred a loss in the immediately preceding Financial Year.

Except as discussed below, none of our Group Companies have made a loss in the immediately preceding year:-

Name of Companies	March 31, 2016	March 31, 2015	March 31, 2014
Trunkoz Technologies Private Limited	(17.83)	(20.38)	(9.96)

G. Litigation

For details relating to legal proceedings involving our Group Entities, please refer '*Outstanding Litigations and Material Developments*' on page 156 of this Prospectus.

RELATED PARTY TRANSACTIONS

For details of related party transactions during, please refer "*Financial Statements*" on page 106 of this Prospectus.

DIVIDEND POLICY

The declaration and payment of dividends, if any, will be recommended by our Board of Directors and approved by our shareholders at their discretion, subject to the provision of the Articles of Association and the Companies Act. The dividends, if any, will depend on a number of factors, including but not limited to the earnings, capital requirements and overall financial position of our Company. In addition, our ability to pay dividends may be impacted by a number of other factors, including, restrictive covenants under the loan or financing documents we may enter into from time to time. For further details on restrictive covenants, please refer "*Financial Indebtedness*" on page 145 of this Prospectus. Our Company has no formal dividend policy. Our Board may also, from time to time, pay interim dividends.

Our Company has not declared any dividends during the last five financial years.

Section V – Financial Information

Financial statements as re-stated

Independent Auditor's Report on Restated Standalone Financial Statements

To
The Board of Directors
Vertoz Advertising Limited
602, Avior, Nirmal Galaxy,
Opp. Jhonson & Jhonson,
Mulund (W)-400080

Dear Sir,

1. We have examined the attached restated standalone summary statement of assets and liabilities of **Vertoz Advertising Limited, {Standalone}** (hereinafter referred to as "**the Company"**) as at June 30, 2017, March 31, 2017, 2016, 2015, 2014 and 2013 restated standalone summary statement of profit and loss and restated standalone summary statement of cash flows for the period ended on June 30, 2017, March 31, 2017, 2016, 2015, 2014, and 2013 (collectively referred to as the "**restated standalone summary statements**" or "**restated standalone financial statements**") annexed to this report and initialed by us for identification purposes. These restated financial statements have been prepared by the management of the Company and approved by the Board of Directors of the company in connection with the Initial Public Offering (IPO) on Emerge Platform of National Stock Exchange ("**NSE**").

2. These restated standalone summary statements have been prepared in accordance with the requirements of:

   (i) sub-clauses (i) and (iii) of clause (b) of sub-section (1) of section 26 of the Companies Act, 2013 ("the Act") read with Companies (Prospectus and Allotment of Securities) Rules 2014;
   (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 ("**ICDR Regulations"**) and related amendments / clarifications from time to time issued by the Securities and Exchange Board of India ("**SEBI"**)

3. We have examined such restated standalone financial statements taking into consideration:

   (i) The terms of reference to our engagement letter with the Merchant Banker dated July 14, 2017 requesting us to carry out the assignment, in connection with the Draft Prospectus/ Prospectus being issued by the Company for its proposed Initial Public Offering of equity shares in Emerge Platform of Bombay Stock Exchange of India Limited ("**IPO**" or "**SME IPO**"); and

   (ii) The Guidance Note on Reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India ("**Guidance Note**").

4. The restated standalone financial statements of the Company have been extracted by the management from the audited financial statements of the Company for the period ended on June 30, 2017, March 31, 2017, 2016, 2015, 2014, and 2013.

5. In accordance with the requirements of the Act including the rules made there under, ICDR Regulations, Guidance Note and Engagement Letter, we report that:

   (i) The "**restated standalone statement of asset and liabilities**" of the Company as at June 30, 2017, March 31, 2017, 2016, 2015, 2014, and 2013 examined by us, as set out in **Annexure I** to this report read with significant accounting policies in **Annexure IV** has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in notes to the restated standalone summary statements to this report.

   (ii) The "**restated standalone statement of profit and loss**" of the Company for the period ended on June 30, 2017, March 31, 2017, 2016, 2015, 2014, and 2013 examined by us, as set out in **Annexure II** to this report read with significant accounting policies in **Annexure IV** has been arrived at after making such adjustments

and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in notes to the restated standalone summary statements to this report.

(iii) The **"restated standalone statement of cash flows**" of the Company for the period ended on June 30, 2017, March 31, 2017, 2016, 2015, 2014, and 2013 examined by us, as set out in **Annexure III** to this report read with significant accounting policies in **Annexure IV** has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in notes to restated standalone summary statements to this report.

6. Based on our examination, we are of the opinion that the restated standalone financial statements have been prepared:

a) Using consistent accounting policies for all the reporting periods.
b) Adjustments for prior period and other material amounts in the respective financial years to which they relate.
c) There are no extra-ordinary items that need to be disclosed separately in the accounts and requiring adjustments.
d) There are no audit qualifications in the audit reports issued by the statutory auditor for the period ended June 30, 2017, March 31, 2017, 2016, 2015, 2014, and 2013 which would require adjustments in this restated standalone financial statement of the Company.

7. Audit for the period ended on June 30, 2017, March 31, 2017, 2016, 2015, 2014, and 2013 was conducted by M/s. Nakrani & Company. The financial report included for these period is based solely on the report submitted by them. Further financial statements for period ended on June 30, 2017 and March 31, 2016 have been re audited by us as per the relevant guidelines.

8. We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for the period ended on June 30, 2017, March 31, 2017, 2016, 12015, 2014, and 2013 proposed to be included in the Draft Prospectus / Prospectus ("**Offer Document**").

Annexure to restated standalone financial statements of the Company:-

1. Summary standalone statement of assets and liabilities, as restated as appearing in ANNEXURE I;
2. Summary standalone statement of profit and loss, as restated as appearing in ANNEXURE II;
3. Summary standalone statement of cash flow as restated as appearing in ANNEXURE III;
4. Restated Significant accounting policies and notes to accounts as appearing in ANNEXURE IV;
5. Details of standalone share capital as restated as appearing in ANNEXURE V to this report;
6. Details of standalone reserves and surplus as restated as appearing in ANNEXURE VI to this report;
7. Details of standalone long term borrowings as restated as appearing in ANNEXURE VII to this report;
8. Details of standalone other long term liabilities as restated as per ANNEXURE VIII to this report;
9. Details of standalone deferred tax assets/liabilities as restated as per ANNEXURE IX to this report;
10. Details of standalone short term borrowings as restated as appearing in ANNEXURE X to this report;
11. Details of standalone trade payables as restated as appearing in ANNEXURE XI to this report;
12. Details of standalone other current liabilities as restated as appearing in ANNEXURE XII to this report;
13. Details of standalone short term provisions as restated as appearing in ANNEXURE XIII to this report;
14. Details of standalone fixed assets as restated as appearing in ANNEXURE XIV to this report;
15. Details of standalone non- current investments as restated as appearing in ANNEXURE XV to this report;
16. Details of standalone long term loans and advances as restated as appearing in ANNEXURE XVI to this report;
17. Details of standalone other non current assets as restated as appearing in ANNEXURE XVII to this report;
18. Details of standalone trade receivables as restated as appearing in ANNEXURE XVIII to this report
19. Details of standalone cash & cash equivalents as restated as appearing in ANNEXURE XIX to this report;
20. Details of standalone short term loans & advances as restated as appearing in ANNEXURE XX to this report;

21. Details of standalone Other current assets as restated as appearing in ANNEXURE XXI to this report;
22. Details of standalone revenue from operations as restated as appearing in ANNEXURE XXII to this report;
23. Details of standalone other income as restated as appearing in ANNEXURE XXIII to this report;
24. Details of standalone related party transactions as restated as appearing in ANNEXURE XXIV to this report;
25. Summary of standalone significant accounting ratios as restated as appearing in ANNEXURE XXV to this report,
26. Standalone Capitalisation Statement as at June 30, 2017 as restated as appearing in ANNEXURE XXVI to this report;
27. Standalone Statement of tax shelters as restated as appearing in ANNEXURE XXVII to this report;

9. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other firm of chartered accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.

10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

11. In our opinion, the above financial information contained in Annexure I to XXVII of this report read with the respective significant accounting policies and notes to restated summary statements as set out in Annexure IV are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note.

12. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the SME IPO. Our report should not be used, referred to or adjusted for any other purpose except with our consent in writing.

For ADV & Associates
Chartered Accountants
Firm Registration no : 128045W

(CA Ankit Rathi)
Partner
Membership No.162441

Mumbai, August 14, 2017

Summary Standalone statement of Assets and Liabilities as Restated

Annexure-I
(Rs. In Lakhs)

Sr. No.	Particulars	As at June 30, 2017	As at March 31,				
			2017	2016	2015	2014	2013
	EQUITY AND LIABILITIES						
1)	**Shareholders Funds**						
	a. Share Capital	2.00	2.00	2.00	2.00	2.00	2.00
	b. Reserves & Surplus	206.01	156.87	45.24	30.94	6.75	(15.85)
2)	Share Application Money Pending Allotment	-	-	-	-	-	-
3)	**Non Current Liabilities**						
	a. Long Term Borrowings	140.57	140.57	10.33	-	-	-
	b. Deferred Tax Liabilities	24.14	24.14	-	0.54	0.60	0.24
	c. Other Long Term Liabilities	22.53	22.53	-	-	-	-
	d. Long Term Provisions	-	-	-	-	-	-
4)	**Current Liabilities**						
	a. Short Term Borrowings	441.19	265.69	20.03	25.90	65.65	62.53
	b. Trade Payables	93.10	138.74	126.25	105.67	45.55	108.16
	c. Other Current Liabilities	117.56	119.84	134.32	22.15	21.58	7.35
	d. Short Term Provisions	56.37	36.59	-	-	2.41	-
	T O T A L	**1,103.08**	**906.97**	**338.17**	**187.21**	**144.54**	**164.42**
	ASSETS						
1)	**Non Current Assets**						
	a. Fixed Assets						
	i. Tangible Assets	326.97	326.24	88.15	22.83	18.02	11.92
	ii. Intangible Asset	-	-	-	-	-	-
	Less: Accumulated Depreciation	130.95	109.16	30.28	12.43	5.47	1.93
	ii. Capital Work in Progress	-	-	-	17.09	-	-
	Net Block	196.02	217.08	57.88	10.39	12.56	9.99
	b. Non Current Investments	44.47	44.47	44.47	-	-	-
	c. Deferred Tax Assets (Net)	-	-	0.36	-	-	-
	d. Long Term Loans And Advances	15.78	15.44	15.43	9.01	2.53	0.76
	e. Other Non Current Assets	5.54	-	-	-	-	-
2)	**Current Assets**						
	a. Inventories	-	-	-	-	-	-
	b. Trade receivables	538.69	333.67	59.85	32.70	66.28	135.54
	c. Cash and Cash Equivalents	281.72	279.93	151.27	92.87	37.08	3.28
	d. Short-Term Loans And Advances	15.04	15.35	8.90	24.78	25.79	14.63
	e. Other Current Assets	6.22	1.04	-	0.37	0.31	0.22
	T O T A L	**1,103.08**	**906.97**	**338.17**	**187.21**	**144.54**	**164.42**

Summary Standalone statement of Profit and Loss as Restated

Annexure –II

(Rs. In Lakhs)

Sr. No.	Particulars	As at June 30, 2017	For the year ended March 31,				
			2017	2016	2015	2014	2013
A	**INCOME**						
	Revenue from Operations	332.91	1,061.78	576.77	412.12	371.63	249.86
	Other Income	5.95	18.00	9.23	4.52	7.93	0.11
	Total Income (A)	**338.86**	**1,079.78**	**586.00**	**416.64**	**379.56**	**249.98**
B	**EXPENDITURE**						
	Direct Service Expense	32.35	44.18	121.03	211.45	204.53	188.65
	Employee benefit expenses	164.35	584.00	302.21	120.45	89.63	19.00
	Finance costs	6.41	38.44	6.37	9.47	6.31	2.94
	Depreciation and amortisation expense	21.80	78.89	17.84	6.96	3.54	1.93
	Other Expenses	44.36	151.10	118.98	31.93	50.17	50.37
	Total Expenses (B)	**269.27**	**896.61**	**566.42**	**380.27**	**354.18**	**262.88**
C	**Profit before exceptional, extraordinary items and tax (A-B)**	**69.59**	**183.17**	**19.58**	**36.37**	**25.38**	**(12.91)**
D	Less: Exceptional items	-	-	-	-	-	-
E	**Profit before extraordinary items and tax(C-D)**	**69.59**	**183.17**	**19.58**	**36.37**	**25.38**	**(12.91)**
F	Extraordinary items	-	-	-	-	-	-
G	Prior period items (Net)	-	-	-	-	-	-
H	**Profit before tax(E-F-G)**	**69.59**	**183.17**	**19.58**	**36.37**	**25.38**	**(12.91)**
	Tax expense :						
	(i) Current tax	20.45	47.03	6.19	12.10	2.42	-
	(ii) Deferred tax	-	24.51	(0.91)	(0.05)	0.36	0.24
	(iii) Income Tax for Earlier Years	-	-	-	-	-	-
	(iv) Excess/Short Provision of Tax	-	-	-	0.13	-	-
I	**Total Tax Expense**	**20.45**	**71.54**	**5.28**	**12.18**	**2.78**	**0.24**
J	**Profit for the year (H-I)**	**49.14**	**111.64**	**14.30**	**24.19**	**22.60**	**(13.14)**

Summary Standalone statement of Cash Flow as Restated

Annexure –III

(Rs. In Lakhs)

Particulars	As at June 30, 2017	For the year ended March 31,				
		2017	2016	2015	2014	2013
Cash Flow From Operating Activities:						
Net Profit before tax as per Profit And Loss A/c	69.59	183.17	19.58	36.37	25.38	(12.91)
Adjustments for:						
Depreciation & Amortisation Expense	21.80	78.89	17.84	6.96	3.54	1.93
Interest Expenses	6.41	20.32	5.69	6.49	6.31	2.94
Interest Income	(5.95)	(18.00)	(9.06)	(4.52)	(7.93)	-
Operating Profit Before Working Capital Changes	**91.85**	**264.38**	**34.06**	**45.30**	**27.30**	**(8.04)**
Adjusted for (Increase)/ Decrease in:						
Short term provisions	19.78	36.59	-	(2.41)	2.41	(0.05)
Trade Receivables	(205.02)	(273.81)	(27.15)	33.58	69.27	(135.54)
Loans & Advances & Other Current Assets	(4.88)	(7.48)	16.25	0.94	(11.24)	(10.79)
Trade Payables	(45.64)	12.49	20.58	60.12	(62.61)	108.16
Other Current Liabilities & Short Term Provision	(2.27)	(14.48)	112.17	0.58	14.23	7.20
Cash Generated From Operations	**(146.18)**	**17.68**	**155.90**	**138.10**	**39.36**	**(39.07)**
Net Income Tax paid/ refunded	(20.45)	(47.03)	(6.19)	(12.23)	(2.42)	-
Net Cash Flow from/(used in) Operating Activities: (A)	**(166.63)**	**(29.35)**	**149.71**	**125.87**	**36.94**	**(39.07)**
Cash Flow From Investing Activities:						
Net (Purchases)/Sales of Fixed Assets (including capital work in progress)	(0.74)	(238.09)	(65.32)	(4.80)	(6.10)	(10.25)
Interest Income	5.95	18.00	9.06	4.52	7.93	-
Net (Increase)/Decrease in Non Current Investments	-	-	17.09	(17.09)	-	-
Net (Increase)/Decrease in Long Term Loans & Advances	(0.34)	(0.01)	(6.42)	(6.48)	(1.77)	-
Net (Increase)/Decrease in other Non current assets	(5.54)	-	-	-	-	-
Purchase of Investments	-	-	(44.47)	-	-	-
Net Cash Flow from/(used in) Investing Activities: (B)	**(0.65)**	**(220.10)**	**(90.07)**	**(23.85)**	**0.06**	**(10.24)**
Cash Flow from Financing Activities:						
Net Increase/(Decrease) in Long Term Borrowings	-	130.24	10.33	-	-	-
Net Increase/(Decrease) in Other short term Borrowing	175.50	245.66	(5.87)	(39.75)	3.12	54.05
Net Increase/(Decrease) in Other Long Term Liabilities	-	22.53	-	-	-	-
Interest paid	(6.41)	(20.32)	(5.69)	(6.49)	(6.31)	(2.94)
Net Cash Flow from/(used in) Financing Activities: (C)	**169.08**	**378.11**	**(1.23)**	**(46.24)**	**(3.19)**	**51.11**
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	1.79	128.66	58.41	55.78	33.81	1.79
Cash & Cash Equivalents As At Beginning of the Year	279.93	151.27	92.87	37.08	3.28	1.48
Cash & Cash Equivalents As At End of the year	**281.72**	**279.93**	**151.27**	**92.87**	**37.08**	**3.28**

ANNEXURE IV (A)

RESTATED SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS:

CORPORATE INFORMATION

Vertoz Advertising Limited was incorporated in the year 2012 and it is a programmatic Company that offers innovative advertising and monetizing solutions which replaces the traditional methods of media buying and selling.

A. Basis of preparation of Financial Statements:

The restated standalone summary statement of assets and liabilities of the Company as at June 30 2017, March 31, 2017, 2016, 2015, 2014 and 2013 and the related restated standalone summary statement of profits and loss and restated standalone summary statement of cash flows for the period ended on June 30, 2017, March 31, 2017, 2016, 2015, 2014 and 2013 (herein collectively referred to as ('restated standalone summary statements') have been compiled by the management from the standalone audited financial statements of the Company for the period ended on June 30, 2017, March 31, 2017, 2016, 2015, 2014 and 2013, approved by the Board of Directors of the Company. The restated standalone summary statements have been prepared to comply in all material respects with the provisions of sub-clauses (i) and (iii) of clause (b) of sub-section (1) of section 26 of the Companies Act, 2013 ("the Act") read with Companies (Prospectus and Allotment of Securities) Rules 2014; The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 ("**ICDR Regulations"**) and related amendments / clarifications from time to time issued by the Securities and Exchange Board of India ("**SEBI"**) and Guidance note on reports in Companies Prospectus (Revised). The restated standalone summary statements have been prepared specifically for inclusion in the offer document to be filed by the Company with the EMERGE Platform of NSE in connection with its proposed Initial public offering of equity shares. The Company's management has recast the financial statements in the form required by Schedule III of the Companies Act, 2013 for the purpose of restated summary statements.

B. Use of Estimates:

The preparation of financial statements requires management to make estimates and assumptions that affect amounts in the financial statements and reported notes thereto. Actual results could differ from these estimates. Differences between the actual result and estimates are recognized in periods in which the results are known/ materialized.

C. Fixed Assets:

Fixed assets are stated at cost of acquisition or construction less accumulated depreciation and impairment loss, if any. The cost of an asset comprises of its purchase price and any directly attributable cost of bringing the assets to working condition for its intended use. Expenditure on additions, improvements and renewals is capitalized and expenditure for maintenance and repairs is charged to profit and loss account.

D. Depreciation:

Depreciation on fixed assets for the year ended on March 31, 2014, 2013 and 2012 is calculated on Written down method (WDV) basis for all tangible and intangible assets using the rates prescribed under Schedule XIV of the Companies Act, 1956. Depreciation on fixed assets purchased after April 1, 2014 is calculated on WDV basis for all tangible and intangible assets using the rates and useful life as prescribed under Schedule II of the Companies Act, 2013

E. Valuation of Investments:

i. Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long term investments.

ii. Current Investments are carried at lower of cost and fair market value determined on an individual investment basis.

iii. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of investments.

F. Revenue Recognition:

Revenue is recognized to the extent it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

G. Employee Benefits:

All employee benefits payable within twelve months of rendering of services are classified as short term benefits. Benefits include salaries, wages, awards, ex-gratia, performance pay, etc. and are recognized in the period in which the employee renders the related service. Liability on account of encashment of leave, bonus to employee is considered as short term compensated expense provided on actual.

H. Earning Per Share

Basic earning per share is computed by dividing the net profit after tax for the year after prior period adjustments attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

I. Taxation & Deferred Tax

Provision for Current Tax is made in accordance with the provision of Income Tax Act, 1961. Deferred tax is recognized on timing differences between taxable & accounting income expenditure that originates in one period and are capable of reversal in one or more subsequent period(s).

J. Contingent Liabilities / Provisions

Contingent liabilities are not provided in the accounts.

K. Impairment Of Assets

The company assesses at each balance sheet date whether there is any indication due to external factors that an asset or group of assets comprising a cash generating unit (CGU) may be impaired. If any such indication exists, the company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the CGU, to which the asset belongs is less than the carrying amount of the asset or the CGU as the case may be, the carrying amount is reduced to its recoverable amount and the reduction is treated as impairment loss and is recognized in the statement of profit and loss. If at any subsequent balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is re assessed and the asset is reflected at recoverable amount subject to a maximum of depreciated historical cost and is accordingly reversed in the statement of profit and loss.

ANNEXURE – IV (B)

NOTES ON RECONCILIATION OF RESTATED STANDALONE PROFITS

(Rs in Lakhs)

Adjustments for	As at June 30, 2017	For the year ended March 31,				
		2017	2016	2015	2014	2013
Net profit/(loss) after tax as per audited statement of profit and loss	52.40	111.00	15.34	24.19	22.60	(13.14)
Adjustments for:						
Provision for Electricity	(0.01)	(0.02)	(0.96)	-	-	-
Provision for audit fees	(0.15)	-	(0.55)	-	-	-
Provision for Interest	(0.54)			-		-
Short/excess Provision Of tax	(13.27)	(0.38)	0.47	-	-	-
Interest Income	5.18	-	-	-	-	-
Deferred Exp. For increase share capital	6.57	-	-	-	-	-

Prior Period Expenses	(1.04)	1.04	-	-	-	-
Net profit/ (loss) after tax as restated	**49.14**	**111.64**	**14.30**	**24.19**	**22.60**	**(13.14)**

Explanatory notes to the above restatements made in the audited financial statements of the Company for the respective years.

Adjustments having impact on Profit

1. **Electricity:** - Electricity provision is made and accordingly profit are re-stated.
2. **Audit Fees: -** Audit Fees provisions are booked accordingly profit are re-stated.
3. **Interest: -** Interest provisions are booked and accordingly profit are re-stated.
4. **Provision for taxation: -** Income Tax provision revised accordingly profit after tax re-stated
5. **Interest Income: -** Accrued Interest on fixed Deposit booked and accordingly profit revised.
6. **Deferred Expenses: -** Expenses relating to increase in authorized share capital deferred in five equal installment and profit re-stated accordingly.

Adjustments having no impact on Profit

Material Regrouping

W.e.f, April 1 2014, Schedule III notified under the Companies Act, 2013 has become applicable to the Company for preparation and presentation of its financial statements. Revised Schedule VI notified under the Companies Act, 1956 became applicable to the Company from April 1, 2011, for preparation and presentation of its financial statements. The adoption of Schedule III / Revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements.

There is no significant impact on the presentation and disclosures made in the financial statements on adoption of Schedule III as compared to Revised Schedule VI. Appropriate adjustments have been made in the restated summary statements, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited financial statements of the Company, prepared in accordance with Schedule III and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 (as amended).

Details of Standalone Share Capital as Restated

Annexure –V

(a) Authorised, Issued, Subscribed and Paid Up Share Capital:

(Rs. In Lakhs)

Particulars	**As at June 30, 2017**	**As at March 31,**				
		2017	**2016**	**2015**	**2014**	**2013**
Share Capital :						
Authorised:						
Equity Shares of Rs.10.00 each	600.00	2.00	2.00	2.00	2.00	2.00
Issued, Subscribed and Paid Up						
Equity Shares of Rs.10.00 each	2.00	2.00	2.00	2.00	2.00	2.00

(b) **Reconciliation of the number of equity shares and amount outstanding at the beginning and at the end of the year / period:**

Particulars	**As at June 30, 2017**	**As at March 31,**				
		2017	**2016**	**2015**	**2014**	**2013**
Equity Shares at the beginning of the year	20,000	20,000	20,000	20,000	20,000	20,000
Add: Shares issued during the year	-	-	-	-	-	-
Add: Bonus Shares issued during the year	-	-	-	-	-	-

Equity Shares at the end of the year	20,000	20,000	20,000	20,000	20,000	20,000

Details of Shareholders holding more than 5% of the aggregate shares of the company:

Name of Shareholders	As at June 30, 2017		As at March 31,2017		As at March 31,2016		As at March 31,2015		As at March 31,2014		As at March 31,2013	
	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
Smit Nebhwani	-	-	-	-	-	-	-	-	9,000	45.00	9,000	45.00
Trunkoz Technologies Pvt. Ltd.	-	-	-	-	-	-	-	-	9,000	45.00	9,000	40.00
Harshad Shah	-	-	-	-	-	-	-	-	1,000	5.00	1,000	5.00
Laxmichand Nebhwani	-	-	-	-	-	-	-	-	1,000	5.00	1,000	5.00
Ashish Shah	10,000	50.00	10,000	50.00	10,000	50.00	10,000	50.00	-	-	-	-
Hirenkumar Shah	9,000	45.00	10,000	50.00	10,000	50.00	10,000	50.00	-	-	-	-
Total	**20,000**	**95.00**	**20,000**	**100.00**	**20,000**	**100.00**	**20,000**	**100.00**	**20,000**	**100.00**	**20,000**	**100.00**

Details of Standalone Reserves and Surplus as Restated

Annexure –VI

(Rs. In Lakhs)

Particulars	As at June 30, 2017	As at March 31,				
		2017	2016	2015	2014	2013
Surplus						
Opening Balance	156.87	45.24	30.94	6.75	(15.85)	(2.71)
Add Net profit(Net Loss) for the Current Year	49.14	111.64	14.30	24.19	22.60	(13.14)
Closing Balance	206.01	156.87	45.24	30.94	6.75	(15.85)
TOTAL	**206.01**	**156.87**	**45.24**	**30.94**	**6.75**	**(15.85)**

Details of Standalone Long Term Borrowings as Restated

Annexure –VII

(Rs. In Lakhs)

Particulars	As at June 30, 2017	As at March 31,				
		2017	2016	2015	2014	2013
Secured Loans						
Car Loan- ICICI Bank	5.83	5.83	10.33	-	-	-
Federal Bank -Foreign Currency Term Loan(FCTL)	134.75	134.75	-	-	-	-
TOTAL	**140.57**	**140.57**	**10.33**	-	-	-

Nature of security and terms of repayment for Long term borrowings:

Car loan is secured against the respective car and the FCTL is secured against the collateral security of residential flat of our promoters situated at A-103, Willows Twin Tower, Swapan Nagri, off side of L.B.S. Marg, Mulund(west)-400080 and having fixed deposit with clear line of fixed deposit of Rs. 55 lakhs.

Details of Standalone Deferred Tax asset/liability as Restated

Annexure – VIII
(Rs. In Lakhs)

Particulars	As at June 30, 2017	As at March 31,				
		2017	2016	2015	2014	2013
Deferred Tax Liability						
Depreciation	24.14	24.14	-	0.54	0.60	0.24
Deferred Tax Asset						
Unabsorbed depreciation	-	-	0.36	-	-	-
TOTAL	**24.14**	**24.14**	**0.36**	**0.54**	**0.60**	**0.24**

Details of Standalone Other Long Term Liabilities as Restated

Annexure –IX
(Rs. In Lakhs)

Particulars	As at June 30, 2017	As at March 31,				
		2017	2016	2015	2014	2013
Gratuity Provision (Non-Current)	16.09	16.09	-	-	-	-
Leave Encashment Provision (Non-Current)	6.44	6.44	-	-	-	-
TOTAL	**22.53**	**22.53**	-	-	-	-

Details of Standalone Short Term Borrowing as Restated

Annexure –X
(Rs. In Lakhs)

Particulars	As at June 30, 2017	As at March 31,				
		2017	2016	2015	2014	2013
Unsecured						
Loan and Advances from Related parties						
Loan from Directors	114.70	12.54	10.15	2.31	62.11	62.53
Loan from Other Related Parties	143.45	77.46	-	-	-	-
Secured						
Loans repayable on demand						
From Banks (Secured against Deposits)	183.04	175.69	9.89	23.59	3.54	-
Federal Bank FCTL	-	-	-	-	-	-
Car Loan - ICICI Bank	-	-	-	-	-	-
TOTAL	**441.19**	**265.69**	**20.03**	**25.90**	**65.65**	**62.53**

Details of Standalone Trade Payables as Restated

Annexure –XI
(Rs. In Lakhs)

Particulars	As at June 30, 2017	As at March 31,				
		2017	2016	2015	2014	2013
Sundry Creditors	93.10	138.74	126.25	105.67	45.55	108.16
TOTAL	**93.10**	**138.74**	**126.25**	**105.67**	**45.55**	**108.16**

Details of Standalone Other Current Liabilities as Restated

Annexure –XII
(Rs. In Lakhs)

Particulars	As at June 30, 2017	As at March 31,				
		2017	2016	2015	2014	2013
Current maturity of long term loan	31.94	42.76	4.42	-	-	-
Interest accrued but not due	0.55	-	-	-	-	-
Statutory Liabilities	19.20	15.79	10.69	5.93	2.30	1.64
Advance Received from Client	-	-	117.70	-	18.97	5.56
Salary Payable	46.20	41.78	-	12.98	-	-
Remuneration Payable	-	-	-	1.95	-	-
Other Payable	0.99	0.98	0.96	0.69	-	-
Audit Fees payable	0.70	0.55	0.55	0.60	0.30	0.15
Gratuity Provision (Current)	5.89	5.89	-	-	-	-
Leave Encashment (Current)	12.10	12.10	-	-	-	-
TOTAL	**117.56**	**119.84**	**134.32**	**22.15**	**21.58**	**7.35**

Details of Standalone Short Term Provisions as Restated

Annexure –XIII
(Rs. In Lakhs)

Particulars	As at June 30, 2017	As at March 31,				
		2017	2016	2015	2014	2013
MAT payable	-	-	-	-	2.41	-
Provision for Income Tax (net of advance tax)	56.37	36.59	-	-	-	-
TOTAL	**56.37**	**36.59**	-	-	**2.41**	-

Details of Standalone Fixed Assets as Restated

Annexure XIV
(Rs. In Lakhs)

Fixed assets	Gross block				Depreciation				Net block	
	AS AT 01.04.2012	Additions	Deductions	AS AT 31.03.2013	Upto 01.04.2012	For the year	Deductions / adjustments	Upto 31.03.2013	AS AT 31.03.2013	AS AT 31.03.2012
Tangible Assets										
Computer	0.53	3.28	-	3.80	-	0.77	-	0.77	3.03	0.53
Air Conditioner	1.15	0.42	-	1.57	-	0.22	-	0.22	1.35	1.15
Furniture	-	0.33	-	0.33	-	0.01	-	0.01	0.31	-
GPS Navigator	-	0.09	-	0.09	-	-	-	-	0.08	-
Office Interior	-	5.90	-	5.90	-	0.90	-	0.90	5.00	-
Tea Vending Machine	-	0.15	-	0.15	-	0.01	-	0.01	0.13	-
Water Filter	-	0.08	-	0.08	-	0.01	-	0.01	0.07	-
Total	**1.68**	**10.25**	**-**	**11.92**	-	**1.93**	-	**1.93**	**9.99**	**1.68**

Fixed assets	Gross block				Depreciation				Net block	
	AS AT 01.04.2013	Additions	Deductions	AS AT 31.03.2014	Upto 01.04.2013	For the year	Deductions / adjustments	Upto 31.03.2014	AS AT 31.03.2014	AS AT 31.03.2013
Tangible Assets										
Computer	3.80	4.33	-	8.13	0.77	2.22	-	2.99	5.14	3.03
Air Conditioner	1.57	0.26	-	1.83	0.22	0.15	-	0.36	1.47	1.35
Furniture	0.33	0.26	-	0.58	0.01	0.06	-	0.08	0.51	0.31
GPS Navigator	0.09	0.07	-	0.16	0.00	0.01	-	0.02	0.14	0.08
Office Interior	5.90	0.79	-	6.69	0.90	1.03	-	1.93	4.76	5.00
Tea Vending Machine	0.15	-	-	0.15	0.01	0.02	-	0.03	0.12	0.13
Fridge	-	0.08	-	0.08	-	0.01	-	0.01	0.07	-
Microwave oven	-	0.06	-	0.06	-	-	-	-	0.05	-
VOIP Phone	-	0.27	-	0.27	-	0.03	-	0.03	0.24	-
Water Filter	0.08	-	-	0.08	0.01	0.01	-	0.02	0.06	0.07
Total	**11.92**	**6.10**	-	**18.02**	**1.93**	**3.54**	**-**	**5.47**	**12.56**	**9.99**

Fixed assets	Gross block				Depreciation				Net block	
	AS AT 01.04.2014	Additions	Deductions	AS AT 31.03.2015	Upto 01.04.2014	For the year	Deductions / adjustments	Upto 31.03.2015	AS AT 31.03.2015	AS AT 31.03.2014
Tangible Assets										
Computer	8.13	3.32	-	11.44	2.99	4.25	-	7.24	4.20	5.14
Air Conditioner	1.83	-	-	1.83	0.36	0.62	-	0.98	0.85	1.47
Furniture	0.58	-	-	0.58	0.08	0.39	-	0.46	0.12	0.51
GPS Navigator	0.16	-	-	0.16	0.02	0.07	-	0.08	0.07	0.14
Office Interior	6.69	-	-	6.69	1.93	1.13	-	3.06	3.63	4.76
Tea Vending Machine	0.15	-	-	0.15	0.03	0.06	-	0.10	0.05	0.12
Fridge	0.08	-	-	0.08	0.01	0.04	-	0.05	0.04	0.07
Microwave oven	0.06	-	-	0.06	-	0.02	-	0.03	0.03	0.05
VOIP Phone	0.27	0.11	-	0.38	0.03	0.14	-	0.17	0.22	0.24
Water Filter	0.08	-	-	0.08	0.02	0.04	-	0.06	0.03	0.06
Attendan	-	0.11	-	0.11	-	0.03	-	0.03	0.08	-

ce Machine										
Iphone	-	0.45	-	0.45	-	0.08	-	0.08	0.37	-
Printer	-	0.18	-	0.18	-	0.08	-	0.08	0.10	-
Server Purchase	-	0.63	-	0.63	-	0.02	-	0.02	0.61	-
Total	**18.02**	**4.80**	-	**22.83**	**5.47**	**6.96**	**-**	**12.43**	**10.39**	**12.56**

Fixed assets	**Gross block**				**Depreciation**				**Net block**	
	AS AT 01.04.2015	**Additions**	**Deductions**	**AS AT 31.03.2016**	**Upto 01.04.2015**	**For the year**	**Deductions / adjustments**	**Upto 31.03.2016**	**AS AT 31.03.2016**	**AS AT 31.03.2015**
Tangible Assets										
Data Computers,Laptops, Data Servers & Peripherals	12.07	26.08	-	38.16	7.26	9.93	-	17.18	20.97	4.82
Furniture & Fixtures	9.10	18.49	-	27.59	4.51	6.51	-	11.01	16.58	4.60
Office Equipments	1.65	2.84	-	4.49	0.67	1.10	-	1.77	2.72	0.98
Motor Vehicles	-	17.91	-	17.91	0.00	0.31	-	0.31	17.60	-
Total	**22.83**	**65.32**	-	**88.15**	**12.43**	**17.84**	**-**	**30.28**	**57.88**	**10.39**

Fixed assets	**Gross block**				**Depreciation**				**Net block**	
	AS AT 01.04.2016	**Additions**	**Deductions**	**AS AT 31.03.2017**	**Upto 01.04.2016**	**For the year**	**Deductions / adjustments**	**Upto 31.03.2017**	**AS AT 31.03.2017**	**AS AT 31.03.2016**
Tangible Assets										
Data Computers, Laptops, Data Servers & Peripherals	38.16	235.13	-	273.29	17.18	65.48	-	82.66	190.63	20.97
Furniture & Fixtures	27.59	1.51	-	29.10	11.01	6.29	-	17.30	11.80	16.58
Office Equipments	4.49	1.57	0.13	5.93	1.77	1.62	-	3.39	2.54	2.72
Motor Vehicles	17.91	-	-	17.91	0.31	5.50	-	5.81	12.10	17.60
Total	**88.15**	**238.22**	**0.13**	**326.24**	**30.28**	**78.89**	**-**	**109.16**	**217.08**	**57.88**

Fixed assets	**Gross block**				**Depreciation**				**Net block**	
	AS AT 01.04.2017	**Additions**	**Deductions**	**AS AT 30.06.2017**	**Upto 01.04.2017**	**For the year**	**Deductions / adjustments**	**Upto 30.06.2017**	**AS AT 30.06.2017**	**AS AT 31.03.2017**
Tangible Assets										

Data Computers, Laptops, Data Servers & Peripherals	273.29	0.35	-	273.64	82.66	19.57	-	102.23	171.40	190.63
Furniture & Fixtures	29.10	0.39	-	29.49	17.30	0.35	-	17.65	11.84	11.80
Office Equipments	5.93	-	-	5.93	3.39	0.93	-	4.32	1.61	2.54
Motor Vehicles	17.91	-	-	17.91	5.81	0.94	-	6.76	11.16	12.10
Total	**326.24**	**0.74**	**-**	**326.97**	**109.16**	**21.80**	**-**	**130.96**	**196.02**	**217.08**

Details of Standalone Non Current Investments as Restated

Annexure-XV
(Rs. In Lakhs)

Particulars	**As at June 30, 2017**	**As at March 31,**				
		2017	**2016**	**2015**	**2014**	**2013**
Investment in Vertoz Inc, USA	34.53	34.53	34.53	-	-	-
Investment in Vertoz Ltd, UK	9.94	9.94	9.94	-	-	-
TOTAL	**44.47**	**44.47**	**44.47**	**-**	**-**	**-**

Details of Standalone Long Term Loans and Advances as Restated

Annexure-XVI
(Rs. In Lakhs)

Particulars	**As at June 30, 2017**	**As at March 31,**				
		2017	**2016**	**2015**	**2014**	**2013**
Tender Deposit	1.00	1.00	1.00	-	-	-
Refundable Deposit with CCD	0.25	0.25	0.25	-	-	-
Rent Deposit	14.19	14.19	13.00	7.00	-	-
Security Deposit	0.34	-	-	-	-	-
MAT credit	-	-	-	-	2.41	-
Advance Tax net of provision	-	-	1.18	2.01	0.12	0.76
TOTAL	**15.78**	**15.44**	**15.43**	**9.01**	**2.53**	**0.76**

Details of Standalone Other Non Current Assets

Annexure-XVII
(Rs. In Lakhs)

Particulars	**As at June 30, 2017**	**As at March 31,**				
		2017	**2016**	**2015**	**2014**	**2013**
Deferred Expenses	5.54	-	-	-	-	-
TOTAL	**5.54**	**-**	**-**	**-**	**-**	**-**

Details of Standalone Trade Receivables as Restated

Annexure-XVIII
(Rs. In Lakhs)

Particulars	As at June 30, 2017	As at March 31,				
		2017	2016	2015	2014	2013
Unsecured, Considered Good						
Outstanding for More than Six Months	300.23	144.75	16.33	26.92	16.04	19.61
Unsecured, Considered Good						
Outstanding for Less than Six Months	238.46	188.92	43.52	5.78	50.24	115.94
TOTAL	**538.69**	**333.67**	**59.85**	**32.70**	**66.28**	**135.54**

Details of Standalone Cash and Cash Equivalents as Restated

Annexure-XIX
(Rs. In Lakhs)

Particulars	As at June 30, 2017	As at March 31,				
		2017	2016	2015	2014	2013
Cash Balance	0.91	0.53	0.02	0.94	0.30	1.49
Bank Balances	8.15	6.74	8.36	7.41	10.73	1.79
Fixed Deposit with Banks	272.66	272.66	142.89	84.52	26.05	0.00
TOTAL	**281.72**	**279.93**	**151.27**	**92.87**	**37.08**	**3.28**

Details of Standalone Short Term Loan and Advances as Restated

Annexure-XX
(Rs. In Lakhs)

Particulars	As at June 30, 2017	As at March 31,				
		2017	2016	2015	2014	2013
Other Loans and Advances (Employees, unexpired expenses)	6.70	7.28	6.24	24.78	20.10	8.95
TDS Receivable	-	-	-	-	-	-
Loan to Related Parties	8.34	8.07	2.67	-	-	-
Deposits	-	-	-	-	5.68	5.68
TOTAL	**15.04**	**15.35**	**8.90**	**24.78**	**25.79**	**14.63**

Details of Standalone Other Current Assets as Restated

Annexure-XXI
(Rs. In Lakhs)

Particulars	As at June 30, 2017	As at March 31,				
		2017	2016	2015	2014	2013
Pre Incorporation Charges	-	-	-	0.11	-	-
Accured FD Interest	5.19	-	-	0.26	0.31	0.22
Deferred Expenses	1.04					
Pre - paid expenses	-	1.04	-	-	-	-
TOTAL	**6.22**	**1.04**	**-**	**0.37**	**0.31**	**0.22**

Details of Standalone Revenue from Operations as Restated

Annexure-XXII

(Rs. In Lakhs)

Particulars	As at June 30, 2017	For the year ended March 31,				
		2017	2016	2015	2014	2013
Sale of Services	332.91	1,061.78	576.77	412.12	371.63	249.86
TOTAL	**332.91**	**1,061.78**	**576.77**	**412.12**	**371.63**	**249.86**

Details of Standalone Other Income as Restated

Annexure-XXIII

(Rs. In Lakhs)

Particulars	As at June 30, 2017	For the year ended March 31,					Nature
		2017	2016	2015	2014	2013	
Other income	5.95	18.00	9.23	4.52	7.93	0.11	
Net Profit Before Tax as Restated	69.59	183.17	19.58	36.37	25.38	(12.91)	
Percentage (%)	**8.55**	**9.82**	**47.12**	**12.43**	**31.25**	**(0.86)**	
Source of Income							
Other Income	0.04	0.96	0.17	0.04	-	-	Non-Recurring and not related to business activity
Interest Income	5.19	17.04	9.06	4.48	1.17	-	"Recurring and related to business activity."
Exchange Rate Difference	0.73	-	-	-	6.76	0.11	"Recurring and related to business activity."
Total Other income	**5.95**	**18.00**	**9.23**	**4.52**	**7.93**	**0.11**	

Details of Standalone Related Party Transaction as Restated

Annexure-XXIV

(Rs. In Lakhs)

Sl. No.	Name	Relationship	Nature of Transaction	Amount of Transaction upto June 30, 2017	Amount Outstanding as on June 30, 2017 (Payable)/ Receivable	Amount of Transaction during the period ended March 31,2017	Amount Outstanding as on March 31,2017 (Payable)/ Receivable	Amount of Transaction during the period ended March 31,2016	Amount Outstanding as on March 31,2016 (Payable)/ Receivable	Amount of Transaction during the period ended March 31,2015	Amount Outstanding as on March 31,2015 (Payable)/ Receivable	Amount of Transaction during the period ended March 31,2014	Amount Outstanding as on March 31,2014 (Payable)/ Receivable	Amount of Transaction during the period ended March 31,2013	Amount Outstanding as on March 31,2013 (Payable)/ Receivable
1.	PayNX Technologies Pvt Ltd	Enterprise over which Director have substantial interest	Loan	(68.00)	(126.76)	60.51	(58.77)	2.25	(1.75)	11.50	0.50	-	-	-	-
			Purchase	-	-	-	-	-	-	3.40	-	-	-	-	-
2.	Trunkoz Technologies Pvt Ltd	Enterprise over which relatives of Director have substantial interest	Loan	2.01	(0.22)	2.19	(2.23)	1.63	4.42	6.28	6.05	12.00	3.50	5.01	-
			Sales	-	-	-	-	-	-	-	-	-	-	-	-
			Purchase	-	-	-	-	-	-	-	-	7.49	-	2.52	(0.80)
3.	Vertoz Inc	Subsidiary	Loan	0.27	8.34	8.07	8.07	10.03	-	0.25	6.03	9.64	6.28	2.41	2.40
			Investment	-	34.53	-	34.53	34.53	34.53	-	-	-	-	-	-
			Sales	162.74	379.08	334.04	216.34	521.71	(117.70)	183.41	(1.04)	238.51	(8.41)	-	-
4.	Vertoz Ltd	Subsidiary	Sales	-	-	20.62	20.35	-	-	-	-	-	-	-	-
			Investment	-	9.94	-	9.94	9.94	9.94	-	-	-	-	-	-
	Sunshine Infotech	Enterprise over which Director have substantial interest	Purchase	-	-	-	-	-	-	20.89	-	22.30	20.89	0.70	0.18
	Hirenkumar Shah	KMP	Managerial Remuneration	5.32	-	23.69	-	3.00	-	6.00	-	-	-	-	-
			Loan	(102.23)	(111.42)	7.74	9.19	1.45	1.45	-	-	0.30	-	-	-
	Ashish Shah	KMP	Managerial Remuneration	3.58	-	23.69	-	13.04	-	6.00	-	1.20	0.79	1.85	-

			Loan	0.07	(3.27)	2.20	3.34	3.23	5.54	12.01	2.31	1.05	14.32	10.45	13.73
	Harshad Shah	Relatives of KMP	Loan	-	-	-	-	-	-	23.25	-	6.90	23.25	25.65	23.65
	Laxmanch and Nebhwani	Relatives of KMP	Loan	-	-	-	-	-	-	24.57	-	6.95	24.57	20.20	25.10
	Smit Nebhwani	Relatives of KMP	Loan	-	-	-	-	-	-	0.04	-	0.42	0.04	0.47	0.05
			Managerial Remuneration	-	-	-	-	-	-	-	-	4.50	4.50	0.75	-
	Gunja Shah	Relatives of KMP	Purchase	-	(11.08)	-	11.08	-	11.08	9.80	11.08	11.80	8.38	-	-
			Loan	-	(3.70)	3.70	3.70	-	-	-	-	-	-	-	-
	Dimple Shah	Relatives of KMP	Purchase	-	(9.06)	-	9.06	-	9.06	9.15	9.06	-	-	-	-
			Loan	-	-	6.41	-	-	-	-	-	-	-	-	-

Summary of Standalone Significant Accounting Ratios as Restated

Annexure-XXV
(Rs. In Lakhs)

Particulars	As at June 30, 2017	For the year ended March 31,				
		2017	2016	2015	2014	2013
Profit after tax as restated	49.14	111.64	14.30	24.19	22.60	(13.14)
Weighted average number of equity shares at the end of the year/period	20,000	20,000	20,000	20,000	20,000	20,000
Number of equity shares outstanding at the end of the year/period	20,000	20,000	20,000	20,000	20,000	20,000
Net Worth	208.01	158.87	47.24	32.94	8.75	(13.85)
Earnings Per Share						
Basic & Diluted(Rs.)	**245.68**	**558.18**	**71.48**	**120.97**	**112.99**	**(65.72)**
Return on Net Worth (%)	23.62%	70.27%	30.26%	73.44%	258.30%	94.91%
Net Asset Value Per Share (Rs)	**1040.05**	**794.37**	**236.19**	**164.72**	**43.74**	**(69.25)**

1. Ratios have been calculated as below

Basic and Diluted Earnings Per Share (EPS) (Rs.) = Restated Profit after Tax available to equity Shareholders / Weighted Average Number of Equity Shares at the end of the year / period

Return on Net Worth (%) = Restated Profit after Tax available to equity Shareholders / Restated Net Worth of Equity Shareholders

Net Asset Value per equity share (Rs.) = Restated Net Worth of Equity Shareholders / Number of Equity Shares outstanding at the end of the year

Standalone Capitalisation Statement as at June 30, 2017

Annexure-XXVI
(Rs. In Lakhs)

Particulars	Pre Issue	Post Issue
Borrowings		
Short term debt (A)	441.19	441.19
Long term debt (B)	140.57	140.57
Total debt (C)	**581.76**	**581.76**
Shareholders' funds		
Equity share capital	2.00	598.50
Reserve and surplus - as restated	206.01	1,552.33
Total shareholders' funds	**208.01**	**2,150.83**
Long term debt / shareholders funds	0.68	0.07
Total debt / shareholders funds	2.80	0.27

Standalone Statement of Tax Shelters

Annexure- XXVII

(Rs. In Lakhs)

Particulars	As at June 30, 2017	For the year ended March 31,				
		2017	2016	2015	2014	2013
Profit before tax as Restated (A)	69.59	183.17	19.58	36.37	25.38	(12.91)
Tax Rate as per IT (%)	27.55%	31.96%	30.90%	30.90%	30.90%	30.90%
MAT Rate (%)	20.39%	20.39%	19.06%	19.06%	19.06%	19.06%
Adjustments :						
Permanent Differences(B)						
Loss on sale of fixed asset	-	0.02	-	-	-	-
Disallowance u/s 37	-	-	0.07	-	-	-
Interest on late payment of TDS	-	0.12	0.04	-	-	-
Total Permanent Differences(B)	**-**	**0.14**	**0.10**	-	-	-
Timing Differences (C)						
Difference between tax depreciation and book depreciation	5.06	(76.67)	0.36	2.74	(1.16)	(0.77)
Set off of Depreciation	-	-	-	-	-	-
Total Timing Differences (C)	**5.06**	**(76.67)**	**0.36**	**2.74**	**(1.16)**	**(0.77)**
Net Adjustments D = (B+C)	**5.06**	**(76.53)**	**0.46**	**2.74**	**(1.16)**	**(0.77)**
Incomes Considered Separately						**0.37**
Taxable Income/(Loss) (A+D)	**74.65**	**147.16**	**20.04**	**39.11**	**7.84**	**(13.67)**
Restated Profit for The Purpose of MAT	69.59	183.17	19.58	36.37	25.38	(12.91)
Taxable Income/(Loss) as per MAT	**69.59**	**183.17**	**19.58**	**36.37**	**25.38**	**(12.91)**
Income Tax as returned/computed	**20.57**	**47.03**	**6.19**	**12.09**	**2.42**	**-**
Tax payable as per normal or MAT (higher of (E) or (F)	Income Tax	Income Tax	Income Tax	Income Tax	MAT	-

Independent Auditor's Report on Restated Consolidated Financial Statements

To
The Board of Directors
Vertoz Advertising Limited
602, Avior, Nirmal Galaxy,
Opp. Jhonson & Jhonson,
Mulund (W)-400080

Dear Sir,

1. We have examined the attached restated consolidated Financial Information of Vertoz Advertising Limited, and its subsidiaries (collectively known as the "Group") which comprises of the Restated Consolidated Summary Statement of Assets and Liabilities as at June 30, 2017, March 31, 2017, and 2016, restated consolidated summary statement of profit and loss and restated consolidated summary statement of cash flows for the period/fiscal ended on June 30, 2017, March 31, 2017 and 2016 (collectively referred to as the "**Consolidated restated summary statements**" or "**Consolidated restated financial statements**") annexed to this report and initialed by us for identification purposes. These restated financial statements have been prepared by the management of the Company and approved by the Board of Directors of the company in connection with the Initial Public Offering (IPO) on Emerge Platform of National Stock Exchange ("**NSE**").

2. These restated consolidated summary statements have been prepared in accordance with the requirements of:

   (i) sub-clauses (i) and (iii) of clause (b) of sub-section (1) of section 26 of the Companies Act, 2013 ("the Act") read with Companies (Prospectus and Allotment of Securities) Rules 2014;

   (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 ("**ICDR Regulations"**) and related amendments / clarifications from time to time issued by the Securities and Exchange Board of India ("**SEBI"**)

3. We have examined such restated consolidated financial statements taking into consideration:

   (i) The terms of reference to our engagement letter with the Merchant Banker dated July 14, 2017 requesting us to carry out the assignment, in connection with the Draft Prospectus/ Prospectus being issued by the Company for its proposed Initial Public Offering of equity shares in Emerge Platform of National Stock Exchange of India Limited ("**IPO**" or "**SME IPO**"); and

   (ii) The Guidance Note on Reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India ("**Guidance Note**").

4. We did not audit the financial statements of the subsidiaries for the period/fiscal ended on June 30, 2017, March 31, 2017 and 2016. The financial of the subsidiaries have been furnished to us by management and on which we have relied, and our opinion, in so far as it relates to the amounts included in the financial statements of the subsidiary, is solely based on the financial submitted by management .The Consolidated restated financial statements of the Company have been extracted by the management from the audited financial statements of the Company for the period/fiscal ended on June 30, 2017, March 31, 2017 and 2016.

5. In accordance with the requirements of the Act including the rules made there under, ICDR Regulations, Guidance Note and Engagement Letter, we report that:

   (i) The "**Consolidated restated statement of asset and liabilities**" of the Company as at June 30, 2017, March 31, 2017 and 2016 examined by us, as set out in **Annexure I** to this report read with significant accounting policies in **Annexure IV** has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in notes to the restated summary statements to this report.

   (ii) The "**Consolidated restated statement of profit and loss**" of the Company for the period ended on June 30, 2017, March 31, 2017 and 2016 examined by us, as set out in **Annexure II** to this report read with significant accounting policies in **Annexure IV** has been arrived at after making such adjustments and regroupings to the

audited financial statements of the Company, as in our opinion were appropriate and more fully described in notes to the restated summary statements to this report.

(iii) The **"Consolidated restated statement of cash flows**" of the Company for the period ended on June 30, 2017, March 31, 2017 and 2016 examined by us, as set out in **Annexure III** to this report read with significant accounting policies in **Annexure IV** has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in notes to restated consolidated summary statements to this report.

6. Based on our examination, we are of the opinion that the restated consolidated financial statements have been prepared:

a) Using consistent accounting policies for all the reporting periods.
b) Adjustments for prior period and other material amounts in the respective financial years to which they relate.
c) There are no extra-ordinary items that need to be disclosed separately in the accounts and requiring adjustments.
d) There are no audit qualifications in the audit reports issued by the statutory auditor for the period ended June 30, 2017, March 31, 2017 and 2016 which would require adjustments in this restated financial statements of the Company.

7. Audit for the period ended on June 30, 2017, March 31, 2017 and 2016 was conducted by M/s. S.K. Nakrani & Company. The financial report included for these period is based solely on the report submitted by them. Further financial statements for period ended on June 30, 2017 and March 31, 2017 of Holding Company have been re audited by us as per the relevant guidelines.

8. We have also examined the following other financial information of Holding Company relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for the period ended on June 30, 2017, March 31, 2017 and 2016 proposed to be included in the Draft Prospectus / Prospectus ("**Offer Document**").

Annexure to restated consolidated financial statements of the Company:-

1. Summary consolidated statement of assets and liabilities, as restated as appearing in ANNEXURE I;
2. Summary consolidated statement of profit and loss, as restated as appearing in ANNEXURE II;
3. Summary consolidated statement of cash flow as restated as appearing in ANNEXURE III;
4. Consolidated restated significant accounting policies and notes to accounts as appearing in ANNEXURE IV;
5. Details of consolidated share capital as restated as appearing in ANNEXURE V to this report;
6. Details of consolidated reserves and surplus as restated as appearing in ANNEXURE VI to this report;
7. Details of consolidated long term borrowings as restated as appearing in ANNEXURE VII to this report;
8. Details of consolidated deferred tax asset/liability as restated as per ANNEXURE VIII to this report;
9. Details of consolidated other long term liabilities as restated as appearing in ANNEXURE IX to this report;
10. Details of consolidated short term borrowings as restated as appearing in ANNEXURE X to this report;
11. Details of consolidated trade payables as restated as appearing in ANNEXURE XI to this report;
12. Details of consolidated other current liabilities as restated as appearing in ANNEXURE XII to this report;
13. Details of consolidated short term provisions as restated as appearing in ANNEXURE XIII to this report;

14. Details of consolidated fixed assets as restated as appearing in ANNEXURE XIV to this report;
15. Details of consolidated long term loans and advances as restated as appearing in ANNEXURE XV to this report;
16. Details of consolidated other non-current assets as restated as appearing in ANNEXURE XVI to this report;
17. Details of consolidated trade receivables as restated as appearing in ANNEXURE XVII to this report;
18. Details of consolidated cash & cash equivalents as restated as appearing in ANNEXURE XVIII to this report;
19. Details of consolidated short term loans & advances as restated as appearing in ANNEXURE XIX to this report;
20. Details of consolidated other current assets as restated as appearing in ANNEXURE XX to this report;
21. Details of consolidated revenue from operations as restated as appearing in ANNEXURE XXI to this report;
22. Details of consolidated other income as restated as appearing in ANNEXURE XXII to this report;
23. Details of consolidated related party transactions as restated as appearing in ANNEXURE XXIII to this report;
24. Consolidated Summary of significant accounting ratios as restated as appearing in ANNEXURE XXIV to this report,
25. Consolidated capitalisation statement as at June 30, 2017 as restated as appearing in ANNEXURE XXV to this report;
26. Consolidated statement of tax shelters as restated as appearing in ANNEXURE XXVI to this report;

9. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other firm of chartered accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.

10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

11. In our opinion, the above financial information contained in Annexure I to XXVI of this report read with the respective significant accounting policies and notes to restated summary statements as set out in Annexure IV are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note.

12. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the SME IPO. Our report should not be used, referred to or adjusted for any other purpose except with our consent in writing.

For ADV & Associates
Chartered Accountants
Firm Registration no: 128045W

(CA Ankit Rathi)
Partner
Membership No.162441

Mumbai,
August 14, 2017

Summary consolidated statement of assets and liabilities as restated

Annexure-I

(Rs. In Lakhs)

Sr. No.	Particulars	As at June 30, 2017	As at March 31,	
			2017	2016 (From October 2015)
	EQUITY AND LIABILITIES			
1)	**Shareholders Funds**			
	a. Share Capital	2.00	2.00	2.00
	b. Reserves & Surplus	474.00	373.38	67.09
2)	Share Application Money Pending Allotment			
3)	**Non Current Liabilities**			
	a. Long Term Borrowings	140.57	140.57	10.33
	b. Deferred Tax Liabilities	24.14	24.14	-
	c. Other Long Term Liabilities	22.53	22.53	-
	d. Long Term Provisions	-	-	-
4)	**Current Liabilities**			
	a. Short Term Borrowings	443.39	265.69	20.03
	b. Trade Payables	699.12	618.79	223.68
	c. Other Current Liabilities	117.56	129.09	162.78
	d. Short Term Provisions	79.26	61.61	8.98
	T O T A L	**2,002.18**	**1,637.80**	**494.90**
	ASSETS			
1)	**Non Current Assets**			
	a. Fixed Assets			
	i. Tangible Assets	349.86	349.16	96.61
	ii. Intangible Asset	329.05	-	-
	Less: Accumulated Depreciation	150.38	117.07	32.28
	ii. Capital Work in Progress	-	329.56	-
	Net Block	**528.53**	**561.65**	**64.33**
	b. Deferred Tax Assets (Net)	-	-	0.36
	c. Long Term Loans & Advances	23.52	17.94	24.15
	d. Other Non Current Assets	6.42	0.88	-
2)	**Current Assets**			
	a. Inventories	-	-	-
	b. Trade Receivables	1,080.17	713.20	120.29
	c. Cash and Cash Equivalents	333.55	313.01	264.09
	d. Short Term Loans & Advances	24.17	30.08	21.68
	e. Other Current assets	6.22	1.04	-
	T O T A L	**2,002.18**	**1,637.80**	**494.90**

Summary consolidated statement of profit and loss as restated

Annexure –II

(Rs. In Lakhs)

Sr. No.	Particulars	As at June 30, 2017	For the year ended March 31,	
			2017	2016 (From October 2015)
A	**INCOME**			
	Revenue from Operations	994.05	2,030.31	1,186.43
	Other Income	5.22	18.07	9.23
	Total Income (A)	**999.27**	**2,048.38**	**1,195.65**
B	**EXPENDITURE**			
	Purchase of Stock in Trade	525.51	695.77	662.55
	Employee benefit expenses	229.10	611.03	306.61
	Finance costs	10.99	53.26	9.54
	Depreciation and amortisation expense	33.33	86.39	19.83
	Other Expenses	75.61	215.17	155.67
	Total Expenses (B)	**874.54**	**1,661.62**	**1,154.20**
C	**Profit before exceptional, extraordinary items and tax (A-B)**	**124.73**	**386.76**	**41.46**
D	Less: Exceptional items	-	-	-
E	**Profit before extraordinary items and tax(C-D)**	**124.73**	**386.76**	**41.46**
F	Extraordinary items	-	-	-
G	Prior period items (Net)	-	-	-
H	**Profit before tax(E-F-G)**	**124.73**	**386.76**	**41.46**
	Tax expense :			
	(i) Current tax	24.11	55.96	6.21
	(ii) Deferred tax	-	24.51	(0.91)
	(iii) Income Tax for Earlier Years	-	-	-
	(iv) Short Provision of Tax	-	-	-
I	**Total Tax Expense**	**24.11**	**80.47**	**5.30**
J	**Profit for the year (H-I)**	**100.61**	**306.29**	**36.15**

Summary consolidated statement of cash flow as restated

Annexure –III

(Rs. In Lakhs)

Particulars	As at June 30, 2017	For the year ended March 31,	
		2017	2016
Cash Flow From Operating Activities:			
Net Profit before tax as per Profit And Loss A/c	124.73	386.76	41.46
Adjustments for:			
Depreciation & Amortisation Expense	33.33	86.39	19.83
Interest Expenses	10.66	32.87	8.56
Interest Income	(5.22)	(18.07)	(9.23)
Exchange gain/loss on restatement of forex	-	-	-
Operating Profit Before Working Capital Changes	**163.49**	**487.95**	**60.61**
Adjusted for (Increase)/ Decrease in:			
Trade payable	80.33	395.11	118.01
other Current Liabilities	(11.53)	(33.69)	140.63
Short Term provisions	17.65	52.63	8.98
Short term borrowing	177.70	245.66	(5.87)
Trade receivables	(366.97)	(592.92)	(87.59)
Other Current Assets	(5.19)	(1.04)	0.37
Short term Loans & Advances	5.91	(8.40)	3.10
Cash Generated From Operations	**61.40**	**545.30**	**238.26**
Net Income Tax paid/ refunded	(24.11)	(55.96)	(6.21)
Net Cash Flow from/(used in) Operating Activities: (A)	**37.29**	**489.34**	**232.05**
Cash Flow From Investing Activities:			
Net (Purchases)/Sales of Fixed Assets (including capital work in progress)	(0.20)	(254.15)	(56.68)
Interest Income	5.22	18.07	9.23
Net (Increase)/Decrease in Non Current Assets	(5.53)	(0.88)	-
Net (Increase)/Decrease in Long Term Loans & Advances	(5.57)	6.21	(15.14)
Net Cash Flow from/(used in) Investing Activities: (B)	**(6.08)**	**(230.76)**	**(62.59)**
Cash Flow from Financing Activities:			
Proceeds / (Repayment) from Other Long Term Liability	-	22.53	-
Proceeds / (Repayment) from Long Term Borrowing (Net)	-	130.24	10.33
Interest & Finance Cost	(10.66)	(32.87)	(8.56)
Net Cash Flow from/(used in) Financing Activities: (C)	**(10.66)**	**119.90**	**1.77**
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	20.55	378.48	171.23
Cash & Cash Equivalents As At Beginning of the Year	313.01	264.09	92.87
Cash & Cash Equivalents As At End of the year	333.55	313.01	264.09

ANNEXURE IV (A)

CONSOLIDATED RESTATED SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS:

A. Basis of preparation of Financial Statements:

The consolidated summary statement of assets and liabilities as restated of the Company as at June 30 2017, March 31, 2017 and 2016 and the related consolidated summary statement of profits and loss as restated and consolidated summary statement of cash flows as restated for the period ended on June 30, 2017, March 31, 2017 and 2016 (herein collectively referred to as ('restated consolidated summary statements') have been compiled by the management from the audited consolidated financial statements of the Company for the period ended on June 30, 2017, March 31, 2017 and 2016, approved by the Board of Directors of the Company. The restated consolidated summary statements have been prepared to comply in all material respects with the provisions of sub-clauses (i) and (iii) of clause (b) of sub-section (1) of section 26 of the Companies Act, 2013 ("the Act") read with Companies (Prospectus and Allotment of Securities) Rules 2014; The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 ("**ICDR Regulations"**) and related amendments / clarifications from time to time issued by the Securities and Exchange Board of India ("**SEBI"**) and Guidance note on reports in Companies Prospectus (Revised). The consolidated restated summary statements have been prepared specifically for inclusion in the offer document to be filed by the Company with the EMERGE Platform of NSE in connection with its proposed Initial public offering of equity shares. The Company's management has recast the financial statements in the form required by Schedule III of the Companies Act, 2013 for the purpose of restated summary statements.

B. Use of Estimates:

The preparation of financial statements requires management to make estimates and assumptions that affect amounts in the financial statements and reported notes thereto. Actual results could differ from these estimates. Differences between the actual result and estimates are recognized in periods in which the results are known/ materialized.

C. Fixed Assets:

Fixed assets are stated at cost of acquisition or construction less accumulated depreciation and impairment loss, if any. The cost of an asset comprises of its purchase price and any directly attributable cost of bringing the assets to working condition for its intended use. Expenditure on additions, improvements and renewals is capitalized and expenditure for maintenance and repairs is charged to profit and loss account.

D. Depreciation:

Depreciation on fixed assets is calculated on Written down Method (WDM) basis using the rates arrived at based on the useful life of the assets prescribed under Schedule II of the Companies Act, 2013 for the period / year ended on June 30, 2017, March 31, 2017 and 2016.

E. Valuation of Investments:

i. Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long term investments.

ii. Current Investments are carried at lower of cost and fair market value determined on an individual investment basis.

iii. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of investments.

F. Revenue Recognition:

Revenue is recognized to the extent it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

G. Employee Benefits:

All employee benefits payable within twelve months of rendering of services are classified as short term benefits. Benefits include salaries, wages, awards, ex-gratia, performance pay, etc. and are recognized in the period in which the employee renders the related service. Liability on account of encashment of leave, bonus to employee is considered as short term compensated expense provided on actual.

H. Earning Per Share

Basic earning per share is computed by dividing the net profit after tax for the year after prior period adjustments attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

I. Taxation & Deferred Tax

Provision for Current Tax is made in accordance with the provision of Income Tax Act, 1961. Deferred tax is recognized on timing differences between taxable & accounting income expenditure that originates in one period and are capable of reversal in one or more subsequent period(s).

J. Contingent Liabilities / Provisions

Contingent liabilities are not provided in the accounts and are disclosed separately in notes on Accounts.

K. Impairment Of Assets

The company assesses at each balance sheet date whether there is any indication due to external factors that an asset or group of assets comprising a cash generating unit (CGU) may be impaired. If any such indication exists, the company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the CGU, to which the asset belongs is less than the carrying amount of the asset or the CGU as the case may be, the carrying amount is reduced to its recoverable amount and the reduction is treated as impairment loss and is recognized in the statement of profit and loss. If at any subsequent balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is re assessed and the asset is reflected at recoverable amount subject to a maximum of depreciated historical cost and is accordingly reversed in the statement of profit and loss.

ANNEXURE – IV (B)

NOTES ON RECONCILIATION OF CONSOLIDATED RESTATED PROFITS

(Rs in Lakhs)

Adjustments for	As at June 30, 2017	For the year ended March 31,	
		2017	2016
Net profit/(loss) after tax as per audited statement of profit and loss	105.65	305.92	37.35
Adjustments for:			
Provision for Electricity	(0.01)	(0.02)	(0.96)
Provision for audit fees	(0.15)	-	(0.55)
Provision for Interest	(0.54)	-	-
Short/excess Provision Of tax	(13.27)	(0.38)	0.47
Interest Income	5.18	-	-

Deferred Exp. For increase share capital	6.57	-	-
Prior Period Expenses	(1.04)	1.04	-
Foreign Exchange gain/loss	(1.78)	(0.28)	(0.16)
Net profit/ (loss) after tax as restated	**100.61**	**306.28**	**36.15**

Notes to Reconciliation of Consolidated Restated Profits

Adjustments having impact on Profit

1. **Electricity: -** Electricity provision are made and accordingly profit are re-stated.
2. **Audit Fees: -** Audit Fees provision are booked accordingly profit are re-stated.
3. **Interest: -** Interest provision are booked and accordingly profit are re-stated.
4. **Provision for taxation: -** Income Tax provision revised accordingly profit after tax re-stated
5. **Interest Income: -** Accrued Interest on fixed Deposit booked and accordingly profit revised.
6. **Deferred Expenses: -** Expenses relating to increase in authorized share capital deferred in five equal installment and profit re-stated accordingly.
7. **Foreign Exchange gain/loss:** -These items were appearing under head Reserves And Surplus in audited statements so as per requirements of revised Schedule III have been shown on the phase of Statement of Profit And Loss

Material Regrouping

W.e.f, April 1 2014, Schedule III notified under the Companies Act, 2013 has become applicable to the Company for preparation and presentation of its financial statements. Revised Schedule VI notified under the Companies Act, 1956 became applicable to the Company from April 1, 2011, for preparation and presentation of its financial statements. The adoption of Schedule III / Revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements.

There is no significant impact on the presentation and disclosures made in the financial statements on adoption of Schedule III as compared to Revised Schedule VI. Appropriate adjustments have been made in the restated summary statements, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited financial statements of the Company, prepared in accordance with Schedule III and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 (as amended).

Details of Consolidated Share Capital as Restated

Annexure –V

(a) Authorised, Issued, Subscribed and Paid Up Share Capital:

(Rs. In Lakhs)

Particulars	**As at June 30, 2017**	**As at March 31,**	
		2017	**2016**
Share Capital :			
Authorised:			
Equity Shares of Rs.10.00 each	600.00	2.00	2.00
Issued, Subscribed and Paid Up			
Equity Shares of Rs.10.00 each	2.00	2.00	2.00

(b) **Reconciliation of the number of equity shares and amount outstanding at the beginning and at the end of the year / period:**

Particulars	**As at June 30, 2017**	**As at March 31,**	
		2017	**2016**
Equity Shares at the beginning of the year	20,000	20,000	20,000

Add: Shares issued during the year	-	-	-
Equity Shares at the end of the year	20,000	20,000	20,000

Details of Shareholders holding more than 5% of the aggregate shares of the company:

Name of Shareholders	As at June 30, 2017		As at March 31,2017		As at March 31,2016	
	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
Ashish Shan	10,000	50.00	10,000	50.00	10,000	50.00
Hirenkumar Shah	9,000	45.00	10,000	50.00	10,000	50.00
Total	**20,000**	**95.00**	**20,000**	**100.00**	**20,000**	**100.00**

Details of Consolidated Reserves and Surplus as Restated

Annexure –VI

(Rs. In Lakhs)

Particulars	As at June 30, 2017	As at March 31,	
		2017	2016
Profit and Loss			
As per last financial statements	373.38	67.09	30.94
Add/(Less): Net Profit for the period	100.61	306.29	36.15
Add/(Less): Foreign Exchange Gain (Rate Change Diff.)	-	-	-
Closing Balance	**474.00**	**373.38**	**67.09**

Details of Consolidated Long Term Borrowings as Restated

Annexure –VII

(Rs. In Lakhs)

Particulars	As at June 30, 2017	As at March 31,	
		2017	2016
Car Loan - ICICI Bank	5.83	5.83	10.33
Federal Bank FCTL	134.75	134.75	-
TOTAL	**140.57**	**140.57**	**10.33**

Details of Consolidated Deferred Tax Asset/(Liability) as Restated

Annexure –VIII

(Rs. In Lakhs)

Particulars	As at June 30, 2017	As at March 31,	
		2017	2016
Opening balance	24.14	(0.36)	0.54
(+)Differed Tax for the year	-	24.51	(0.91)
TOTAL	**24.14**	**24.14**	**0.36**

Details of Consolidated Other Long Term Liabilities as Restated

Annexure –IX

(Rs. In Lakhs)

Particulars	As at June 30, 2017	As at March 31,	
		2017	2016
Provision for Gratuity(non current)	16.09	16.09	-

Leave Encashment Provision(non current)	6.44	6.44	-
TOTAL	**22.53**	**22.53**	**-**

Details of Consolidated Short Term Borrowing as Restated

Annexure –X
(Rs. In Lakhs)

Particulars	**As at June 30, 2017**	**As at March 31,**	
		2017	**2016**
Secured loans			
A) loan from banks-Repayable on demand			
Overdraft Account (Against FD's)	183.04	175.69	9.89
car loan	-	-	-
Federal bank FCTL	-	-	-
Unsecured loans			
Loan from directors	116.90	12.54	10.15
Loan from other related party	143.45	77.46	-
TOTAL	**299.94**	**188.22**	**20.03**

Details of Consolidated Trade Payables as Restated

Annexure –XI
(Rs. In Lakhs)

Particulars	**As at June 30, 2017**	**As at March 31,**	
		2017	**2016**
Sundry Creditors, Unsecured, Considered Good	699.12	618.79	223.68
TOTAL	**699.12**	**618.79**	**223.68**

Details of Consolidated Other Current Liabilities as Restated

Annexure –XII
(Rs. In Lakhs)

Particulars	**As at June 30, 2017**	**As at March 31,**	
		2017	**2016**
Current maturity of long term loan	31.94	42.76	4.42
Statutory liabilities	19.75	15.79	10.69
Other Liability			
salary payable	46.20	51.03	28.46
other payable	18.98	18.97	0.96
Audit fees payable	0.70	0.55	0.55
Advance received from clients	-	-	117.70
TOTAL	**117.56**	**129.09**	**162.78**

Details of Consolidated Short Term Provisions as Restated

Annexure –XIII
(Rs. In Lakhs)

Particulars	**As at June 30, 2017**	**As at March 31,**	
		2017	**2016**
Provision for Income Tax Net of advance Tax	79.26	61.61	8.98
TOTAL	**79.26**	**61.61**	**8.98**

Details of Consolidated Fixed Assets as Restated

Annexure XIV
(Rs. In Lakhs)

Fixed assets	Gross block					Depreciation				Net block	
	AS AT 01.04.2015	Additions	Revaluation	Deductions	AS AT 31.03.2016	Upto 01.04.2015	For the year	Deductions / adjustments	Upto 31.03.2016	AS AT 31.03.2016	AS AT 31.03.2015
Tangible Assets											
Data Computers, Laptops, Data Servers & Peripherals	12.07	33.60	1.06	-	44.61	7.26	11.25	0.01	18.52	26.09	4.82
Furniture & Fixtures	9.10	18.49	-	-	27.59	4.51	6.51	-	11.01	16.58	4.60
Office Equipments	1.65	4.75	(0.09)	-	6.49	0.67	1.76	0.01	2.44	4.06	0.98
Motor Vehicles	-	17.91	-	-	17.91	-	0.31	-	0.31	17.60	-
Total Tangible	**22.83**	**74.76**	**-**	**0.97**	**96.61**	**12.43**	**19.83**	**0.02**	**32.28**	**64.33**	**10.39**
Intangible assets	-	-	-	-	-	-	-	-	-	-	-
Capital Work in Progress	-	-	-	-	-	-	-	-	-	-	-
TOTAL	**22.83**	**74.76**	**-**	**0.97**	**96.61**	**12.43**	**19.83**	**0.02**	**32.28**	**64.33**	**10.39**

Fixed assets	Gross block					Depreciation				Net block	
	AS AT 01.04.2016	Additions	Revaluation	Deductions	AS AT 31.03.2017	Upto 01.04.2016	For the year	Deductions / adjustments	Upto 31.03.2017	AS AT 31.03.2017	AS AT 31.03.2016
Tangible Assets											
Data Computers, Laptops, Data Servers & Peripherals	44.61	249.69	1.28	-	293.02	18.52	71.99	1.17	89.35	203.67	26.09
Furniture &	27.59	1.51	-	-	29.10	11.01	6.29	-	17.30	11.80	16.58

Fixtures											
Office Equipments	6.49	3.10	0.47	-	9.13	2.44	2.61	0.44	4.60	4.52	4.06
Motor Vehicles	17.91	-	-	-	17.91	0.31	5.50	-	5.81	12.10	17.60
Total Tangible	**96.61**	**254.30**	**1.75**	**-**	**349.16**	**32.28**	**86.39**	**1.60**	**117.07**	**232.09**	**64.33**
Intangible assets	-	-	-	-	-	-	-	-	-	-	-
Capital Work in Progress	-	329.56	-	-	329.56	-	-	-	-	329.56	-
TOTAL	**96.61**	**583.86**	**1.75**	**-**	**678.72**	**32.28**	**86.39**	**1.60**	**117.07**	**561.66**	**64.33**

Fixed assets	**Gross block**					**Depreciation**				**Net block**	
	AS AT 01.04.2017	**Additions**	**Revaluation**	**Deductions**	**AS AT 30.06.2017**	**Upto 01.04.2017**	**For the year**	**Deductions / adjustments**	**Upto 30.06.2017**	**AS AT 30.06.2017**	**AS AT 31.03.2017**
Tangible Assets											
Data Computers, Laptops, Data Servers & Peripherals	293.02	0.35	0.03	-	293.33	89.35	20.66	0.01	109.99	183.34	203.67
Furniture & Fixtures	29.10	0.39	-	-	29.49	17.30	0.99	-	18.29	11.20	11.80
Office Equipments	9.13	-	0.01	-	9.12	4.60	0.45	-	5.05	4.07	4.52
Motor Vehicles	17.91	-	-	-	17.91	5.81	0.94	-	6.76	11.16	12.10
Total Tangible	**349.16**	**0.74**	**0.04**	**-**	**349.86**	**117.07**	**23.04**	**0.02**	**140.10**	**209.76**	**232.09**
Intangible assets	**-**	**329.56**	**0.51**	-	**329.05**	-	**10.28**	-	**10.28**	**318.77**	-
Capital Work in Progress	**329.56**	**-**	-	**329.56**	**-**	**-**	**-**	**-**	**-**	**329.56**	**-**
TOTAL	**678.72**	**330.30**	**0.55**	**329.56**	**678.91**	**117.07**	**33.33**	**0.02**	**150.38**	**528.53**	**561.66**

Details of Consolidated Long Term Loans and Advances as Restated

Annexure-XV
(Rs. In Lakhs)

Particulars	As at June 30, 2017	As at March 31,	
		2017	2016
Deposits , Unsecured , considered good	2.35	1.79	24.15
TOTAL	**2.35**	**1.79**	**24.15**

Details of Consolidated other non- current assets as restated

Annexure-XVI
(Rs. In Lakhs)

Particulars	As at June 30, 2017	As at March 31,	
		2017	2016
Deposits	0.88	0.88	
Deffered Expenses	5.54		
TOTAL	**6.42**	**0.88**	**-**

Details of Consolidated Trade Receivables as Restated

Annexure-XVII
(Rs. In Lakhs)

Particulars	As at June 30, 2017	As at March 31,	
		2017	2016
Sundry debtors, Unsecured , considered good	1,080.17	713.20	120.29
TOTAL	**1,080.17**	**713.20**	**120.29**

Details of Consolidated Cash and Cash Equivalents as Restated

Annexure-XVIII
(Rs. In Lakhs)

Particulars	As at June 30, 2017	As at March 31,	
		2017	2016
Cash In Hand	0.91	0.53	0.02
Balance with Bank	59.98	39.81	121.18
Fixed deposit with bank	272.66	272.66	142.89
TOTAL	**333.55**	**313.01**	**264.09**

Details of Consolidated Short Term Loan and Advances as Restated

Annexure-XIX
(Rs. In Lakhs)

Particulars	As at June 30, 2017	As at March 31,	
		2017	2016
Security deposits			
TDS receivable	17.31	16.64	7.37
Other Loans and advances	6.86	13.44	14.30
TOTAL	**24.17**	**30.08**	**21.68**

Details of Consolidated Other Current Assets as Restated

Annexure-XX
(Rs. In Lakhs)

Particulars	As at June 30, 2017	As at March 31,	
		2017	2016
Deffrerd Expenses	1.04	-	-
Accrued FD Interest	5.19	-	-
Prepaid Expenses	-	1.04	-
TOTAL	**6.22**	**1.04**	**-**

Details of Consolidated Revenue from Operations as Restated

Annexure-XXI
(Rs. In Lakhs)

Particulars	As at June 30, 2017	As at March 31,	
		2017	2016
Sale of Services	994.05	2,030.31	1,186.43
TOTAL	**994.05**	**2,030.31**	**1,186.43**

Details of Other Income as Restated

Annexure-XXII
(Rs. In Lakhs)

Particulars	As at June 30, 2017	For the year ended March 31,		Nature
		2017	2016	
Other income	5.22	18.07	9.23	
Net Profit Before Tax as Restated	124.73	386.76	41.46	
Percentage (%)	**4.19%**	**4.67%**	**22.26%**	
Source of Income				
Interest on Fixed deposit	5.19	16.44	8.98	Recurring and related to business activity
Other income, Commission and credits	0.04	1.63	0.17	Recurring and related to
Interest on IT Refund	-	-	0.08	business activity
TOTAL	**5.22**	**18.07**	**9.23**	

Details of Consolidated Related Party Transaction as Restated

Annexure-XXIII

(Rs. In Lakhs)

Sl. No.	Name	Relationship	Nature of Transaction	Amount of Transaction upto 30.06.2017	Amount Outstanding as on 30.06.2017(Payable)/ Receivable	Amount of Transaction during the period ended March 31,2017	Amount Outstanding as on March 31,2017 (Payable)/ Receivable	Amount of Transaction during the period ended March 31,2016	Amount Outstanding as on March 31,2016 (Payable)/ Receivable
1.	PayNX Technologies Pvt Ltd (Formerly known as Vokut Exchange Pvt Ltd)	Group Company	Loan	(68.00)	(126.76)	60.51	(58.76)	2.25	(1.75)
			Purchase	-	-	-	-	-	-
2.	Trunkoz Technologies Pvt Ltd	Group Company	Loan	2.01	(0.22)	2.18	(2.23)	1.63	4.42
			Purchase by Vertoz Inc	6.23	(2.86)	18.98	1.10	-	-
3.	Hirenkumar Shah	KMP	Managerial Remuneration	5.32	-	23.69	-	3.00	-
			Loan	(102.23)	(111.42)	7.74	9.19	1.45	1.45
4	Ashish Shah	KMP	Managerial Remuneration	15.72	-	35.85	(7.68)	13.04	-
			Loan	2.27	(5.48)	2.20	3.34	3.23	5.54
5	Gunja Shah	Relative of KMP	Purchase	-	(11.08)	-	11.08	-	11.08
			Loan	-	(3.70)	3.70	3.70	-	-
6	Dimple Shah	Relative of KMP	Purchase	-	(9.06)	-	9.06	-	9.06
			Loan	-	-	6.41	-	-	-
7	Admeridian Inc	Enterprise in which director have significant influence	Sales	126.22	96.62	103.66	71.36	-	-
			Loan	-	0.13	0.13	0.13	-	-
8	Vokut Inc	Enterprise in which director have significant influence	Sales	125.75	77.10	175.99	128.60	-	-
			Purchase	12.50	(0.64)	22.97	(0.12)	-	-
			Loan	16.51	-	16.53	16.53	-	-
9.	Hueads Inc	Enterprise in which director have significant influence	Purchase	46.37	(39.02)	31.15	(30.97)	-	-
			Loan	-	-	33.33	(0.23)	-	-
			Sales	80.13	17.38	12.29	11.86	-	-
			Advances	56.71	-	-	-	-	-

Consolidated Summary of Significant Accounting Ratios as Restated

Annexure-XXIV
(Rs. In Lakhs)

Particulars	As at June 30, 2017	For the year ended March 31,	
		2017	2016
Profit after tax as restated	100.61	306.29	36.15
Weighted average number of equity shares at the end of the year/period	20000	20000	20000
Number of equity shares outstanding at the end of the year/period	20000	20000	20000
Net Worth	476.00	375.38	69.09
Earnings Per Share			
Basic & Diluted(Rs.)	503.07	1531.44	180.76
Return on Net Worth (%)	21.14%	81.59%	52.32%
Net Asset Value Per Share (Rs)	2,379.99	1,876.91	345.47

1. Ratios have been calculated as below

Basic and Diluted Earnings Per Share (EPS) (Rs.)	Restated Profit after Tax available to equity Shareholders / Weighted Average Number of Equity Shares at the end of the year / period
Return on Net Worth (%)	Restated Profit after Tax available to equity Shareholders / Restated Net Worth of Equity Shareholders
Net Asset Value per equity share (Rs.)	Restated Net Worth of Equity Shareholders / Number of Equity Shares outstanding at the end of the year

2. The figures for the period ended June 30, 2017 are not annualised.

Consolidated Capitalisation Statement as at June 30, 2017

Annexure-XXV
(Rs. In Lakhs)

Particulars	Pre Issue	Post Issue
Borrowings		
Short term debt (A)	443.39	443.39
Long term debt (B)	140.57	140.57
Total debt (C)	**583.96**	**583.96**
Shareholders' funds		
Equity share capital	2.00	598.50
Reserve and surplus - as restated	474.00	1,820.32
Total shareholders' funds	**476.00**	**2,418.82**
Long term debt / shareholders funds	**0.30**	0.06
Total debt / shareholders funds	**1.23**	0.24

Consolidated Statement of Tax Shelters as restated

Annexure- XXVI

(Rs. In Lakhs)

Particulars	As at June 30, 2017	For the year ended March 31,	
		2017	2016
Restated Profit before tax (Consolidated)	124.73	386.76	41.46
Profit before tax as Restated (A)	69.19	183.17	19.58
Tax Rate as per IT (%)	27.55%	31.96%	30.90%
MAT Rate (%)	20.39%	20.39%	19.06%
Adjustments :			
Permanent Differences(B)			
Loss On Sale Of Fixed Asset	-	0.02	-
Disallowance u/s 37	-	-	0.07
Interest on late payment of TDS	-	0.12	0.04
Total Permanent Differences(B)	**-**	**0.14**	**0.10**
Timing Differences (C)	**-**	**40.52**	**-**
Difference between tax depreciation and book depreciation	5.06	(76.67)	0.36
Total Timing Differences (C)	**5.06**	**(36.16)**	**0.36**
Net Adjustments D = (B+C)	**5.06**	**(36.02)**	**0.46**
Incomes Considered Separately			
Taxable Income/(Loss) (A+D)	74.25	147.16	20.04
From Foreign Subsidiary Co.			
Restated Profit before tax	**55.54**	**203.58**	**21.87**
Income Tax as computed on Indian Holding Co.	20.45	47.03	6.19
Income Tax as computed on foreign subsidiary Co.	3.66	8.93	0.02
Consolidate Tax as Re-stated	**24.11**	**55.96**	**6.21**
Taxable Income/(Loss) as per MAT	**69.19**	**183.17**	**19.58**
Tax payable as per normal or MAT	Normal	Normal	Normal

FINANCIAL INDEBTEDNESS

Set forth below, is a brief summary of our Company's borrowings as on June 30, 2017 together with a brief description of certain significant terms / material covenants of the relevant financing arrangements.

(Rs. in lakhs)

Sr. No.	Nature of Borrowing	Amount
1.	Secured Borrowings	355.55
2.	Unsecured Borrowings	260.35

I. Secured Loan

(Rs. in lakhs)

Name of Lender	Type of Loan	Date of Sanction	Purpose	Sanction Amount	Rate of Interest	Securities offered	Re-payment	Outstanding as per books of accounts on 30.06.2017
Federal Bank	FCTL	26/07/2016	Purchase of Computer Servers	Rs 196.80	LIBOR +4.50%	-Fixed Deposits of 55 Lakhs -Collateral of Residential Property of Directors	60EMI	Rs 163.36
ICICI Bank	Car Loan	01/03/2016	Purchase of Creta Car	Rs 14.75	10.26%	Hypothecation of Creta Car	36 EMI	Rs 9.15
Federal Bank	CCOD	16/08/2016	Working Capital	Rs 54.00	8.00%	Fixed Deposits of Rs 60 lakhs	Repayable on demand	Rs 54.36
Corporation Bank	CCOD	26/12/2016	Working Capital	Rs 44.50	8.00%	Fixed Deposits of Rs 49.55 Lakhs	Repayable on demand	Rs 44.83
HDFC Bank	CCOD	27/11/2014	Working Capital	Rs 83.95	8.25%	Fixed Deposits of Rs 93.17 Lakhs	Repayable on demand	Rs 83.85
TOTAL								**Rs 355.55**

II. Unsecured Loan

(Rs. in lakhs)

Name of Lender	Purpose	Rate of Interest	Repayment	Outstanding amount as per books of accounts as on 30.06.2017
PayNX Technologies Pvt Ltd	Working Capital	8.00%	Repayable on demand	Rs 126.77
Trunkoz Technologies Pvt Ltd	Working Capital	8.00%	Repayable on demand	Rs 0.22
Hirenkumar Shah	Working Capital	8.00%	Repayable on demand	Rs 111.42
Ashish Shah	Working Capital	8.00%	Repayable on demand	Rs 3.27
Ashish	Working Capital	-	Repayable on	Rs. 2.21

Shah(Taken by Vertoz Inc.)			demand	
M/s Amit Arts	Working Capital	8.00%	Repayable on demand	Rs 3.01
Gunja Shah	Working Capital	8.00%	Repayable on demand	Rs 3.70
Harendra Shah	Working Capital	8.00%	Repayable on demand	Rs 3.42
Mandar Kotkar	Working Capital	8.00%	Repayable on demand	Rs 3.42
Mukesh Shah	Working Capital	8.00%	Repayable on demand	Rs 2.91
TOTAL				**Rs 260.35**

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis of our financial condition and results of operations together with the restated financial statements prepared in accordance with the Companies Act, Indian GAAP, the Accounting Standards and SEBI (ICDR) Regulations, including the schedules, annexure and notes thereto and the reports thereon of each of the financial years ended March 31, 2013, 2014, 2015, 2016, 2017 and for the period ended June 30, 2017 in the chapter titled "Financial Statements" on page 106 of this Prospectus. Our fiscal year ends on March 31 of each year so accordingly all references to a particular financial year are to the twelve months ended March 31 of that year.

Business Overview

We are a programmatic Company that offering innovative advertising and monetizing solutions which replaces the traditional methods of media buying and selling. Our Company's proprietary technology, advanced capabilities, and ingenious programmatic platform is highly scalable software platform that powers and optimizes the marketplace for the real time trading of digital advertising between advertisers and publishers. We provide programmatic advertisement solutions to both advertisers and publishers around the world.

Significant Material Developments Subsequent To the Last balance sheet i.e. June 30, 2017

To our knowledge, except as disclosed in this Prospectus, there is no subsequent development after the date of our financial statements contained in this Prospectus which materially affects, or is likely to affect, our operations or profitability, or the value of our assets, or our ability to pay our material liabilities within the next 12 months.

Key factors that may affect our results of operation:

Our results of operations have been, and will be, affected by many factors, some of which are beyond our control. This section sets out certain key factors that our management believes have historically affected our results of operations during the period under review, or which could affect our results of operations in the future.

- Strong in-house design capabilities and techniques;
- Employee expenses;
- Evolving customer needs and market trends;
- Our ability to successfully implement our growth strategy and expansion plans, and to successfully launch and implement various projects and business plans;
- Changes in laws and regulations relating to the industry in which we operate;
- General economic and demographic conditions;
- Interest and exchange rate fluctuations;
- Tax benefits and incentives;
- Increasing competition in the industry**;**
- Changes in fiscal, economic or political conditions in India;

For more information on these and other factors/development which have or may affect us, please refer to chapters titled "*Risk Factors*", "*Industry Overview*" and "*Our Business*" beginning on page 11, 64 and 67 respectively of this Prospectus.

Results of Operation

Summary of the Standalone Results of Operation

The following table sets forth select financial data from restated Profit and Loss Accounts for the period ended June 30, 2017 and for the Financial Year ended on March 31, 2017, 2016, 2015, 2014, 2013, and the components of which are also expressed as a percentage of total income for such periods.

(Rs. In Lakhs)

Particulars	For the Period ended 30th June, 2017	% of Total Income	For the Year ended March, 31									
			2017	% of Total Income	2016	% of Total Income	2015	% of Total Income	2014	% of Total Income	2013	% of Total Income
Income												
Revenue From Operations	332.91	98.24	1,061.78	98.33	576.77	98.43	412.12	98.91	371.63	97.91	249.86	99.96
Other Income	5.95	1.76	18.00	1.67	9.23	1.58	4.52	1.09	7.93	2.09	0.11	0.04
Total Income	**338.86**	**100.00**	**1079.78**	**100.00**	**586.00**	**100.00**	**416.64**	**100.00**	**379.56**	**100.00**	**249.98**	**100.00**
Expenditure												
Direct Service expense	32.35	9.55	44.18	4.09	121.03	20.65	211.45	50.75	204.53	53.89	188.65	75.47
Employees Benefit Expenses	164.35	48.50	584.00	54.09	302.21	51.57	120.45	28.91	89.63	23.61	19.00	7.60
Finance Cost	6.41	1.89	38.44	3.56	6.37	1.09	9.47	2.27	6.31	1.66	2.94	1.18
Depreciation and amortization Expense	21.80	6.43	78.89	7.31	17.84	3.04	6.96	1.67	3.54	0.93	1.93	0.77
Other Expenses	44.36	13.09	151.10	13.99	118.98	20.30	31.93	7.66	50.17	13.22	50.37	20.15
Total Expenditure	**269.27**	**79.46**	**896.61**	**83.03**	**566.42**	**96.66**	**380.27**	**91.27**	**354.18**	**93.31**	**262.88**	**105.16**
Profit before exceptional, extraordinary Items & Tax	**69.59**	**20.54**	**183.17**	**16.97**	**19.58**	**3.34**	**36.37**	**8.73**	**25.38**	**6.69**	**(12.91)**	**(5.16)**
Less: Exceptional Items	-	-	-	-	-	-	-	-	-	-	-	-
Profit before Extraordinary Items and Tax	**69.59**	**20.54**	**183.17**	**16.97**	**19.58**	**3.34**	**36.37**	**8.73**	**25.38**	**6.69**	**(12.91)**	**(5.16)**
Less: Extraordinary Items	-	-	-	-	-	-	-	-	-	-	-	-
Profit before Tax	**69.59**	**20.54**	**183.19**	**16.97**	**19.58**	**3.34**	**36.37**	**8.73**	**25.38**	**6.69**	**(12.91)**	**(5.16)**
Current Tax	20.45	6.03	47.03	4.36	6.19	1.06	12.10	2.91	2.42	0.64	-	-
Deferred Tax	-	-	24.51	2.27	(0.91)	(0.16)	(0.05)	(0.01)	0.36	0.09	0.24	0.10
Excess/Short provision	-	-	-	-	-	-	0.13	-	-	-	-	-
Total Tax Expenses	**20.45**	**6.03**	**71.54**	**6.63**	**5.28**	**0.90**	**12.18**	**2.92**	**2.78**	**0.73**	**0.24**	**0.10**
Profit/(Loss) for the period/year	**49.14**	**14.50**	**111.64**	**10.34**	**14.30**	**2.44**	**24.19**	**5.81**	**22.60**	**5.95**	**(13.14)**	**(5.26)**

Key Components of Our Profit And Loss Statement

Revenue from operations: Revenue from operations mainly consists of Sale of Services.

Other Income: Other income primarily comprises of Interest, exchange rate fluctuation etc.

Direct Service Expenses: Direct Service Expenses includes Purchase of Services, Commission Paid, Hosting Server Services, Media Fees Payment, Software Purchase, etc.

Employee benefits expense: Employee benefit expense includes Salaries, benefits & Allowances, Director Remuneration, Staff welfare expenses, Gratuity & Leave Encashment Expense, etc.

Finance Costs: Finance cost comprises of Interest expenses, Bank Charges, Exchange Rate fluctuation etc.

Depreciation expense: We recognize depreciation and amortization expense on a Written down Method as per the provisions set forth in the Companies Act 2013 from 1st April 2014 and rates set forth in Companies Act, 1956 for prior period to 1st April 2014.

Other expenses: Our other expenses include Advertising Expense, Audit Fees, Bad Debts, Accounting Charges, Broking and Commission Charges, Conveyance Charges, , Electricity Expenses, Exhibition & Seminar Expenses, Food Expenses, House Keeping & Security Expenses, Insurance Expenses, Interest on TDS, Internet Expenses, Hosting & Domain Charges, Legal Expenses, Lodging & Boarding Expenses, Postage & Courier Expenses, Printing & Stationary Expenses, Professional Fees, Rent, Rates and Taxes, Repair & Maintenance Expenses, Telephone Expense, Travelling Expenses , etc.

Financial Performance for the three months period ended June 30, 2017:

Income

Revenue from Operations

During the period ended June 30, 2017 our Revenue from Operations (net) is Rs. 332.91 lacs comprising of Sale of Services which is 98.24 % of Total Income.

Other Income

During the period ended June 30, 2017 our Other Income is Rs 5.95 Lacs comprising of Interest income, Exchange rate fluctuation etc. which is 1.76 % of Total Income.

Expenditure

Total Expenses

The Total Expenditure for the period ended June 30, 2017 is Rs.269.27 Lacs which is about 79.46% of the Total Income.

Direct Service Expense
Our Company has incurred Rs. 32.35 Lacs for Direct Service Expense during the period ended June 30, 2017 which is about 9.55% of Total Income.

Employee benefits expenses

Our Company has incurred Rs 164.35 Lacs as employee benefit expenses during the period ended June 30, 2017 consisted of salary, staff welfare expenses etc. which is about 48.50 % of the Total Income.

Finance Cost

These costs were Rs 6.41 Lakhs for the period ended June 30, 2017 consisted of Interest on Indebtedness, bank and other Finance charges which is about 1.89 % of the Total Income.

Depreciation expense

Depreciation for the period ended June 30, 2017 Rs. 21.80 lacs calculated at SLM method as per companies Act, which is about 6.43% of the Total Income.

Other Expenses

Our Company has incurred Rs. 44.36 lacs for the period ended June 30, 2017 on Other Expenses comprising of manufacturing expenses and other miscellaneous expenses etc. which is about 13.09 % of Total Income.

Profit/ (Loss) After Tax

The Profit after tax for the for the period ended June 30, 2017 stood at Rs 49.14 lacs which is 14.50 % of the Total Income

Since, the results are for three months, Comparison with previous fiscal would not reflect actual performance of the Company, Comparison has not been provided.

COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2017 WITH FISCAL 2016

Income

Revenue from Operations

During the financial year 2016-2017 the revenue from operations (net) of our company increased to Rs. 1,061.78 Lacs as against Rs. 576.77 Lacs in the year 2015-2016, representing an increase of 84.09%. This increase is majorly due to increase in the sale of Service.

Other Income

During the financial year 2016-2017 the Other Income of our company increased to Rs. 18.00 lacs as against Rs. 9.23 lacs for the financial year 2015-16, representing increase by 95.05%. Such increase was due to increase in Interest income on fixed deposit.

Expenditure

Total Expenses

The total expenditure for the financial year 2016-2017 increased to Rs. 896.61 Lacs from Rs. 566.42 Lacs in the year 2015-16, representing an increase of 58.29%.

Direct Service Expense

There was 63.49% decrease in our Direct Service Expense from Rs. 121.03 Lacs in the financial year 2015-16 to Rs. 44.18 Lacs in the financial year 2016-17.This decrease was primarily due to use of own technology as compared to buying from open market.

Employee benefits expenses

Our Company has incurred Rs.584.00 lacs as employee benefit expenses during the FY 2016-17 as compared to Rs. 302.21 lacs during the FY 2015-16. The increase of 93.25% as compared to previous year is due to increase in the number of employees of the Company for Business Development and Technology upgradation for expansion of the Companies business.

Finance Cost

These Costs were for the year 2016-17 increased to Rs 38.44 Lacs as against Rs. 6.37 Lacs during the previous financial year. The increase of 503.45% as compared to previous year is due to increase in use of Overdraft facilities by the Company to mitigate its working capital requirements from time to time and also taken Term Loan to buy Computer Data Servers during period under consideration.

Depreciation expense

Depreciation for the financial year 2016-17 stood at Rs. 78.89 Lacs the same was Rs.17.84 Lacs for the financial year 2015-16. The increase by 342.21% is mainly due to increase in Fixed Assets during the period under consideration.

Other Expenses

Our Company has incurred Rs. 151.10 lacs during the FY 2016-17 on Other Expenses as compared to Rs. 118.98 lacs during FY 2015-16. The increase of 27.00% is majorly due to increase other operational expenses for expansion and inflation into the market.

Profit/ (Loss) After Tax

For the year 2016-2017 the profit stood at Rs 111.64 lacs as against the profit of Rs. 14.30 lacs for the previous year 2015-16. The cause of increase of 680.07% was majorly due to the factors mentioned above.

COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2016 WITH FISCAL 2015

Income

Revenue from Operations

During the financial year 2015-16 the revenue from operations of our company increased to Rs. 576.77 Lacs as against Rs. 412.12 Lacs in the year 2014-15, representing an increase of 39.95%. This increase is majorly due to increase in the sale of Services.

Other Income

During the financial year 2015-16 the Other Income of our company increased to Rs.9.23 Lacs as against Rs. 4.52 Lacs for the financial year 2014-15, representing increase by 104.20%. Such increase was due to increase in Interest income on fixed deposit.

Expenditure

Total Expenses

The total expenditure for the financial year 2015-16 increased to Rs.566.42 Lacs from Rs. 380.27 Lacs in the year 2014-15, representing an increase of 48.95%.

Direct Service Expense

There was 42.76% decrease in our Direct Service Expense from Rs. 211.45 Lacs in the financial year 2014-15 to Rs. 121.03 Lacs in the financial year 2015-16.This decrease was primarily due to the company have started use its own proprietary technology to decrease purchase from open market.

Employee benefits expenses

Our Company has incurred Rs. 302.21 lacs as employee benefit expenses during the FY 2015-2016 as compared to Rs.120.45 lacs during the FY 2014-15. The increase of 150.90% as compared to previous year is due to the increase in number of employees of the Company for Business Development and Technology upgradation for expansion of the Companies product.

Finance Cost

These Costs were for the year 2015-16 decreased to Rs. 6.37 Lacs as against Rs. 9.47 Lacs during the previous financial year. The decrease of 32.73% as compared to previous year is due to use of overdraft facilities by the Company to mitigate its working capital requirements from time to time..

Depreciation expense

Depreciation for the financial year 2015-16 stood at 17.84 Lacs the same was 6.96 Lacs for the financial year 2014-15. The increase by 156.32% is mainly due to purchase of Fixed Assets during the period under consideration.

Other Expenses

Our Company has incurred Rs. 118.98 Lacs during the FY 2015-16 on Other Expenses as compared to Rs. 31.93 Lacs during FY 2014-15. The increase of 272.63% is majorly due to increase other operational expenses for expansion and inflation into the market.

Profit/ (Loss) After Tax

For the year 2015-16 the profit stood at Rs.14.30 Lacs as against the profit of Rs. 24.19 Lacs for the previous year 2014-15. The cause of decrease of 40.88% was majorly due to the factors mentioned above.

COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2015 WITH FISCAL 2014

Income

Revenue from Operations

During the financial year 2014-15 the revenue from operations (net) of our company increased to Rs. 412.12 Lacs as against Rs. 371.63 Lacs in the year 2013-14, representing an increase of 10.90%. This increase is majorly due to increase in the sale of Services.

Other Income

During the financial year 2014-15 the Other Income of our company decreased to Rs. 4.52 Lacs as against Rs.7.93 Lacs for the financial year 2013-14, representing decrease by 43.00%. Such decrease was due to encashment of time deposits from the bank for mitigating working capital requirements of time being.

Expenditure

Total Expenses

The total expenditure for the financial year 2014-15 increased to Rs 380.27 Lacs from Rs 354.18 Lacs in the year 2013-14, representing an increase of 7.37%.

Direct Service Expense

There was 3.38% increase in our Direct Service Expense from Rs. 204.53 Lacs in the financial year 2013-14 to Rs. 211.45 Lacs in the financial year 2014-15.This increase was primarily due to increase in purchase requirement of business of time being.

Employee benefits expenses

Our Company has incurred Rs. 120.45 Lacs as employee benefit expenses during the FY 2014-15 as compared to Rs. 89.63 Lacs during the FY 2013-14. The increase of 34.39 % as compared to previous year is due to the addition in number of employees of the Company for Business Development and Technology upgradation for expansion of the Companies product.

Finance Cost

These Costs were for the year 2014-15 increased to Rs 9.47 Lacs as against Rs. 6.31 Lacs during the previous financial year. The increase of 50.04% as compared to previous year is due to use of overdraft facilities by the Company to mitigate its working capital requirements from time to time.

Depreciation expense

Depreciation for the financial year 2014-15 stood at 6.96 Lacs the same was 3.54 Lacs for the financial year 2013-14. The increase by 96.61% is mainly due to purchase of Fixed Assets during the period under consideration.

Other Expenses

Our Company has incurred Rs 31.93 Lacs during the FY 2014-15 on Other Expenses as compared to Rs. 50.17 Lacs during FY 2013-14. The decrease of 36.36% is majorly due to the quantum of expenses was restricted to the need of business and time as the Company have incurred expenses on other heads.

Profit/ (Loss) After Tax

For the year 2014-15 the profit stood at Rs. 24.19 Lacs as against the profit of Rs 22.60 Lacs for the previous year 2013-14. The cause of increase of 7.04% was majorly due to the factors mentioned above.

Summary of the Consolidated Results of Operation

The following table sets forth select financial data from restated consolidated profit and loss accounts for the period ended June 30, 2017 and for the years ended March 31, 2017, 2016 and 2015 the components of which are also expressed as a percentage of total income for such periods.

(Rs. In Lakhs)

Particulars	For the Period ended 30th June, 2017	% of Total Income	For the Year ended March, 31			
			2017	% of Total Income	2016	% of Total Income
Income						
Revenue From Operations	994.05	99.48	2,030.31	99.12	1,186.43	99.23
Other Income	5.22	0.52	18.07	0.88	9.23	0.77
Total Income	**999.27**	**100.00**	**2,048.38**	**100.00**	**1,195.65**	**100.00**
Expenditure						

Cost of Materials/Services Consumed	525.51	52.59	695.77	33.97	662.55	55.41
Employees Benefit Expenses	229.10	22.93	611.03	29.83	306.61	25.64
Finance Cost	10.99	1.10	53.26	2.60	9.54	0.80
Depreciation and amortization Expense	33.33	3.34	86.39	4.22	19.83	1.66
Other Expenses	75.61	7.57	215.17	10.50	155.67	13.02
Total Expenditure	**874.54**	**87.52**	**1,661.62**	**81.12**	**1,154.20**	**96.53**
Profit before exceptional, extraordinary Items & Tax	124.73	12.48	**386.76**	**18.88**	**41.46**	**3.47**
Less: Exceptional Items	-	-	-	-	-	-
Profit before Extraordinary Items and Tax	124.73	12.48	**386.76**	**18.88**	**41.46**	**3.47**
Less: Extraordinary Items	-	-	-	-	-	-
Profit before Tax	124.73	12.48	**386.76**	**18.88**	**41.46**	**3.47**
Current Tax	24.11	2.41	55.96	2.73	6.21	0.52
Deferred Tax	-		24.51	1.20	(0.91)	(0.08)
Total Tax Expenses	**24.11**	**2.41**	**80.47**	**3.93**	**5.30**	**0.44**
Profit/(Loss) for the period/year	**100.61**	**10.07**	**306.29**	**14.95**	**36.15**	**3.02**

Financial Performance for the three months period ended June 30, 2017:

Income

Revenue from Operations

During the period ended June 30, 2017 our Revenue from Operations is Rs. 994.05 lacs comprising of which is 99.48 % of Total Income.

Other Income

During the period ended June 30, 2017 our Other Income is Rs. 5.22 Lacs comprising of Interest on Fixed deposit, Commission etc. which is 0.52% of Total Income.

Expenditure

Total Expenses

The Total Expenditure for the period ended June 30, 2017 is Rs. 874.54 Lacs which is about 87.52% of the Total Income.

Cost of Materials/Services Consumed

Our Company has incurred Rs. 525.51 Lacs for Cost of Materials/Services Consumed during the period ended June 30, 2017 which is about 52.59% of Total Income.

Employee benefits expenses

Our Company has incurred Rs.229.10 Lacs as employee benefit expenses during the period ended June 30, 2017 consisted of includes Salaries, benefits & Allowances, Director Remuneration, Staff welfare expenses, Gratuity & Leave Encashment Expense, etc. which is about 22.93 % of the Total Income.

Finance Cost

These costs were Rs 10.99 Lakhs for the period ended June 30, 2017 consisted of Interest on Indebtedness, bank and other Finance charges which is about 1.10.% of the Total Income.

Depreciation expense

Depreciation for the period ended June 30, 2017 Rs. 33.33 lacs calculated at WDV method as per companies Act, which is about 3.34% of the Total Income.

Other Expenses

Our Company has incurred Rs. 75.61 lacs for the period ended June 30, 2017 on Other Expenses comprising of electricity charges, exhibition & seminar expenses, legal expenses, rent, rates & taxes, selling & distribution expenses, travelling expenses and other miscellaneous expenses etc. which is about 7.57% of Total Income.

Profit/ (Loss) After Tax

The Profit after tax for the for the period ended June 30, 2017 stood at Rs.100.61 lacs which is 10.07% of the Total Income

Since, the results are for three months, Comparison with previous fiscal would not reflect actual performance of the Company, Comparison has not been provided.

COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2017 WITH FISCAL 2016

Income

Revenue from Operations

During the financial year 2016-2017 the revenue from operations (net) of our company increased to Rs. 2,030.31 Lacs as against Rs. 1,186.43 Lacs in the year 2015-2016, representing an increase of 71.13%. This increase is majorly due to business expansion and new product development and market strategies of the Company.

Other Income

During the financial year 2016-2017 the Other Income of our company increased to Rs. 18.07 lacs as against Rs. 9.23 lacs for the financial year 2015-16, representing increase by 95.77%. Such increase was due to increase in Interest income on fixed deposit.

Expenditure

Total Expenses

The total expenditure for the financial year 2016-2017 increased to Rs. 1,661.62 Lacs from Rs. 1,154.20 Lacs in the year 2015-16, representing an increase of 43.96%.

Cost of Materials/Services Consumed

There was 5.01% increase in our Cost of Materials/Services Consumed from Rs. 662.55 Lacs in the financial year 2015-16 to Rs. 695.77 Lacs in the financial year 2016-17.This increase was primarily due to purchase requirement of business of time being.

Employee benefits expenses

The employee benefit expense comprises of includes Salaries, benefits & Allowances, Director Remuneration, Staff welfare expenses, Gratuity & Leave Encashment Expense, etc. Our Company has incurred Rs. 611.03 lacs as employee benefit expenses during the FY 2016-17 as compared to Rs. 306.61 lacs during the FY 2015-16. The increase of 99.29% as compared to previous year is due to the increase in number of employees of the Company for Business Development and Technology upgradation for expansion of the Companies product.

Finance Cost

These Costs were for the year 2016-17 increased to Rs 53.26 Lacs as against Rs. 9.54 Lacs during the previous financial year. The increase of 458.28 % as compared to previous year is due to use of Overdraft facilities by the Company to mitigate its working capital requirements from time to time and also taken Term Loan to buy Computer Data Servers during period under consideration.

Depreciation expense

Depreciation for the financial year 2016-17 stood at Rs. 86.39 Lacs the same was Rs. 19.83 Lacs for the financial year 2015-16. The increase by 335.65% is mainly due to purchase of fixed assets by the Company.

Other Expenses

Our Company has incurred Rs. 215.17 lacs during the FY 2016-17 on Other Expenses as compared to Rs. 155.67 lacs during FY 2015-16. The increase of 38.22% is majorly due to increase other operational expenses for expansion and inflation into the market.

Profit/ (Loss) After Tax

For the year 2016-2017 the profit stood at Rs 306.29 lacs as against the profit of Rs. 36.15 lacs for the previous year 2015-16. The cause of increase of 747.28% was majorly due to the factors mentioned above.

Information required as per Item (2) (IX) (E) (5) of Part A of Schedule VIII to the SEBI Regulations:

An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:

- ***Unusual or infrequent events or transactions***

  There has not been any unusual or infrequent events or transactions that have significantly affected operations of the Company.

- ***Significant economic changes that materially affected or are likely to affect income from continuing operations.***

  There are no significant economic changes that materially affected Company's operations or are likely to affect income from continuing operations. Any slowdown in the growth of Indian economy or future volatility in global commodity prices, could affect the business, including the future financial performance, shareholders' funds and ability to implement strategy and the price of the Equity Shares.

- ***Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.***

  Apart from the Risks disclosed under the section titled "Risk Factors" no known trends or uncertainties are envisaged or are expected to have a material adverse impact on sales, revenue or income from continuing operations to Company's knowledge.

- ***Future changes in relationship between costs and revenues in case of events such as future increase in labour or material cost or prices that will cause material change.***

  Other than as described in the chapter titled ***"****Risk Factors****"*** beginning on page 11 of this Prospectus, to our knowledge there are no factors, which will affect the future relationship between costs and income or which are expected to have a material adverse impact on our operations and finances.

- ***The extent to which material increases in net sales / revenue is due to increase in sales volume, introduction of new products or services or increased sales prices***

  Increases in revenues are by and large linked to increases in volume of business activity carried out by the Company

- ***Total turnover of each major industry segment in which our Company operates***

  The Company operates in single segment in context of accounting standards 17 on Segment Reporting issued by ICAI.

- ***Status of any publicly announced New Products or Business Segment***

  Our Company has not announced any new product.

- ***The extent to which our Company's business is seasonal***

  Our business is not seasonal in nature.

- ***Dependence on few Suppliers/ customers***

  We are not under threat of dependence from any single supplier or customer.

- ***Competitive conditions***

  It faces competition from existing and potential competitors which is common for any business. It has, over a period of time, developed certain competitive strengths which has been discussed in section titled *"Our Business***"** on page 67 of this Prospectus.

SECTION VI – LEGAL AND OTHER INFORMATION
OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as stated below there is no (i) pending criminal litigation involving our Company, Directors, Promoter or Group Companies; (ii) actions taken by statutory or regulatory authorities involving our Company, Directors, Promoter or Group Companies; (iii) outstanding claims involving our Company, Directors, Promoter or Group Companies for any direct and indirect tax liabilities; (iv) outstanding proceedings initiated against our Company for economic offences; (v) defaults or non-payment of statutory dues by our Company; (vi) material fraud against our Company in the last five years immediately preceding the year of this Prospectus; (vii) inquiry, inspection or investigation initiated or conducted under the Companies Act 2013 or any previous companies law against our Company during the last five years immediately preceding the year of this Prospectus and if there were prosecutions filed (whether pending or not); (viii) fines imposed or compounding of offences for our Company in the last five years immediately preceding the year of this Prospectus; (ix) litigation or legal action against our Promoter by any ministry or Government department or statutory authority during the last five years immediately preceding the year of this Prospectus; (x) pending litigations involving our Company, Directors, Promoter, Group Companies or any other person, as determined to be material by the Company's Board of Directors in accordance with the SEBI (ICDR) Regulations; or (xi) outstanding dues to creditors of our Company as determined to be material by our Company's Board of Directors in accordance with the SEBI (ICDR) Regulations and dues to small scale undertakings and other creditors.

For the purpose of material litigation in (x) above, our Board has considered and adopted the following policy on materiality with regard to outstanding litigations to be disclosed by our Company in this Prospectus:

(a) All criminal proceedings, statutory or regulatory actions and taxation matters, involving our Company, Promoter, Directors, or Group Companies, as the case may be shall be deemed to be material;

(b) All pending litigation involving our Company, Promoter, Directors, or Group Companies as the case may be, other than criminal proceedings, statutory or regulatory actions and taxation matters, would be considered 'material' (a) the monetary amount of claim by or against the entity or person in any such pending matter(s) is in excess of Rs. 2 crores or 5% of the net profits after tax of the Company for the most recent audited fiscal period whichever is higher; or (b) where the monetary liability is not quantifiable, each such case involving our Company, Promoter, Directors, or Group Companies, whose outcome would have a bearing on the business operations, prospects or reputation of our Company;

(c) Notices received by our Company, Promoter, Directors, or Group Companies, as the case may be, from third parties (excluding statutory/regulatory authorities or notices threatening criminal action) shall, in any event, not be evaluated for materiality until such time that the Company / Directors / Promoter / Group Companies, as the case may be, are impleaded as parties in proceedings before any judicial forum.

Our Company, our Promoter and/or our Directors, have not been declared as wilful defaulters by the RBI or any governmental authority, have not been debarred from dealing in securities and/or accessing capital markets by the SEBI and no disciplinary action has been taken by the SEBI or any stock exchanges against our Company, our Promoter or our Directors, that may have a material adverse effect on our business or financial position, nor, so far as we are aware, are there any such proceedings pending or threatened.

Unless otherwise stated, all proceedings are pending as of the date of this Prospectus. All information provided below is as of the date of this Prospectus.

LITIGATIONS INVOLVING OUR COMPANY

Litigations against our Company

1. **Civil suit:** Nil
2. **Labours matters:** Nil
3. **Criminal:** Nil
4. **Tax:** Nil

Litigation by our Company

1. **Civil suit:** Nil
2. **Labours matters:** Nil
3. **Criminal:** Nil
4. **Tax:** Nil

LITIGATION INVOLVING OUR PROMOTER GROUP COMPANIES

Nil

LITIGATION INVOLVING OUR PROMOTERS

Litigations against our Promoters

Nil

Litigations by our Promoters

Nil

LITIGATION INVOLVING OUR DIRECTORS (OTHER THAN PROMOTERS)

NIL

LITIGATION INVOLVING OUR GROUP ENTITIES(OTHER THAN PROMOTERS GROUP)

Trunkoz Technologies Pvt. Ltd.

1. A demand of Rs. 20.39 Lakhs was made by Service Tax Department against Trunkoz Technologies Pvt. Ltd. in respect of Period 01-07-2006 to 31-12-2010, against which the said company has preferred appeal which is pending before Commissioner of Service Tax (Appeals)-II, Mumbai Zone.

2. A demand of Rs. 10.86 Lakhs was made by Service Tax Department against Trunkoz Technologies Pvt. Ltd. in respect of Period 01-01-2011 to 31-03-2012, against which the said company has preferred appeal which is pending before Commissioner of Service Tax (Appeals)-II, Mumbai Zone.

3. A demand of Rs. 24.84 Lakhs was made by Service Tax Department against Trunkoz Technologies Pvt. Ltd. in respect of Period 01-04-2012 to 31-03-2015, and the said demand was dropped by Additional Commissioner of Service Tax VII vide order dated 18.08.2016 .

4. Trunkoz Technologies Pvt. Ltd. has received notice under section 142(1) of Income tax act, 1961 demanding the details of Shareholders, Inter corporate loan, Interest paid, trade payables, advances, Current/non current investment, Prior period expenses, Commission, foreign exchange fluctuation gain/(loss) etc. in respect of Assessment Year 2015-16.

PENALTIES LEVIED UPON OUR COMPANY / PROMOTER / PROMOTER GROUP COMPANIES IN THE PAST FIVE YEARS

NIL

MATERIAL FRAUDS AGAINST OUR COMPANY

There have been no material frauds committed against our Company in the five years preceding the year of this Prospectus.

PROCEEDINGS INITIATED AGAINST OUR COMPANY FOR ECONOMIC OFFENCES

There are no proceedings initiated against our Company for any economic offences.

NON PAYMENT OF STATUTORY DUES

As on the date of this Prospectus there have been no (i) instances of non-payment or defaults in payment of statutory dues by our Company, (ii) overdues to companies or financial institutions by our Company, (iii) defaults against companies or financial institutions by our Company, or (iv) contingent liabilities not paid for.

PAST CASES WHERE PENALTIES WERE IMPOSED

There are no past cases where penalties were imposed on our Company by concerned authorities/courts.

OUTSTANDING LITIGATION AGAINST OTHER PERSONS AND COMPANIES WHOSE OUTCOME COULD HAVE AN ADVERSE EFFECT ON OUR COMPANY

As on the date of this Prospectus, there is no outstanding litigation against other persons and companies whose outcome could have a material adverse effect on our Company.

ADVERSE FINDINGS AGAINST ANY PERSONS/ENTITIES CONNECTED WITH OUR COMPANY AS REGARDS NON COMPLIANCE WITH SECURITIES LAWS

There are no adverse findings involving any persons/entities connected with our Company as regards non compliance with securities law.

DISCIPLINARY ACTION TAKEN BY SEBI OR STOCK EXCHANGES AGAINST OUR COMPANY

There are no disciplinary actions taken by SEBI or stock exchanges against our Company, or its Directors.

PAST INQUIRIES, INSPECTIONS OR INVESTIGATIONS

There have been no inquiries, inspections or investigations initiated or conducted under the Companies Act 2013 or any previous company law in the last five years immediately preceding the year of this Prospectus in the case of Company, Promoters, Directors. Other than as described above, there have been no prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last five years immediately preceding the year of this Prospectus.

Further, there is no legal action pending or taken by any Ministry or Department of the Government or a statutory authority against the promoters during the last five years immediately preceding the year of the issue of this Prospectus and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action.

OUTSTANDING DUES TO CREDITORS

As per the Materiality Policy, our Board has approved that each creditor, to whom our Company individually owes a net aggregate amount that exceeds 5.00% of the trade payables as per the Restated Financial Statements for the most recent financial year, shall be considered as a material creditor of our Company. Our Board has also approved that dues owed by our Company to small scale undertakings as per the Restated Financial Statements for the most recent financial year shall be disclosed in a consolidated manner.

As of June 30, 2017, our Company, in its ordinary course of business, has an aggregate amount of Rs. 699.12 lakhs, which is due towards sundry and other creditors. As per the above policy, consolidated information of outstanding dues, as at June 30, 2017, owed to small scale undertakings, material dues to creditors and other dues to creditors separately, giving details of number of cases and aggregate amount for such dues is as under:

Particulars	Number of cases	Amount Outstanding (Rs. In lacs)
Dues to small scale undertakings	Not Available	Not Available
Material dues to creditors	3	141.86
Total	**3**	**141.86**

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.

Our Company does not owe any small scale industries or any MSMEs any amounts exceeding Rs.1 lakh which is outstanding for more than 30 days. There are no disputes with such entities in relation to payments to be made to them.

The details pertaining to net outstanding dues towards our creditors are available on the website of our Company at www.vertoz.com . It is clarified that such details available on our website do not form a part of this Prospectus. Anyone placing reliance on any other source of information, including our Company's website, www.vertoz.com, would be doing so at their own risk.

MATERIAL DEVELOPMENTS

Except as stated in "*Management's Discussion and Analysis of Financial Condition and Results of Operation*" on page 147, there have not arisen, since the date of the last financial statements disclosed in this Prospectus, any circumstances which materially and adversely affect or are likely to affect our profitability taken as a whole or the value of our assets or our ability to pay our liabilities within the next 12 months.

ADVERSE EVENTS

There has been no adverse event affecting the operations of our Company occurring within one year prior to the date of filling Draft Prospectus/ Prospectus with the Registrar of Companies.

GOVERNMENT AND OTHER APPROVALS

In view of the licenses / permissions / approvals / no-objections / certifications / registrations, (collectively "Authorisations") from the Government of India and various statutory / regulatory / governmental authorities listed below, our Company can undertake this Issue and our current business activities and to the best of our knowledge, no further approvals from any governmental or statutory or regulatory authority or any other entity are required to undertake this Issue or continue our business activities. Unless otherwise stated, these approvals are all valid as of the date of this Prospectus.

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to undertake its existing business activities. For further details in connection with the regulatory and legal framework within which we operate, please refer "Key Industrial Regulations and Policies" on page 76 of this Prospectus.

A. ***Corporate / General Authorisations***

S. No.	Authorisation granted	Issuing Authority	Registration No./Reference No./License No.	Applicable Act/ Regulation	Date of Issue	Valid up to
1.	Certificate of Incorporation in the name of "*Vertoz Media Private Limited*"	Registrar of Companies, Maharashtra , Mumbai	U74120MH2012PTC226823	Companies Act, 1956	February 13, 2012	Valid until cancelled
2.	Fresh Certificate of Incorporation in the name of "*Vertoz Media Limited*"	Registrar of Companies, Mumbai	U74120MH2012PLC226823	Companies Act, 2013	June 09, 2017	Valid until cancelled
3.	Fresh Certificate of Incorporation in the name of "*Vertoz Advertising Limited*"	Registrar of Companies, Mumbai	U74120MH2012PLC226823	Companies Act, 2013	July 07, 2017	Valid until cancelled

B. ***Issue Related Authorisations***

1. Our Board of Directors has, pursuant to a resolution passed at its meeting held on July 21, 2017, authorised the Issue subject to the approval by the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013 such other authorities as may be necessary.

2. The shareholders of our Company have authorised the Issue, pursuant to a special resolution under Section 62(1)(c) of the Companies Act, 2013, passed at their EGM held on July 28, 2017.

3. Our Company has obtained in-principle approval dated October 23, 2017 from the National Stock Exchange of India Limited.

4. Our Company's International Securities Identification Number ("**ISIN**") is INE188Y01015.

C. ***Business Related Approvals***

Sr. No.	Authorization Granted	Issuing Authority	Registration No./ Reference No./ License No.	Date of Issue / Renewal / Effective Date	Validity
1.	Permanent Account Number	Commissioner of Income Tax	AADCV9357M	February 13, 2012	Valid until cancellation
2.	Tax Deduction Account Number (TAN)	Income Tax Department, GoI	MUMV19340G	February 22, 2012	Valid until cancellation
3.	Certificate of Importer-	Ministry of Commerce,	0312080701	March 08,	Valid until

Sr. No.	Authorization Granted	Issuing Authority	Registration No./ Reference No./ License No.	Date of Issue / Renewal / Effective Date	Validity
	Exporter Code (IEC)	Government of India (Additional Director General of Foreign Trade)		2013	cancellation
4.	Registration for Service Tax under the Finance Act, 1994	Ministry of Finance and Department of Revenue, Central Board of Excise and Customs	AADCV9357MSD 002	September 11, 2014	Valid until cancellation
5.	Registration under Goods and Service Tax Act, 2016 (Provisional ID)	Department of Sales Tax, Government of Maharashtra	27AADCV9357M 1ZJ	April 07, 2017	Valid until cancellation
6.	Registration certificate under Employees' Provident Funds & Miscellaneous Provisions Act, 1952	Employees' Provident Fund Organisation, Maharashtra	THTHA1070552	January 28, 2015	Valid until cancellatio n
7.	Certificate of Registration under Maharashtra Shops and Establishments Act, 1948	Inspector under the Maharashtra Shops and Establishments Act, 1948	762037329/Comm ercial II Ward T	February 09, 2016	January 31, 2018
8.	Certificate of Registration under Sub-Section (1) of Section 5 of the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975 (Form I- A)	Professional Tax Officer, Registration Branch, Mumbai	27025249771P	September 20, 2012	Valid until cancellation
9.	Certificate of Enrolment under Sub-Section (2) or Sub Section (2A) of Section 5 of the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975 (Form II- A)	Professional Tax Officer, Registration Branch, Mumbai	99261960248P	September 10, 2012	Valid until cancellation

D. **Intellectual property registrations**

The following trademark is registered under the Trademark Act 1999:-

S. No.	Logo	Date of Application	Application No.	Class	Status
1.		February 08, 2012	2279200	35	Registered

E. **Approvals in relation to our Subsidiaries**

Our Company has four subsidiaries which are all incorporated and operate outside India. For details, see "*History and Certain Other Corporate Matters*" on page 81. Each of our subsidiaries have obtained the requisite approvals and registrations required to conduct their business activities from the government authorities in the respective jurisdictions in which they operate.

SECTION VII - OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

Corporate Approvals

- Our Board has, pursuant to its resolution dated July 21, 2017, authorized the Issue, subject to the approval of the Equity Shareholders of our Company under Section 62(1)(c) of the Companies Act 2013.

- Our Equity Shareholders have, pursuant to a resolution dated July 28, 2017, under Section 62(1)(c) of the Companies Act, authorized the Issue.

We have received in-principle approval from NSE *vide* their letter dated October 23, 2017 to use the name of NSE in the Offer Document for listing of our Equity Shares on Emerge Platform of NSE. NSE is the Designated Stock Exchange.

Prohibition by SEBI, the RBI or other Governmental Authorities

None of our Company, our Promoters, our Promoter Group, our Directors, our Group Entities and persons in control of our Company are or have ever been prohibited from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by the SEBI or any other governmental authorities. Neither our Promoters, nor any of our Directors or persons in control of our Company were or are a promoter, director or person in control of any other Company which is debarred from accessing the capital market under any order or directions made by the SEBI or any other governmental authorities. Further, there has been no violation of any securities law committed by any of them in the past and no such proceedings are currently pending against any of them.

Neither our Company, nor any of our Promoters, Group Entities, nor our Directors, nor the relatives (as per the Companies Act) of our Promoters are or have been identified as wilful defaulters by the RBI or any other governmental authorities.

The listing of securities of our Company has never been refused at any time by any stock exchange in India or abroad.

Association with Securities Market

We confirm that none of our Directors are associated with the securities market in any manner except for trading on day to day basis for the purpose of investment.

Eligibility for this Issue

Following are the eligibility requirements for making an SME IPO under Regulation 106M (1) of Chapter XB of SEBI (ICDR) Regulation:

(a) In accordance with regulation 106(P) of the SEBI (ICDR) Regulations, Issue has to be 100% underwritten and the LM has to underwrite at least 15% of the total issue size.

(b) In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, total number of proposed allottees in the Issue shall be greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within prescribed time from the date the company becomes liable to repay it, than the Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under section 40 of the Companies Act, 2013

(c) In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, Company is not required to file any Offer Document with SEBI nor has SEBI issued any observations on the Offer Document. The Lead Manager shall submit the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.

(d) In accordance with Regulation 106(V) of the SEBI ICDR Regulations, the LM has to ensure

compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the Issue.

(e) Our Company was originally incorporated as Vertoz Media Private Limited on February 13, 2012 with the Registrar of Companies, Maharashtra, Mumbai as a private limited company under the provisions of the Companies Act, 1956. Subsequently our Company was converted into public limited Company pursuant to shareholders resolution passed at the Extra-Ordinary General Meeting held on May 22, 2017 and the name of our Company was changed to Vertoz Media Limited. A fresh certificate of incorporation consequent upon conversion to public limited Company was issued by the Registrar of Companies, Mumbai on June 09, 2017. The name of our Company was changed to Vertoz Advertising Limited and a Fresh Certificate of Incorporation consequent upon change of name was issued by the Registrar of Companies, Mumbai on July 07, 2017.

(f) The Post Offer paid up capital of the company will be 59,85,000 shares of face value of Rs.10/- aggregating to Rs.5.98 Crore which is less than Rs. 25 Crore.

(g) The Company confirms that it has track record of more than 3 years.

(h) The Company confirms that it has positive cash accruals (earnings before depreciation and tax) from operations for at least 2 financial years preceding the application and its net-worth as on June 30, 2017 is positive.

(i) Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).

(j) There is no winding up petition against the Company, which has been admitted by the court or a liquidator has not been appointed.

(k) There has been no change in the Promoter(s) of the Company in the preceding one year from date of filing application to National Stock Exchange of India Limited for listing on SME segment.

(l) Our Company has entered into the tripartite agreement with CDSL and NSDL along with our Registrar for facilitating trading in dematerialised mode.

(m) We have a website: www.vertoz.com

(n) No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the company.

(o) Our Company confirms that there is no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoters, Group Companies, companies promoted by the promoters of the company.

Issuer shall also comply with all the other requirements as laid down for such an Issue under Chapter XB of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to this Issue.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKER, GUINESS CORPORATE ADVISORS PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS PROSPECTUS, THE LEAD MERCHANT BANKER, GUINESS CORPORATE ADVISORS PRIVATE 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 MERCHANT BANKER, GUINESS CORPORATE ADVISORS PRIVATE LIMITED HAS FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED NOVEMBER 02, 2017 WHICH READS AS FOLLOWS:

1. **WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THIS PROSPECTUS PERTAINING TO THE SAID ISSUE;**

2. **ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:**

   A. **THE PROSPECTUS FILED WITH THE STOCK EXCHANGE/BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;**

   B. **ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**

   C. **THE DISCLOSURES MADE IN THE PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956, THE COMPANIES ACT, 2013 (TO THE EXTENT NOTIFIED), THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.**

3. **WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.**

4. **WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITER TO FULFIL THEIR UNDERWRITING COMMITMENTS.**

5. **WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD /TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING OF THE PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE PROSPECTUS.**

6. **WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE PROSPECTUS.**

7. **WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – *NOT APPLICABLE***

8. **WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE "MAIN OBJECTS" LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.**

9. **WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM THE STOCK EXCHANGE MENTIONED IN THIS PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKER TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION – *NOTED FOR COMPLIANCE***

10. **WE CERTIFY ALL THE SHARES SHALL BE ISSUED IN DEMATERIALIZED FORM IN COMPLIANCE WITH THE PROVISIONS OF SECTION 29 OF THE COMPANIES ACT, 2013 AND THE DEPOSITORIES ACT, 1996 AND THE REGULATIONS MADE THEREUNDER.**

11. **WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.**

12. **WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE PROSPECTUS:**

A. **AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER, AND**

B. **AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.**

13. **WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE - *NOTED FOR COMPLIANCE***

14. **WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS EXPERIENCE, ETC.**

15. **WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.**

16. **WE ENCLOSE STATEMENT ON PRICE INFORMATION OF PAST ISSUES HANDLED BY LEAD MERCHANT BANKER, AS PER FORMAT SPECIFIED BY THE BOARD THROUGH CIRCULAR.**

17. **WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS.**

THE FILING OF THIS OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER SECTION 34 OR SECTION 36 OF THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE LEAD MERCHANT BANKER ANY IRREGULARITIES OR LAPSES IN THE OFFER DOCUMENT.

ADDITIONAL CONFIRMATIONS/ CERTIFICATIONS TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING SME EXCHANGE.

(1) **WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.**

(2) **WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.**

(3) **WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009.-NOTED FOR COMPLIANCE.**

(4) WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE CDSL AND NSDL FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER.

(5) WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISO TO SUB-REGULATION (4) OF REGULATION 32 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CASHFLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE PROSPECTUS. – NOT APPLICABLE

(6) WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 106P AND 106V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE.

(7) WE CONFIRM THAT THE ISSUER HAS REDRESSED AT LEAST NINETY FIVE PER CENT OF THE COMPLAINTS RECEIVED FROM THE INVESTORS TILL THE END OF THE QUARTER IMMEDIATELY PRECEDING THE MONTH OF THE FILING OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES. – NOT APPLICABLE

Note: The filing of this Prospectus does not, however, absolve our Company from any liabilities under section 34 and section 36 of the Companies Act, 2013 or from the requirement of obtaining such statutory and / or other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up at any point of time, with the LM any irregularities or lapses in this 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, Mumbai in terms of Section 26 and 30 of the Companies Act, 2013.

Disclaimer Clause of National Stock Exchange of India Limited

As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter October 23, 2017 permission to the Issuer to use the Exchange's name in this Offer Document as one of the stock exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its Promoter, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

CAUTION – Disclaimer from our Company, our Directors and the Lead Manager

Our Company, its Directors and the Lead Managers accept no responsibility for statements made otherwise than in this Prospectus or in the advertisements or any other material issued by or at our instance and anyone placing reliance on any other source of information, including our website, www.vertoz.com, would be doing so at his or her own risk.

The Lead Manager accepts no responsibility, save to the limited extent as provided in the MOU entered into between the Lead Manager and our Company dated August 10, 2017 and the Underwriting Agreement dated August 10, 2017 entered into between the Underwriter and our Company and the Market Making Agreement dated August 10, 2017 entered into among the Lead Manager, the Market Maker and our Company.

All information shall be made available by our Company and the Lead Manager to the Applicants and public at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at collection centres or elsewhere.

The Lead Manager and their respective associates and affiliates may engage in transactions with, and perform

services for our Company, our Group Entities and our respective affiliates and associates in the ordinary course of business, and have engaged, or may in the future engage in commercial banking and investment banking transactions with our Company or our Group Entities or their respective affiliates or associates for which they have received, and may in future receive compensation.

Note:

Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriter and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

Statement on Price Information of Past Issues handled by Guiness Corporate Advisors Private Limited:

Price information of past public issues (during current financial year and two financial years preceding the current financial year) handled by Guiness Corporate Advisors Private Limited:

Sr. No.	Issuer Name	Issue size (Rs. in 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	Aditya Vision Ltd.	5.76	15	12.12.2016	15.50	16.67% [+1.45%]	16.67% [+11.04%]	31.67% [+17.90%]
2	Super Fine Knitters Limited	4.08	12	02.02.2017	12.60	26.00% [+2.15%]	0.08% [+6.00%]	32.08% [+15.19%]
3	Sarthak Metals Limited	10.91	30	27.03.2017	29.45	10.67% [+1.43%]	5.00% [+5.89%]	110.33% [+9.18%]
4	ASL Industries Limited	9.80	35	18.04.2017	33.10	0.14% [+4.62%]	-14.00% [+8.90%]	-21.86% [+11.67%]
5	Meera Industries Ltd.	3.89	36	15.05.2017	36.00	0.00% [+2.55%]	94.44% [3.72%]	NA
6	Bhakti Gems and Jewellery Limited	3.92	20	30.05.2017	18.70	0.25% [-1.04%]	2.00% [1.90%]	NA
7	7NR Retail Limited	5.12	27	18.07.2017	27.00	0.37% [+0.19%]	-1.85% [+2.91%]	NA
8	ANG Lifesciences India Ltd.	12.01	80	08.09.2017	96.00	11.88% [0.50%]	NA	NA
9	Trident Texofab Limited	3.53	30	05.10.2017	32.00	NA	NA	NA
10	Sheetal Cool Products Limited	24.00	80	30.10.2017	96.00	NA	NA	NA

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 of a particular year falls on a stock exchange trading holiday, the immediately following trading day has been considered. Where the 30th day / 90th day / 180th of a particular year falls on the day when there is no trade in equity share of the Company , preceding trading day has been considered. The Designated Exchange for the Issue has been considered for the closing price, Benchmark index and other details. We have taken the Issue price to calculate the % change in closing price as on 30th, 90th and 180th day.

Summary statement of price information of past issues handled by Guiness Corporate Advisors Private Limited

Financial Year	Total no. of IPOs	Total Funds raised (Rs. in cr.)	Nos. of IPOs trading at discount as on 30th calendar day from listing date			Nos. of IPOs trading at premium as on 30th calendar day from listing date			Nos. of IPOs trading at discount as on 180th calendar day from listing date			Nos. of IPOs trading at premium as on 180th calendar day from listing date		
			Over	Between	Less than 25 %	Over	Between	Less than 25 %	Over	Between	Less than 25 %	Over	Between	Less than 25 %
			50%	25-50%		50%	25-50%		50%	25-50%		50%	25-50%	

April 1, 2017 – date of filing of this Prospectus	7	62.27	NA	NA	NA	NA	NA	5	NA	NA	1	NA	NA	NA
2016-17	9	93.71	NA	NA	1	NA	2	6	NA	NA	1	4	3	1
2015-16	3	9.60	NA	NA	1	NA	NA	2	NA	1	2	NA	NA	NA

Track records of past issues handled by the Lead Manager

For details regarding the track record of the Lead Manager, as specified under Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer to the website of Guiness Corporate Advisors Pvt. Ltd. at www.guinessonline.net.

Disclaimer in respect of Jurisdiction

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in shares, public financial institutions as specified in Section 2 (72) of the Companies Act, 2013, scheduled commercial banks, mutual fund registered with SEBI, FII and sub-account (other than a sub-account which is a foreign corporate or foreign individual) registered with SEBI, Alternative Investment Fund, multilateral and bilateral development financial institution, venture capital fund registered with SEBI, foreign venture capital investor registered with SEBI, state industrial development corporation, insurance company registered with Insurance Regulatory and Development Authority, provident fund with minimum corpus of Rs.2,500 Lakhs, pension fund with minimum corpus of Rs.2,500 Lakhs, 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, 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 this Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai, India 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 this Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this 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 Applicants 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 shall not be filed with SEBI, nor will SEBI issue any observation on this Draft Prospectus in term of Regulation 106(M)(3) of SEBI (ICDR) Regulations. However, a copy of the Prospectus shall be filed with SEBI at Corporate Finance Department, Plot No. C4-A, "G" Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, India.

A copy of the Prospectus, along with the documents required to be filed under Section 26 of the Companies Act, 2013 will be delivered for registration with the RoC situated at 100, Everest, Marine Drive, Mumbai - 400 002.

Listing

In terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, application shall be made to EMERGE Platform of NSE for obtaining permission for listing of the Equity Shares being offered and sold in the Issue on its EMERGE Platform after the allotment in the Issue.

If the permissions to deal in, and for an official quotation of, the Equity Shares are not granted by NSE, our Company will forthwith repay, all moneys received from the applicants in pursuance of this Prospectus. If such money is not repaid within the prescribed time, then our Company and every officer in default shall be liable to repay the money, with interest, as prescribed under applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at NSE are taken within six Working Days of the Issue Closing Date.

The Company has obtained in-principle approval from NSE vide letter dated October 23, 2017 to use the name of NSE in the Offer document for listing of equity shares on EMERGE Platform of NSE.

Impersonation

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who –

a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or

b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447."

The liability prescribed under Section 447 of the Companies Act, 2013, includes imprisonment for a term of not

less than six months extending up to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

Consents

Consents in writing of the Directors, the Promoters, Chief Financial Officer, the Company Secretary & Compliance Officer, the Statutory Auditor, the Peer Review Auditor, the Banker to the Company, the Lead Manager, Registrar to the Issue, Banker to the Issue, Legal Advisor to the Issue, Underwriter to the Issue and Market Maker to the Issue to act in their respective capacities, have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Sections 26 of the Companies Act, 2013 and such consents shall 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, M/s Nakrani & Co., Chartered Accountants, have agreed to provide their written consent to include its report on statement of funds deployed as on August 31, 2017 dated September 22, 2017. M/s. ADV & Associates, Chartered Accountants (Peer Review Auditor) have provided their written consent to the inclusion of their reports dated August 14, 2017 on the Restated Financial Statements and their reports dated August 14, 2017 on the Statement of Possible Tax Benefits, which may be available to the Company and its shareholders, included in this Prospectus in the form and context in which they appear therein and such consents and reports have not been withdrawn up to the time of filing of this Prospectus.

Expert Opinion

Our Company has received written consent from Independent Peer Reviewed Auditor, M/s. ADV & Associates, Chartered Accountants to include their name as required under section 26(1)(a)(v) of the Companies Act, 2013 in this Prospectus and as "Expert" as defined under section 2(38) of the Companies Act, 2013 in respect of the reports on the Restated Financial Statements dated August 14, 2017 and the Statement of Tax Benefits dated August 14, 2017, issued by them, included in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus.

Issue Related Expenses

The total expenses of the Issue are estimated to be approximately Rs. 40.00 lakhs. The estimated Issue related expenses include, among others, Issue management fees, underwriting, brokerages and and payment to other intermediaries such as legal advisor, peer review auditor, Registrar to the Issue etc. and other out of pocket expenses.The break-up for the estimated Issue expenses are as follows:

Activity	Amount(Rs. in Lacs)	Percentage of the total Issue expenses	Percentage of the total Issue size
Issue Management fees including, fees and reimbursement of underwriting fees, brokerages, payment to other intermediaries such as legal advisor, peer review auditor, Registrar etc.	32.00	71.11	1.87
Regulatory Fees	2.50	5.56	0.15
Other Expenses (printing, stationery, advertisement, postage etc.)	10.50	23.33	0.61
Total estimated Issue expenses	**45.00**	**100.00**	**2.63**

Details of Fees Payable

Fees Payable to the Lead Manager

The total fees payable to the Lead Manager (including underwriting fees) will be as per the Memorandum of Understanding and Underwriting Agreement among our Company and the Lead Manager, copy of which is available for inspection at the Registered Office of our Company.

Fees Payable to the Registrar to the Issue

The fees payable to the Registrar to the Issue will be as per the Agreement signed by our Company and the

Registrar to the Issue dated July 03, 2017, 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 the Company to the Registrar to the Issue to enable them to send refund orders or allotment advice by registered post/ speed post/ under certificate of posting.

Fees Payable to Others

The total fees payable to the Legal Advisor, Peer Review Auditor and Advertisers, etc. will be as per the terms of their respective engagement letters, if any.

Commission and Brokerage Paid on Previous Issues of our Equity Shares

Since this is the Initial Public Offer of the Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since inception of the Company.

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 and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations.

Previous Issues of Shares otherwise than for Cash

Except as stated in "*Capital Structure*" on page 41 of this Prospectus, we have not made any previous issues of shares for consideration otherwise than for cash.

Previous capital issue during the last three years by listed Group Companies of our Company

None of the Group Companies of our Company are listed. Further, none of our Group Companies have made any public or rights issue of securities in the preceding three years.

Performance vis-à-vis objects

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations. Therefore, data regarding promise versus performance is not applicable to us.

None of the Group Entities has made public issue of equity shares during the period of ten years immediately preceding the date of filing the offer document with the National Stock Exchange of India Limited.

Outstanding Debentures or Bond Issues or Redeemable Preference Shares

As on the date of this Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

Partly Paid-Up Shares

As on the date of this Prospectus, there are no partly paid-up Equity Shares of our Company.

Outstanding Convertible Instruments

Our Company does not have any outstanding convertible instruments as on the date of filing this Prospectus.

Option to Subscribe

a. Investors will get the allotment of specified securities in dematerialization form only.
b. The equity shares, on allotment, shall be traded on stock exchange in demat segment only.

Stock Market Data for our Equity Shares

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations. Thus there is no stock market data available for the Equity Shares of our Company.

Investor Grievances and Redressal System

The Company has appointed Karvy Computershare Private Limited as the Registrar to the Issue, to handle the investor grievances in co-ordination with the Compliance Officer of the Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to ensure that the investor grievances are settled expeditiously and satisfactorily.

The Registrar to the Issue, namely, Karvy Computershare Private Limited, will handle investor's grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company.

The Company would also be co-coordinating with the Registrar to the Issue in attending to the grievances to the investor.

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 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.

Our Board by a resolution on July 21, 2017 constituted a Stakeholders Relationship Committee. For further details, please refer to the chapter titled "*Our Management*" beginning on page 85 of this Prospectus.

The Company assures that the Board of Directors in respect of the complaints, if any, to be received shall adhere to the following schedules:

Sr. No.	Nature of Complaint	Time Table
1.	Non receipt of Demat Credit of Shares	Within 7 days of receipt of complaint subject to production of satisfactory evidence
2.	Any other complaint in relation to Public Issue	Within 7 days of receipt of complaint with all relevant details.

Redressal of investors' grievance is given top priority by the Company. The Committee oversees redressal of complaints of shareholders/investors and other important investor related matters. The Company has adequate arrangements for redressal of investor complaints as follows:

Our Company has appointed Sumitkumar R. Sharma as the Company Secretary and Compliance Officer and he may be contacted at the following address:

Sumitkumar R. Sharma
Company Secretary & Compliance Officer,
602, Avior – Nirmal Galaxy, Opp. Johnson & Johnson,
LBS Road, Mulund (W), Mumbai – 400080, Maharashtra, India
Tel: +91-022-61426030;
Fax: +91-022-61426061
E-mail: compliance@vertoz.com
Website: www.vertoz.com

Investors can contact the Company Secretary and 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 Equity Shares in the respective beneficiary account or refund orders, etc.

Status of Investor Complaints

We confirm that we have not received any investor compliant 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.

Disposal of Investor Grievances by Listed Companies under the same management as the Company

As on the date of this Prospectus our Company does not have any Listed Group Company.

Changes in Auditors during the last three financial years

There has been no change in the Auditor of our Company in the last three financial years.

Capitalisation of Reserves or Profits

Save and except as stated in "*Capital Structure*" on page 41 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.

SECTION VIII – ISSUE RELATED INFORMATION
TERMS OF THE ISSUE

The Equity Shares being offered are subject to the provisions of the Companies Act, SEBI (ICDR) Regulations, 2009 our Memorandum and Articles of Association, the terms of this Prospectus, Application Form, the Revision Form and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchange, the RBI, RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorised to collect the application forms.

Ranking of Equity Shares

The Equity Shares being issued in the Issue shall be subject to the provisions of the Companies Act and the Memorandum and Articles of Association and shall rank pari-passu with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees in receipt of Allotment of Equity Shares under this Issue will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer "*Main Provisions of Articles of Association*" on page 224 of this Prospectus.

Authority for the Issue

This Issue has been authorized by a resolution of the Board passed at their meeting held on July 21, 2017 subject to the approval of shareholders through a special resolution to be passed pursuant to section 62 (1) (c) of the Companies Act, 2013. The shareholders have authorized the Issue by a special resolution in accordance with Section 62 (1) (c) of the Companies Act, 2013 passed at the EGM of the Company held on July 28, 2017.

Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act and recommended by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividend, if declared, to our Shareholders as per the provisions of the Companies Act and our Articles of Association.

Face Value and Issue Price per Share

The face value of the Equity Shares is Rs.10.00 each and the Issue Price is Rs. 108.00 per Equity Share.

The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under "*Basis for Issue Price"* on page 60 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. 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 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 agreements 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 "*Main Provisions of Articles of Association*" on page 224 of this Prospectus.

Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in Mumbai, India.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. 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 number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

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 Applicant, along with other joint Applicants, may nominate any one person in whom, in the event of the death of sole Applicant or in case of joint Applicants, death of all the Applicants, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of Equity Share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the registrar and transfer agents of our Company.

In accordance with Section 72 of the Companies Act, 2013 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.

Minimum Subscription

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

In accordance with Regulation 106P(1) of the SEBI (ICDR) Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the offer through this Prospectus and shall not be restricted to the minimum subscription level.

In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 50 (Fifty).

Further, the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

Minimum Number of Allottees

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies collected shall be refunded within 15 days of closure of Issue.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Arrangements for Disposal of Odd Lots

The trading of the equity shares will happen in the minimum contract size of 1,200 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 Emerge Platform of National Stock Exchange of India Limited.

Minimum Application Value; Market Lot and Trading Lot

In terms of section 29 of the Companies Act, 2013, the Equity Shares shall be allotted only in dematerialized form. In terms of existing SEBI ICDR Regulations, trading in the Equity Shares shall only be in dematerialized form for all investors.

Trading of the Equity Shares will happen in the minimum contract size of 1,200 Equity Shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012 and the same may be modified by National Stock Exchange of India Limited from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of 1,200 Equity Share subject to a minimum allotment of 1,200 Equity Shares to the successful applicants.

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 the lock-in of the pre-Issue capital of our Company, Promoters' minimum contribution as provided in

"*Capital Structure*" on page 41 of this Prospectus, and except as provided in the Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, please refer "*Main Provisions of Articles of Association*" on page 224 of this Prospectus.

Option to receive Equity Shares in Dematerialized Form

Pursuant to Section 29 of the Companies Act, the Equity Shares in the Issue shall be allotted only in dematerialised form. Further, as per the SEBI (ICDR) Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchange.

Migration to Main Board

Our Company may migrate to the main board of National Stock Exchange of India Limited from the 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 National Stock Exchange of India Limited for listing our shares on its Main Board subject to the fulfilment 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 favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Provided where there is any SEBI debarment order against the company/its promoters/directors, such company will not be eligible to migrate from SME to Main Board of National Stock Exchange of India Limited till such SEBI debarment order is in force. Accordingly, while seeking migration from the SME Board to the Main Board, our Company would be required to submit an undertaking that the Company / its Promoters / Directors have not been debarred by SEBI.

Market Making

The shares offered though this Issue are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited, wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Maker of the Emerge Platform for a minimum period of three years from the date of listing on Emerge Platform of National Stock Exchange of India Limited. For further details of the agreement entered into between the Company, the Lead Manager and the Market Maker please refer *"General Information – Details of the Market Making Arrangements for this Issue"* on page 38 of this Prospectus.

In accordance with the SEBI Circular No.CIR/MRD/DSA/31/2012 dated November 27, 2012; it has decided to make applicable limits on the upper side for the Market Maker during market making process taking into consideration the Issue size in the following manner:

Issue size	Buy quote exemption threshold (including mandatory initial inventory of 5% of issue size)	Re-entry threshold for buy quotes (including mandatory initial inventory of 5% of issue size)
Upto Rs.20 Crore	25%	24%
Rs.20 Crore to Rs.50 Crore	20%	19%
Rs.50 Crore to Rs.80 Crore	15%	14%
Above Rs.80 Crore	12%	11%

Further, the following shall apply to market maker while managing their inventory during the process of market making:

The exemption from threshold shall not be applicable for the first three months of market making and the market maker shall be required to provide two way quotes during this period irrespective of the level of holding.

Any initial holdings over and above such 5% of issue size would not be counted towards the inventory levels prescribed.

Apart from the above mandatory inventory, only those shares which have been acquired on the platform of the exchange during market making process shall be counted towards the Market Maker's threshold. Threshold limit will take into consideration, the inventory level across market maker.

The Market Maker shall give two way quotes till it reaches the upper limit threshold; thereafter it has the option to give only sell quotes. Two way quotes shall be resumed the moment inventory reaches the prescribed re-entry threshold.

In view of the Market Maker obligation, there shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts its inventory through market making process on the platform of the exchange, the concerned stock exchange may intimate the same to SEBI after due verification.

New Financial Instruments

The Issuer Company is not issuing any new financial instruments through this Issue.

Period of Operation of Subscription List of Public Issue

Issue Opens On	**TUESDAY, NOVEMBER 14, 2017**
Issue Closes On	**THURSDAY, NOVEMBER 16, 2017**

Submission of Applications

Issue Period (except the Issue Closing Date)	
Submission and Revision in Applications	Only between 10.00 a.m. and 5.00 p.m. IST
Issue Closing Date	
Submission and Revision in Applications	Only between 10.00 a.m. and 3.00 p.m. IST

On the Issue Closing Date, the Applications shall be uploaded until:

(i) 4.00 p.m. IST in case of Applications by QIBs and Non-Institutional Investors, and

(ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange, in case of Applications by Retail Individual Investors.

On Issue Closing Date, extension of time will be granted by Stock Exchange only for uploading Applications received by Retail Individual Investors after taking into account the total number of Applications received and as reported by the Lead Manager to the Stock Exchange.

It is clarified that Applications not uploaded on the electronic bidding system or in respect of which the full Application Amount is not blocked by SCSBs would be rejected.

Due to limitation of time available for uploading the Applications on the Issue Closing Date, Applicants are advised to submit their Applications one day prior to the Issue Closing Date. Any time mentioned in this Prospectus is IST. Applicants are cautioned that, in the event a large number of Applications are received on the Issue Closing Date, 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 this Issue. Applications will be accepted only during Monday to Friday (excluding any public holiday). None among our Company or Lead Manager is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 106(M)(1) of Chapter XB of SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, an issuer, whose post issue face value capital does not exceed more than ten crores 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 Emerge Platform of National Stock Exchange of India Limited). 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 176 and 183 of this Prospectus.

Following is the Issue structure:

Public issue of 15,84,000 Equity Shares of face value of Rs.10.00 each of our Company for cash at a price of Rs.108.00 per Equity Share (including a share premium of Rs.98.00 per Equity Share) ("**Issue Price**") aggregating to Rs. 1710.72 lakhs ("**the Issue**") of which 79,200 Equity Shares aggregating to Rs.85.54 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 15,04,800 Equity Shares of face value of Rs.10.00 each at an Issue Price of Rs. 108.00 per equity share aggregating to Rs. 1625.18 lakhs is hereinafter referred to as the "Net Issue". The Issue and the Net Issue will constitute 26.47% and 25.14%, respectively of the post issue paid-up equity share capital of our Company.

Particulars	Net Issue to Public^	Market Maker reservation portion
Number of Equity Shares	15,04,800 Equity Shares	79,200 Equity Shares
Percentage of Issue Size available for allocation	95.00% of the Issue Size (50% for the Retail Individual Investors and the balance 50% for Other than Retail Individual Investors).	5.00% of the Issue Size
Basis of Allotment/Allocation if respective category is oversubscribed	Proportionate subject to minimum allotment of 1,200 Equity Shares and Further allotment in multiples of 1,200 Equity Shares each. For further details please refer to the section titled *"Issue Procedure – Basis of Allotment"* on page 190 of this Prospectus.	Firm Allotment
Mode of Application*	All Applications by the Applicants must be made compulsorily through ASBA mode (Online or Physical).	Through ASBA mode
Minimum Application Size	***For QIB and NII:*** Such number of Equity Shares in multiples of 1,200 Equity Shares such that the Application Value exceeds Rs. 2,00,000 ***For Retail Individuals:*** 1,200 Equity Shares	79,200 Equity Shares
Maximum Application	***For QIB and NII:*** The maximum application size is the Net Issue to public subject to limits the investor has to adhere under the relevant laws and regulations as applicable. ***For Retail Individuals:*** 1,200 Equity Shares	79,200 Equity Shares
Mode of Allotment	Dematerialized Form	Dematerialized Form
Trading Lot	1,200 Equity Shares	1,200 Equity Shares. However the Market Maker may accept odd lots if

Particulars	Net Issue to Public^	Market Maker reservation portion
		any in the market as required under the SEBI (ICDR) Regulations.
Terms of payment	The SCSBs shall be authorized to block such funds in the bank account of the Applicant that are specified in the ASBA Application Form.	

^As per Regulation 43(4) of the SEBI (ICDR) Regulations, as amended, as present issue is a fixed price issue 'the allocation' is the net issue to the public category shall be made as follows: (a) Fifty percent to Retail Individual Investors; and (b) Remaining to Investors Other than Retail Individual Investors. The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

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

** In case of joint Application, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders.*

Withdrawal of the Issue

The Company, in consultation with the LM, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof. Notwithstanding the foregoing, the Issue is also subject to obtaining the following:

1. The final listing and trading approvals of National Stock Exchange of India Limited for listing of Equity Shares offered through this issue on its Emerge Platform, which the Company shall apply for after Allotment and,

2. The final ROC approval of the Prospectus after it is filed with the ROC.

In case, the Company wishes to withdraw the Issue after Issue opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (One each in English and Hindi) and one in regional newspaper.

The Lead Manager, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly. If 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.

Issue Programme

Issue Opening Date	**TUESDAY, NOVEMBER 14, 2017**
Issue Closing Date	**THURSDAY, NOVEMBER 16, 2017**

Applications and any 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 except that on the Issue Closing Date applications will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time). Applications will be accepted only on Working day i.e. all trading days of stock exchanges excluding Sunday and bank holidays as per SEBI circular No. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016.

ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI ("General Information Document") included below under section titled "Part B- General Information Document for investing in public issues", 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 reflect amendments to the SEBI ICDR Regulations and to include reference to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchange and the Lead Manager. Please refer to the relevant 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 the General Information Document 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 law and 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.

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.

PART A

Fixed Price Issue

The Issue is being made under Regulation 106(M)(1) of Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 via Fixed Price Process.

In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing. In case of Non-Institutional Applicants and Retail Individual Applicants, our Company would have a right to reject the Applications only on technical grounds.

Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialised 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 dematerialised segment of the Stock Exchange.

Our Company or the Lead Manager will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.

Application Form

Copies of the Application Form and the abridged prospectus will be available at the offices of the Lead Manager, the Designated Intermediaries, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the website of the Lead Manager, SCSBs, the National Stock Exchange of India Limited (www.nseindia.com), the terminals of the Registered Brokers, the RTAs and the CDPs at least one day prior to the Issue Opening Date.

Pursuant to SEBI Circular dated September 27, 2011 and bearing No. CIR/CFD/DIL/1/2016, the Application Form has been standardized. Also please note that pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 investors in public issues can only invest through ASBA Mode.

Applicants must provide bank account details and authorisation to block funds in the relevant space provided in the Application Form and the Application Forms that do not contain such details are liable to be rejected. Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of the Designated Intermediary, submitted at the Collection Centres only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected.

The prescribed colour of the Application Forms 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, FIIs, FPI or FVCIs or FPIs, registered multilateral and bilateral development financial institutions applying on a repatriation basis	Blue

** Excluding electronic Application Forms*

Designated Intermediaries shall submit Application Forms to SCSBs and shall not submit it to any non-SCSB bank or any escrow bank.

An Applicant shall submit a completed Application Form to any of the Designated Intermediaries which include: (i) an SCSB, with whom the bank account to be blocked, is maintained; (ii) a syndicate member (or sub-syndicate member); (iii) a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity); (iv) a depository participant (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 (whose name is mentioned on the website of the stock exchange as eligible for this activity).

The Designated Intermediaries shall, at the time of receipt of Application, give an acknowledgement to Applicant, by giving the counter foil or specifying the Application number to the Applicant, as a proof of having accepted the Application Form, in physical or electronic mode, respectively.

(i) For Applications submitted by Applicants 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 and may begin blocking funds available in the bank account specified in the form, to the extent of the Application money specified.

(ii) For applications submitted by investors to other Designated Intermediaries: After accepting the Application Form, respective Designated Intermediary shall capture and upload the relevant details in the electronic bidding system of Stock Exchange.

Stock Exchange shall validate the electronic Application details with depository's records for DP ID, Client ID and PAN, by the end of each day and bring the inconsistencies to the notice of Designated Intermediaries concerned, for rectification and re-submission within the time specified by Stock Exchange. Stock Exchange shall allow modification of selected fields in the Application details already uploaded on a daily basis.

Syndicate Member/SCSB to note that stamp of Broker/SCSB/DP/RTA Branch shall be done only after Application has been uploaded

Who can Apply?

In addition to the category of Applicants set forth under "- *General Information Document for Investing in Public Issues - Category of Investors Eligible to Participate in an Issue*", the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- Scientific and/or industrial research organisations authorised in India to invest in the Equity Shares; and
- Any other persons eligible to apply in this Issue under the laws, rules, regulations, guidelines and policies applicable to them.

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.

Option to subscribe in the Issue

a. As per Section 29 of the Companies Act, 2013, allotment of Equity Shares will in dematerialized form only.

b. The equity shares, on allotment, shall be traded on Stock Exchange in demat segment only.

c. A single application from any investor shall not exceed the investment limit/minimum number of specified securities that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

Participation by Associates of Lead Manager

Except for the Underwriting Obligations, the Lead Manager shall not be allowed to subscribe to this Issue in any manner. However, associates and affiliates of the Lead Manager may subscribe to or purchase Equity Shares in the Issue, where the allocation is on a proportionate basis.

Application by Indian Public Including Eligible NRI's

Application must be made only in the names of Individuals, Limited Companies or Statutory Corporations/ Institutions and not in the names of Minors (except through their Legal Guardians), Foreign Nationals, Non Residents (except for those applying on non-repatriation), Trusts (unless the Trust is registered under the Societies Registration Act, 1860 or any other applicable Trust laws and is authorized under its constitution to hold shares and debentures in a Company), Hindu Undivided Families, Partnership firms or their nominees. In case of HUFs application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of securities exceeding the number of securities offered to the public.

Eligible NRIs may obtain copies of Application Form from the Designated Intermediaries. Eligible NRI Applicants make application on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External ("**NRE**") accounts, or Foreign Currency Non- Resident ("**FCNR**") ASBA Accounts, and eligible NRI Applicants make application on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary ("**NRO**") accounts for the full Application Amount, at the time of the submission of the Application Form.

Eligible NRIs Applicants make applications on non-repatriation basis are advised to use the Application Form for residents (white in colour).

Eligible NRIs Applicants make applications on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour).

Applications by Mutual Funds

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, the Company reserve the right to reject any Application without assigning any reason therefor. Applications made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Applications are made.

In case of a Mutual Fund, a separate Application may be made in respect of each scheme of a Mutual Fund registered with the SEBI and such Applications in respect of more than one scheme of a Mutual Fund will not be treated as multiple Applications, provided that such Applications clearly indicate the scheme for which the Application is submitted.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific scheme. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Applications by FPI (including FIIs and QFIs)

On January 7, 2014, the SEBI notified the Securities and Exchange Board of India (Foreign Portfolio Investor) Regulations 2014 ("**SEBI FPI Regulations**") pursuant to which the existing classes of portfolio investors namely, 'foreign institutional investors' and 'qualified foreign investors' will be subsumed under a new category namely, 'foreign portfolio investors' or 'FPIs'. On March 13, 2014, the RBI amended FEMA 20 and specified conditions and requirements with respect to investment by FPIs in Indian companies.

In terms of the SEBI FPI Regulations, an FII which holds a valid certificate of registration from SEBI shall be deemed to be a registered FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. Accordingly, such FIIs can participate in the Issue in accordance with Schedule 2 of the FEMA Regulations. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) is not permitted to exceed 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectorial cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III Foreign Portfolio Investors and unregulated broad based funds, which are classified as Category II Foreign Portfolio Investors by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only if (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by, or on behalf of, it to any persons that are not regulated by an appropriate foreign regulatory authority.

Applications by SEBI registered Venture Capital Funds, AIFs and Foreign Venture Capital Investors

The Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as amended, (the "**SEBI VCF Regulations**") and the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended, among other things prescribe the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 (the "**SEBI AIF Regulations**") prescribe, amongst others, the investment restrictions on AIFs.

Accordingly, the holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the investible funds in one investee company. A category III AIF cannot invest more than 10% of the investible funds in one investee company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its investible funds 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 AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after notification of the SEBI AIF 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 this, our Company reserves the right to reject any Application without assigning any reason therefor.

Applications by banking companies

In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company reserves the right to reject any Application without assigning any reason therefor.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949 (the "**Banking Regulation Act**"), and Master Circular – Para-banking Activities dated July 1, 2015 is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the investment in a non-financial services company by a banking company together with its subsidiaries, associates, joint ventures, entities directly or indirectly controlled by the bank and mutual funds managed by asset management companies controlled by the banking company cannot exceed 20% of the investee company's paid-up share capital. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

Applications by insurance companies

In case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason therefor.

The exposure norms for insurers applicable to investment in equity shares, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000 ("**IRDA Investment Regulations**"), as amended, are: (a) equity shares of a company: the lower of 10% of the outstanding Equity Shares (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: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and; (c) the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under points (a), (b) and (c) above, as the case may be. Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDA from time to time

Applications by provident funds/pension funds

In case of Applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of Rs.2, 500 lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application, without assigning any reason thereof.

Applications by SCSBs

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for ASBA applications.

In accordance with RBI regulations, OCBs cannot participate in the Issue.

Application under Power of Attorney

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, 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, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

In addition to the above, certain additional documents are required to be submitted by the following entities:

(a). With respect to applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along 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 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, our 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, our Company reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.

Our 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 our Company , the lead manager may deem fit.

Our 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 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 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.

Maximum and Minimum Application Size

(a) For Retail Individual Applicants

The Application must be for a minimum of 1,200 Equity Shares and in multiples of 1,200 Equity Share thereafter, 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. 200,000 and in multiples of 1,200 Equity Shares thereafter. An Application cannot be submitted for

more than the Issue size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB or Non Institution Applicant cannot withdraw or lower its Application at any stage of Issue.

In case of revision in Applications, the Non Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 2,00,000 for being considered for allocation in the Non Institutional Portion.

Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.

Information for the Applicants:

a) Our Company will file the Prospectus with the RoC at least 3 (three) days before the Issue Opening Date.
b) The LM will circulate copies of the Prospectus along with the Application Form to potential investors.
c) Any investor (who is eligible to invest in our Equity Shares) who would like to obtain the Prospectus and/ or the Application Form can obtain the same from our Registered Office or from the registered office of the LM.
d) Applicants who are interested in subscribing for the Equity Shares should approach the LM 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.

Instructions for Completing the Application Form

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Application Forms should bear the stamp and acknowledge by the Designated Intermediary.

Applicant's Depository Account and Bank Details

Please note that, providing bank account details in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allocation Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue. By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

Procedure and Time Schedule for Allotment of Equity Shares

The Issue will be conducted through the "Fixed Price Method" pursuant to which the Designated Intermediary will accept Applications for the Equity Shares during the Issue Period. The Issue Period will commence on Tuesday, November 14, 2017 and expire on Thursday, November 16, 2017. Following the expiration of the Issue Period, our Company, in consultation with the Lead Manager, will determine the basis of allotment and entitlement to allotment based on the applications received and subject to the confirmation by the Stock Exchanges. Successful Applicants will be provided with a confirmation of their allocation for the Equity Shares within a prescribed time. The SEBI (ICDR) Regulations, 2009 require our Company to complete the allotment to successful Applicants within 4 days of the expiration of the Issue Period. The Equity Shares will then be credited and allotted to the investors demat accounts maintained with the relevant depository participant. Upon approval by the Stock Exchanges, the Equity Shares will be listed and trading will commence.

Payment Instructions

All Applicants are required to use the ASBA facility to make payment.

Basis of Allotment

Allotment will be made in consultation with National Stock Exchange of India Limited (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 1,200 equity shares the allotment will be made as follows:
   a) Each successful applicant shall be allotted 1,200 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 1,200 equity shares, the number in excess of the multiple of 1,200 would be rounded off to the nearest multiple of 1,200 subject to minimum allotment of 1,200 Equity Share.

5. If the shares allotted on a proportionate basis to any category is more than the shares allotted to the applicants in that category, the balance available shares for allocation shall be first adjusted against any category, where the allotted shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of shares. If as a result of the process of rounding off to the lower nearest multiple of 1,200 equity shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the offer specified under the Capital Structure mentioned in this Prospectus.

6. The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual applicants as described below:

a) A minimum of 50% of the net offer of shares to the Public shall initially be made available for allotment to retail individual investors as the case may be.
b) The balance net offer of shares to the public shall be made available for allotment to a) individual applicants other than retails individual investors and b) other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
c) The unsubscribed portion of the net offer to any one of the categories specified in (a) or (b) shall/may be made available for allocation to applicants in the other category, if so required.

As per Regulation 43 (4) of SEBI (ICDR) Regulations, 2009 as amended, if the retail individual investor category is entitled to more than fifty per cent on proportionate basis, the retail individual investors shall be allocated that higher percentage.

'Retail Individual Investor' means an investor who applies for shares of value of not more than Rs. 2,00,000/- Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with National Stock Exchange of India Limited.

The Executive Director / Managing Director of National Stock Exchange of India Limited - the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2009.

As per the RBI regulations, OCBs are not permitted to participate in the Issue.

There is no reservation for Non Residents, NRIs, FIIs and foreign venture capital funds and all Non Residents, NRI, FII and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.

Terms of Payment / Payment Instructions

The entire Issue price of Rs. 108/- per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants.

- All Applicants are required to make use ASBA for applying in the Issue
- Application Amount cannot be paid in cash, through money order, cheque or through postal order or through stock invest.
- Applicants may submit the Application Form in physical mode to the Designated Intermediaries.
- Applicants must specify the Bank Account number in the Application Form. The Application Form submitted by an Applicant and which is accompanied by cash, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, will not be accepted.
- Applicants should ensure that the Application Form is also signed by the ASBA Account holder(s) if the Applicant is not the ASBA Account holder;
- Applicants shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.
- From one ASBA Account, a maximum of five Applications can be submitted.
- Applicants applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.
- Upon receipt of the Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.
- If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form and may upload the details on the Stock Exchange Platform.
- If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Applications on the Stock Exchange platform and such Applications are liable to be rejected.
- Upon submission of a completed Application Form each Applicant may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs.
- The Application Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.
- SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB; else their Applications are liable to be rejected.

Unblocking of ASBA Account

a. Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Application, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected Applications, if any, along with reasons for rejection and details of withdrawn or unsuccessful Applications, if any, to enable the SCSBs to unblock the respective bank accounts.

b. On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful Application to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.

c. In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Issue may give instructions to the SCSB to unblock the Application Amount in the relevant ASBA Account within six Working Days of the Issue Closing Date

Electronic Registration of Applications

1. The Designated Intermediary will register the Applications using the on-line facilities of the Stock Exchange. There will be at least one on-line connectivity facility in each city, where a stock exchange is located in India and where Applications are being accepted. The Lead Manager, our Company and the Registrar are not responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the Applications accepted by the Designated Intermediary, (ii) the Applications uploaded by the Designated Intermediary, (iii) the Applications accepted but not uploaded by the Designated Intermediary or (iv) Applications accepted and uploaded without blocking funds.

2. The Designated Intermediary shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the Applications accepted by the Designated Intermediary, (ii) the Applications uploaded by the Designated Intermediary, (iii) the Applications accepted but not uploaded by the Designated Intermediary and (iv) Applications accepted and uploaded without blocking funds. It shall be presumed that for Applications uploaded by the Designated Intermediary, the full Application Amount has been blocked.

3. In case of apparent data entry error either by the Designated Intermediary in entering the Application Form number in their respective schedules other things remaining unchanged, the Application Form may be considered as valid and such exceptions may be recorded in minutes of the meeting submitted to Stock Exchange.

4. The Designated Intermediary will undertake modification of selected fields in the Application details already uploaded within before 1.00 p.m. of the next Working Day from the Issue Closing Date.

5. The Stock Exchange will offer an electronic facility for registering Applications for the Issue. This facility will be available with the Designated Intermediary and their authorized agents during the Issue Period. The Designated Branches or the Agents of the Designated Intermediary can also set up facilities for off-line electronic registration of Applications subject to the condition that they will subsequently upload the off-line data file into the on-line facilities on a regular basis. On the Issue Closing Date, the Designated Intermediary shall upload the Applications till such time as may be permitted by the Stock Exchange. This information will be available with the Lead Manager on a regular basis. Applicants are cautioned that a high inflow of high volumes on the last day of the Issue Period may lead to some Applications received on the last day not being uploaded and such Applications will not be considered for allocation.

6. At the time of registering each Application submitted by an Applicant, Designated Intermediary shall enter the following details of the investor in the on-line system, as applicable:

   - Name of the Applicant;
   - IPO Name;
   - Application Form number;
   - Investor Category;
   - PAN (of First Applicant, if more than one Applicant);
   - DP ID of the demat account of the Applicant;
   - Client Identification Number of the demat account of the Applicant;
   - Numbers of Equity Shares Applied for;
   - Location of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
   - Bank account number

In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic Application Form number which shall be system generated.

7. The Designated intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively. The registration of the Application by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.

8. Such acknowledgement will be non-negotiable and by itself will not create any obligation of any kind.

9. In case of QIB Applicants, the Lead Manager has the right to accept the Application or reject it. However, the rejection should be made at the time of receiving the Application and only after assigning a reason for such rejection in writing. In case on Non-Institutional Applicants and Retail Individual Applicants, Applications would be rejected on the technical grounds.

10. The permission given by the Stock Exchange to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Lead Manager are cleared or approved by the Stock Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our Company, our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchange.

11. Only Applications that are uploaded on the online IPO system of the Stock Exchange shall be considered for allocation/Allotment. The Designated Intermediary will be given time till 1.00 p.m. on the next working day after the Issue Closing Date to verify the PAN, DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar will receive this data from the Stock Exchange and will validate the electronic Application details with depository's records. In case no corresponding record is available with depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such Applications are liable to be rejected.

General Instructions

***Do's*:**

- Check if you are eligible to apply as per the terms of the Prospectus and under applicable law rules, regulations, guidelines and approvals;
- Ensure that you have Applied at the Issue Price;
- All Applicants should submit their Applications through the ASBA process only;
- Read all the instructions carefully and complete the Application Form in the prescribed form;
- Ensure that the details about the PAN, DP ID and Client ID are correct and the Applicant's depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;
- Ensure that the Application Form is signed by the account holder in case the Applicant is not the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
- With respect to Applications by SCSBs, ensure that you have a separate account in your own name with any other SCSB having clear demarcated funds for applying under the ASBA process and that such separate account (with any other SCSB) is used as the ASBA Account with respect to your Application;
- Ensure that you request for and receive an acknowledgement of the Application from the concerned Designated Intermediary, for the submission of your Application Form;
- Ensure that you have funds equal to the Application Amount in the ASBA 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, the Registered Broker (at the Broker Centres) the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
- Instruct your respective banks to not release the funds blocked in the ASBA Account for any other purpose;
- Submit revised Application to such Designated Intermediary through whom the original Application was placed and obtain a revised acknowledgement;

- Except for Applications (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the 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 the 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 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. All other applications in which PAN is not mentioned will be rejected;
- Ensure that the Demographic Details (as defined below) are updated, true and correct in all respects;
- Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
- Ensure that the signature of the First Applicant, in case of joint Application, is included in the Application Forms;
- Ensure that the name(s) given in the Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Application, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names;
- Ensure that the category and sub-category is indicated;
- Ensure that in case of Application under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
- Ensure that Application submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
- Applicants should note that in case the DP ID, Client ID and the PAN mentioned in their Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Applications are liable to be rejected. Where the Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;
- Ensure that you tick the correct investor category, as applicable, in the Application Form to ensure proper upload of your Application in the online IPO system of the Stock Exchange;
- Ensure that the Application Form is delivered within the time prescribed as per the Application Form and the Prospectus;
- Ensure that you have mentioned the correct ASBA Account number in the Application Form;
- Ensure that the entire Application Amount is paid at the time of submission of the Application or in relation to the ASBA Applications, 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 equivalent to the Application Amount mentioned in the Application Form;
- Ensure that you receive an acknowledgement from the Designated Branch of the SCSB, for the submission of your Application Form.
- Ensure that while Applications submitted by companies, other corporates, trusts, *etc*., under powers of attorney, the relevant documents, including a copy of the power of attorney, are submitted along with the Application. The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with;

Dont's:

- Do not Apply for lower than the minimum Application size;
- Do not Apply /revise Application Amount to less than or higher than the Issue Price;
- Do not Apply on another Application Form after you have submitted an Application to the Lead Manager, the SCSBs or the Registered Brokers, as applicable;
- Do not pay the Application Amount in cash or cheque or by money order or by postal order or by stock invest;
- The payment of the Application Amount in any mode other than blocked amounts in the bank account maintained with an SCSB shall not be accepted;
- Do not send Application Forms by post; instead submit the same to the Designated Intermediaries only;

- Do not Apply for an Application Amount exceeding Rs.200,000 if you are applying under the Retail category;
- 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 the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Prospectus;
- Do not submit the General Index Register number instead of the PAN;
- Do not instruct your respective banks to release the funds blocked in the ASBA Account for any other purpose;
- Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
- Do not submit Applications on plain paper or on incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicant;
- Do not submit an Application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
- Do not Apply if you are not competent to contract under the Indian Contract Act, 1872, as amended (other than minors having valid depository accounts as per Demographic Details provided by the Depositories);
- Do not withdraw your Application or lower the size of your Application (in terms of quantity of the Equity Shares or the Application Amount) at any stage, if you are a QIB or a Non-Institutional Investor;
- Do not submit more than five Application Forms per ASBA Account;

The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

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) for the total number of Equity Shares required. 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 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 our absolute discretion, all or any multiple Applications in any or all categories.

Permanent Account Number or PAN

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number **("PAN")** to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. **Applications without this information will be considered incomplete and are liable to be rejected.** It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

Right to Reject Applications

In case of QIB Applicants, the Company in consultation with the LM 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.

Grounds of Rejections

Application Form can be rejected on the below mentioned technical grounds either at the time of their submission to any of the Designated Intermediaries, or at the time of finalisation of the Basis of Allotment. Applicants are advised to note that the Applications are liable to be rejected, *inter-alia*, on the following grounds, which have been detailed at various placed in this GID:-

- Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);
- Applications by OCBs;
- In case of partnership firms, Application for Equity Shares made in the name of the firm. However, a limited liability partnership can apply in its own name;
- In case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents not being submitted along with the Application Form;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by any person outside India if not in compliance with applicable foreign and Indian laws;
- PAN not mentioned in the Application Form, except for Applications by or on behalf of the Central or State Government and officials appointed by the court and by the investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participant;
- In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;
- Applications for lower number of Equity Shares than the minimum specified for that category of investors;
- The amounts mentioned in the Application Form does not tally with the amount payable for the value of the Equity Shares Applied for;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Submission of more than five Application Form as through a single ASBA Account;
- Applications for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the Prospectus;
- Multiple Applications as defined in this GID and the Prospectus;

- Application Forms are not delivered by the Applicants within the time prescribed as per the Application Form, Issue Opening Date advertisement and as per the instructions in the Prospectus and the Application Forms;
- Inadequate funds in the bank account to block the Application Amount specified in the Application Form at the time of blocking such Application Amount in the bank account;
- Where no confirmation is received from SCSB for blocking of funds;
- Applications by Applicants not submitted through ASBA process;
- Applications not uploaded on the terminals of the Stock Exchange; and
- Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Application Form.

Applicants Should Note that in Case the PAN, the DP ID and client ID mentioned in the application form and entered into the electronic application system of the stock exchanges do not match with PAN, the DP ID and client ID available in the depository database, the application form is liable to be rejected.

Impersonation

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who –

a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or

b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447."

The liability prescribed under Section 447 of the Companies Act, 2013, includes imprisonment for a term of not less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

Signing of Underwriting Agreement

Vide an Underwriting Agreement dated August 10, 2017 this issue is 100% Underwritten.

Filing of the Prospectus with the ROC

The Company will file a copy of the Prospectus with the ROC in terms of 26 of the Companies Act, 2013.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, 2013 the Company shall, after registering the Prospectus with the ROC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the Issue Price.

Issuance of a Confirmation of Allocation Note ("CAN")

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the Lead Manager or Registrar to the Issue shall send to the Brokers a list of their Applicants who have been allocated Equity Shares in the Issue.

2. The Registrar will then dispatch a CAN to their Applicants who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Applicant.

Designated Date and Allotment of Equity Shares

(a) **Designated Date:** On the Designated Date, the SCSBs shall transfer the funds represented by allocation of Equity Shares into the Public Issue Account with the Bankers to the Issue.

(b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Applicants are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.

(c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.

(d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) credit of shares to the successful Applicants Depository Account will be completed within six Working Days of the Issue Closing Date. The Issuer also ensures the credit of shares to the successful Applicant's depository account is completed within five Working Days from the Issue Close Date.

Disposal of Applications and Application Moneys and Interest in Case of Delay

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within two working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at Emerge Platform of National Stock Exchange of India Limited where the Equity Shares are proposed to be listed are taken within 6 working days of closure of the issue.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1) Allotment of Equity Shares shall be made within 3 (three) working days of the Issue Closing Date;
2) Giving of Instructions for refund by unblocking of amount via ASBA not later than 4(four) working days of the Issue Closing Date, would be ensured; and
3) If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. 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.

Undertakings by our Company

Our Company undertakes the following:

(i) if our Company does not proceed with the Issue after the Issue Closing Date the reason thereof shall be given as a public notice to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. The Stock Exchange on which the Equity Shares are proposed to be listed shall also be informed promptly.

(ii) If our Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the Stock Exchange(s)/RoC/SEBI, in the event our Company subsequently decide to proceed with the Issue.

(iii) That the complaints received in respect of the Issue shall be attended to by our Company expeditiously

and satisfactorily;

(iv) all steps for completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed are taken within six Working Days of the Issue Closing Date;

(v) Allotment will be made or the Application money will be refunded within six Working Days from the Issue Closing Date or such lesser time as specified by SEBI or the application money will be refunded to the Applicants forthwith, failing which interest will be due to be paid to the Applicants at the rate of 15% per annum for the delayed period.

(vi) Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the Applicant within six Working Days from the Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund.

(vii) That funds required for making refunds to unsuccessful Applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;

(viii) That no further issue of Equity Shares shall be made until the Equity Shares offered through the Prospectus are listed or until the Application monies are refunded on account of non-listing, under-subscription etc.;

(ix) Adequate arrangements shall be made to collect all Application Forms from the Applicants;

(x) That the certificates of the securities/refund orders to Eligible NRIs shall be dispatched within specified time; and

(xi) Our Company shall not have recourse to the proceeds from the Issue until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

Utilization of Issue Proceeds

Our Board certifies that:

(i) all monies received from the Issue shall be transferred to separate bank account other than the bank account referred to in sub-section (3) of section 40 of the Companies Act, 2013;

(ii) details of all monies utilised out of the Issue referred to in sub item (i) shall be disclosed and continue to be disclosed until the time any part of the Issue proceeds remains unutilised, under an appropriate separate head in the balance-sheet of the Issuer indicating the purpose for which such monies had been utilised; and

(iii) details of all unutilised monies out of the Issue referred to in sub-item (i) shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilised monies have been invested.

(iv) Our Company shall comply with the requirements of the SEBI (LODR) Regulations in relation to the disclosure and monitoring of the utilisation of the proceeds of the Issue.

Our Company declare that all monies received out of the Public 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.

Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

Withdrawal of the Issue

Our Company in consultation with the LM reserves the right not to proceed with the Issue at anytime, including after the Issue Closing Date but before the Board meeting for Allotment, without assigning any reason. 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 case, the Company wishes to withdraw the Issue after Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated

national newspapers (one each in English and Hindi) and one in regional newspaper. The Stock Exchanges where the Equity Shares are proposed to be listed shall also be informed promptly.

If the Company withdraws the Issue after the Application Closing Date, the Company will be required to file a fresh Offer Document with the Stock Exchange.

Equity Shares in Dematerialised Form with NSDL or CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

(a) Agreement dated August 29, 2017 between NSDL, the Company and the Registrar to the Issue;
(b) Agreement dated August 08, 2017 between CDSL, the Company and the Registrar to the Issue;

The Company's shares bear an ISIN No. INE188Y01015.

- An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.
- 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.
- Allotment to a successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.
- 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.
- 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.
- The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis à vis those with his or her Depository Participant.
- Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed have electronic connectivity with CDSL and NSDL.
- The trading of the Equity Shares of the Company would be in dematerialized form only for all investors.

Communications

All future communications in connection with the 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 designated intermediaries 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.

PART B

General Information Document for Investing in Public Issues

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, 2013 (to the extent notified and in effect), the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon the notification of the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read this Prospectus before investing in the Issue.

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken inter-alia through Fixed Price Issues. The purpose of the "General Information Document for Investing in Public Issues" is to provide general guidance to potential Applicants in IPOs, on the processes and procedures governing IPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations, 2009").

Applicants should note that investment in equity and equity related securities involves risk and Applicant should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Issue and the relevant information about the Issuer undertaking the Issue; are set out in the Prospectus filed by the Issuer with the Registrar of Companies ("RoC"). Applicants should carefully read the entire Prospectus and the Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Issue. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the Prospectus, the disclosures in the Prospectus shall prevail. The Prospectus of the Issuer is available on the websites of Stock Exchange, on the website of the LM to the Issue and on the website of Securities and Exchange Board of India at www.sebi.gov.in.

For the definitions of capitalized terms and abbreviations used herein Applicants may refer to the section "Glossary and Abbreviations".

SECTION 2: BRIEF INTRODUCTION TO IPOs ON SME EXCHANGE

2.1 Initial Public Offer (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is *inter-alia* required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations, 2009, if applicable. For details of compliance with the eligibility requirements by the Issuer, Applicants may refer to the Prospectus

The Issuer may also undertake IPO under of chapter XB of the SEBI (ICDR) Regulations, wherein as per,

- Regulation 106M (1): An issuer whose post-issue face value capital does not exceed ten crores rupees shall issue its specified securities in accordance with provisions of this Chapter.

- Regulation 106M (2): An issuer, whose post issue face value capital, is more than ten crores rupees and up to twenty five crores rupees, may also issue specified securities in accordance with provisions of this Chapter.

The present Issue is being made under Regulation 106M (1) of Chapter XB of SEBI (ICDR) Regulations.

2.2 Other Eligibility Requirements

In addition to the eligibility requirements specified in paragraphs 2.1, an Issuer proposing to undertake an IPO or an FPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, 2009, the Companies Act, 2013 and the Companies Act, 1956 to the extent applicable (the "Companies Act"), The Securities Contracts (Regulation) Rules, 1957 (the "SCRR"), industry- specific regulations, if any, and other applicable laws for the time being in force.

Following are the eligibility requirements for making an SME IPO under Regulation 106M (1) of Chapter XB of SEBI (ICDR) Regulation:

(p) In accordance with regulation 106(P) of the SEBI (ICDR) Regulations, Issue has to be 100% underwritten and the LM has to underwrite at least 15% of the total issue size.

(q) In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, total number of proposed allottees in the Issue shall be greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date the company becomes liable to repay it, than the Company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under section 40 of the Companies Act, 2013

(r) In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, Company is not required to file any Offer Document with SEBI nor has SEBI issued any observations on the Offer Document. The Lead Manager shall submit the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.

(s) In accordance with Regulation 106(V) of the SEBI ICDR Regulations, the LM has to ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the Issue.

(t) Our Company was originally incorporated as Vertoz Media Private Limited on February 13, 2012 with the Registrar of Companies, Maharashtra, Mumbai as a private limited company under the provisions of the Companies Act, 1956. Subsequently our Company was converted into public limited Company pursuant to shareholders resolution passed at the Extra-Ordinary General Meeting held on May 22, 2017 and the name of our Company was changed to Vertoz Media Limited. A fresh certificate of incorporation consequent upon conversion to public limited Company was issued by the Registrar of Companies, Mumbai on June 09, 2017. The name of our Company was changed to Vertoz Advertising Limited and a Fresh Certificate of Incorporation consequent upon change of name was issued by the Registrar of Companies, Mumbai on July 07, 2017.

(u) The Post Offer paid up capital of the company will be 59,85,000 shares of face value of Rs.10/- aggregating to Rs.5.98 Crore which is less than Rs. 25 Crore.

(v) The Company confirms that it has track record of more than 3 years.

(w) The Company confirms that it has positive cash accruals (earnings before depreciation and tax) from operations
for atleast 2 financial years preceding the application and its net-worth as on June 30, 2017 is positive.

(x) Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).

(y) There is no winding up petition against the Company, which has been admitted by the court or a liquidator has not been appointed.

(z) There has been no change in the Promoter(s) of the Company in the preceding one year from date of filing application to National Stock Exchange of India Limited for listing on SME segment.

(aa) Our Company has entered into the tripartite agreement with CDSL NSDL along with our Registrar for facilitating trading in dematerialised mode.

(bb) We have a website: www.vertoz.com

(cc) No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the company.

(dd) Our Company confirms that there is no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoters, Group Companies, companies promoted by the
promoters of the company.

Issuer shall also comply with all the other requirements as laid down for such an Issue under Chapter XB of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to this Issue.

Thus Company is eligible for the Issue in accordance with regulation 106M (1) and other provisions of chapter XB of the SEBI (ICDR) Regulations as the post issue face value capital does not exceed Rs. 10.00 crores. Company also complies with the eligibility conditions laid by the Emerge Platform of National Stock Exchange of India Limited for listing of our Equity Shares.

2.3 Types of Public Issues – Fixed Price Issues and Book Built Issues

In accordance with the provisions of the SEBI ICDR Regulations, 2009, an Issuer can either determine the Issue Price through the Book Building Process ("**Book Built Issue**") or undertake a Fixed Price Issue ("**Fixed Price Issue**"). An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-issue advertisement was given at least five Working Days before the Issue Opening Date, in case of an IPO and at least one Working Day before the Issue Opening Date, in case of an FPO.

The Floor Price or the Issue price cannot be lesser than the face value of the securities.

Applicants should refer to the Prospectus or Issue advertisements to check whether the Issue is a Book Built Issue or a Fixed Price Issue.

2.4 Issue Period

The Issue may be kept open for a minimum of three Working Days (for all category of Applicants) and not more than ten Working Days. Applicants are advised to refer to the Application Form and Abridged Prospectus or Prospectus for details of the Issue Period. Details of Issue Period are also available on the website of Stock Exchange(s).

2.5 Migration To Main Board

SME Issuer may migrate to the Main Board of Stock Exchange from the SME Exchange at a later date subject to the following:

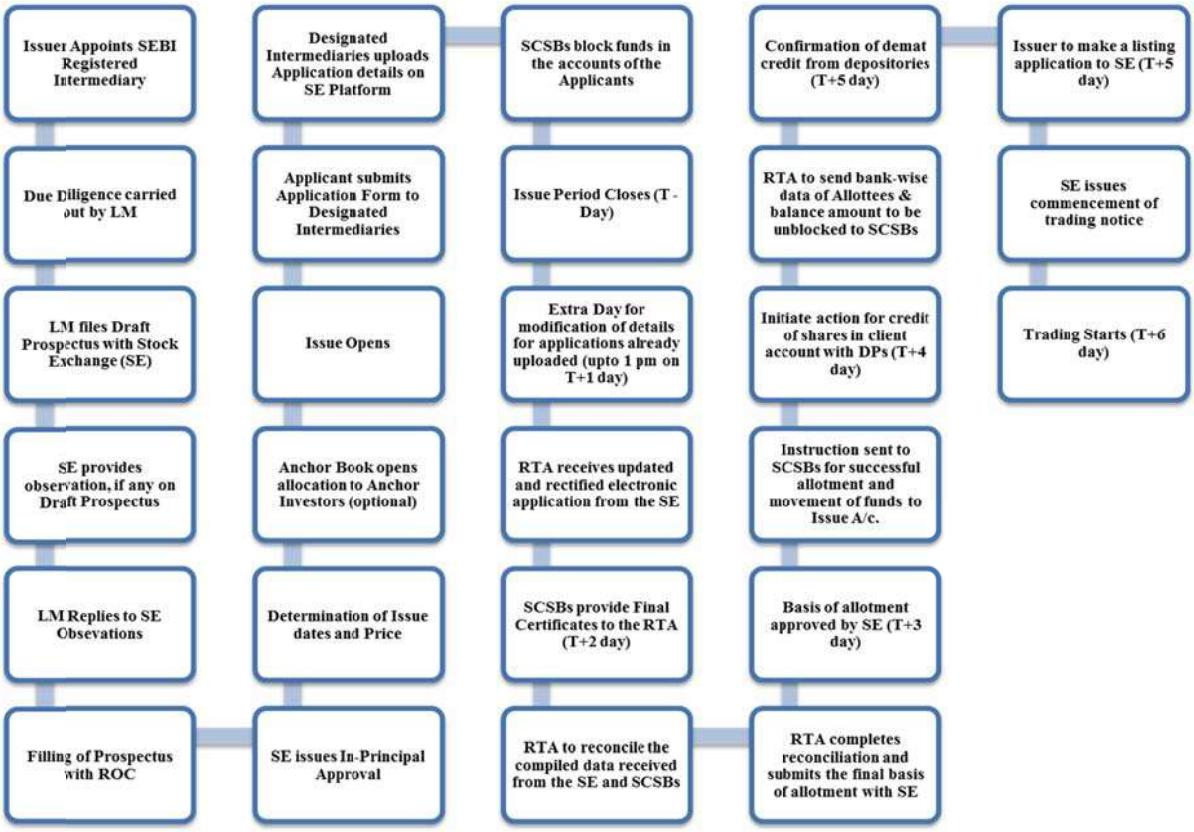
(a) If the Paid up Capital of the Company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), the Company shall apply to Stock Exchange for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

(b) If the Paid up Capital of the company is more than 10 crores and upto Rs. 25 crores, the Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

2.6 Flowchart Of Timelines

A flow chart of process flow in Fixed Price and Book Built Issues is as follows.



SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

Each Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.

Subject to the above, an illustrative list of Applicants is as follows:

- Indian nationals resident in India who are not incompetent to contract in single or joint names (not more than three) or in the names of minors as natural/legal guardian;
- 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;
- 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;
- Mutual Funds registered with SEBI;
- 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;
- 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);
- FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;
- Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- State Industrial Development Corporations;
- 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;
- Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- Insurance Companies registered with IRDA;
- Provident Funds and Pension Funds with minimum corpus of Rs. 2,500 Lakhs and who are authorized under their constitution to hold and invest in equity shares;
- Multilateral and Bilateral Development Financial Institutions;
- National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- Insurance funds set up and managed by army, navy or air force of the Union of India or by Department of Posts, India;
- Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws.

As per the existing regulations, OCBs cannot participate in this Issue

SECTION 4: APPLYING IN THE ISSUE

Fixed Price Issue: Applicants should only use the specified Application Form bearing the stamp of an SCSB as available or downloaded from the websites of the Stock Exchange. Application Forms are available with the Designated Branches of the SCSBs and at the Registered Office of the Issuer. For further details, regarding availability of Application Forms, Applicants may refer to the Prospectus.

Applicants should ensure that they apply in the appropriate category. The prescribed colour of the Application Form for various categories of Applicants is as follows:

Category	Colour of the Application Form
Resident Indian, Eligible NRIs applying on a non-repatriation basis	White
NRIs, FVCIs, FIIs, their Sub-Accounts (other than Sub-Accounts which are foreign corporate(s) or foreign individuals applying under the QIB), FPIs, QFIs, on a repatriation basis	Blue

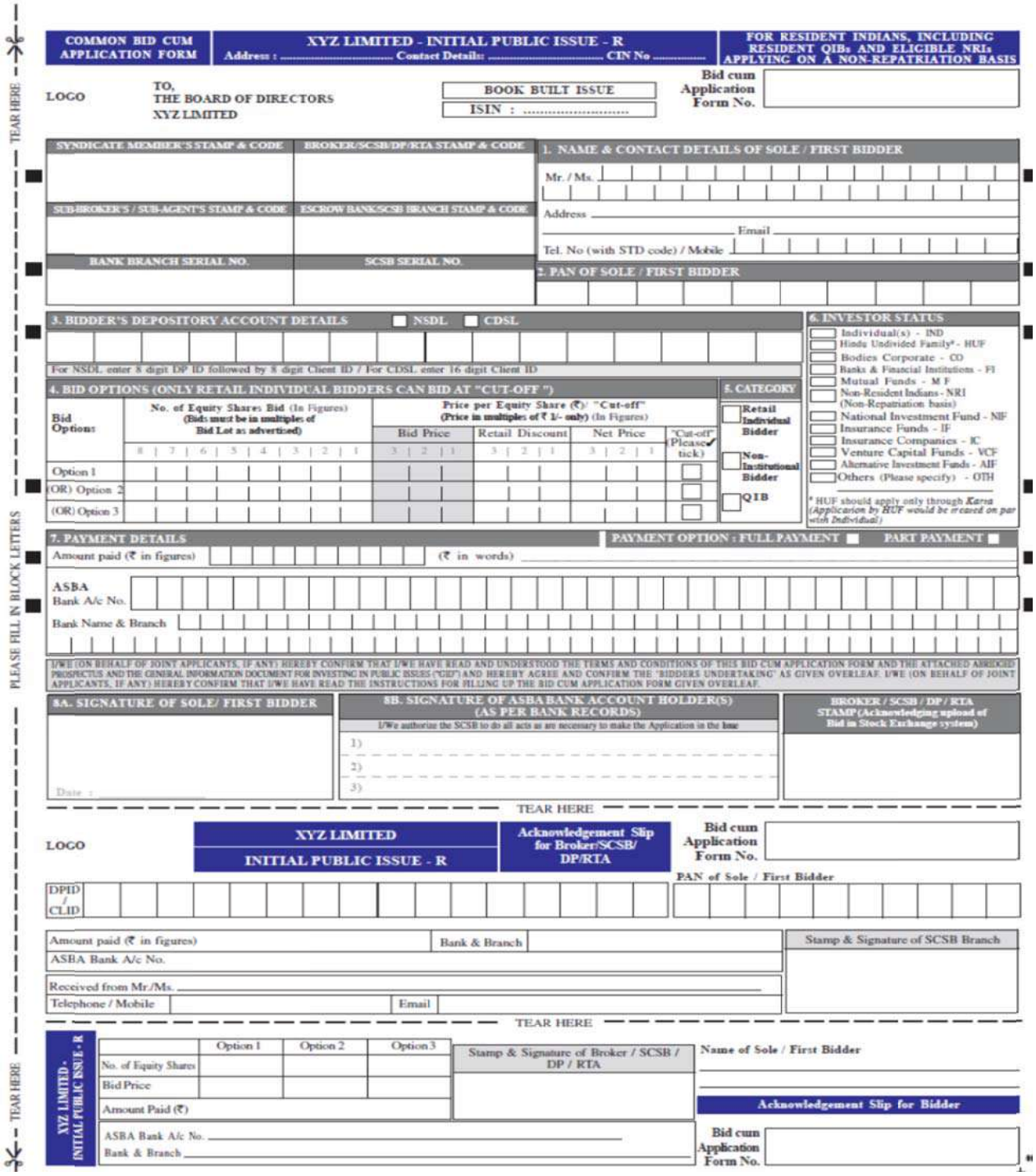
Securities Issued in an IPO can only be in dematerialized form in compliance with Section 29 of the Companies

Act, 2013. Applicants will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities rematerialised subsequent to allotment.

4.1 INSTRUCTIONS FOR FILING THE APPLICATION (FIXED PRICE ISSUE) FORM

Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the Prospectus and the Application Form are liable to be rejected.

Instructions to fill each field of the Application Form can be found on the reverse side of the Application Form. Specific instructions for filling various fields of the Resident Application Form and Non-Resident Application Form and samples are provided below. The samples of the Application Form for resident Applicants and the Application Form for non-resident Applicants are reproduced below:



COMMON BID CUM APPLICATION FORM

XYZ LIMITED - INITIAL PUBLIC ISSUE - R
Address : ..... Contact Details: ..... CIN No .....

FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE
ISIN : .....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE | BROKER/SCSB/DP/RTA STAMP & CODE
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE | ESCROW BANK/SCSB BRANCH STAMP & CODE
BANK BRANCH SERIAL NO. | SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER
Mr. / Ms.
Address
Email
Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL
For NSDL: enter 8 digit DP ID followed by 8 digit Client ID / For CDSL: enter 16 digit Client ID

4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			
		Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓ tick)
Option 1					
(OR) Option 2					
(OR) Option 3					

5. CATEGORY
☐ Retail Individual Bidder
☐ Non-Institutional Bidder
☐ QIB

6. INVESTOR STATUS
☐ Individual(s) - IND
☐ Hindu Undivided Family* - HUF
☐ Bodies Corporate - CO
☐ Banks & Financial Institutions - FI
☐ Mutual Funds - MF
☐ Non-Resident Indians - NRI (Non-Repatriation basis)
☐ National Investment Fund - NIF
☐ Insurance Funds - IF
☐ Insurance Companies - IC
☐ Venture Capital Funds - VCF
☐ Alternative Investment Funds - AIF
☐ Others (Please specify) - OTH
* HUF should apply only through Karta (Application by HUF would be treated on par with Individual)

7. PAYMENT DETAILS
PAYMENT OPTION : FULL PAYMENT ☐ PART PAYMENT ☐
Amount paid (₹ in figures) (₹ in words)
ASBA Bank A/c No.
Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE/ FIRST BIDDER
Date :

8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)
I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue
1)
2)
3)

BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)

TEAR HERE

LOGO

XYZ LIMITED
INITIAL PUBLIC ISSUE - R

Acknowledgement Slip for Broker/SCSB/ DP/RTA

Bid cum Application Form No.

DPID / CLID | PAN of Sole / First Bidder

Amount paid (₹ in figures) | Bank & Branch | Stamp & Signature of SCSB Branch
ASBA Bank A/c No.
Received from Mr./Ms.
Telephone / Mobile | Email

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Paid (₹)			

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

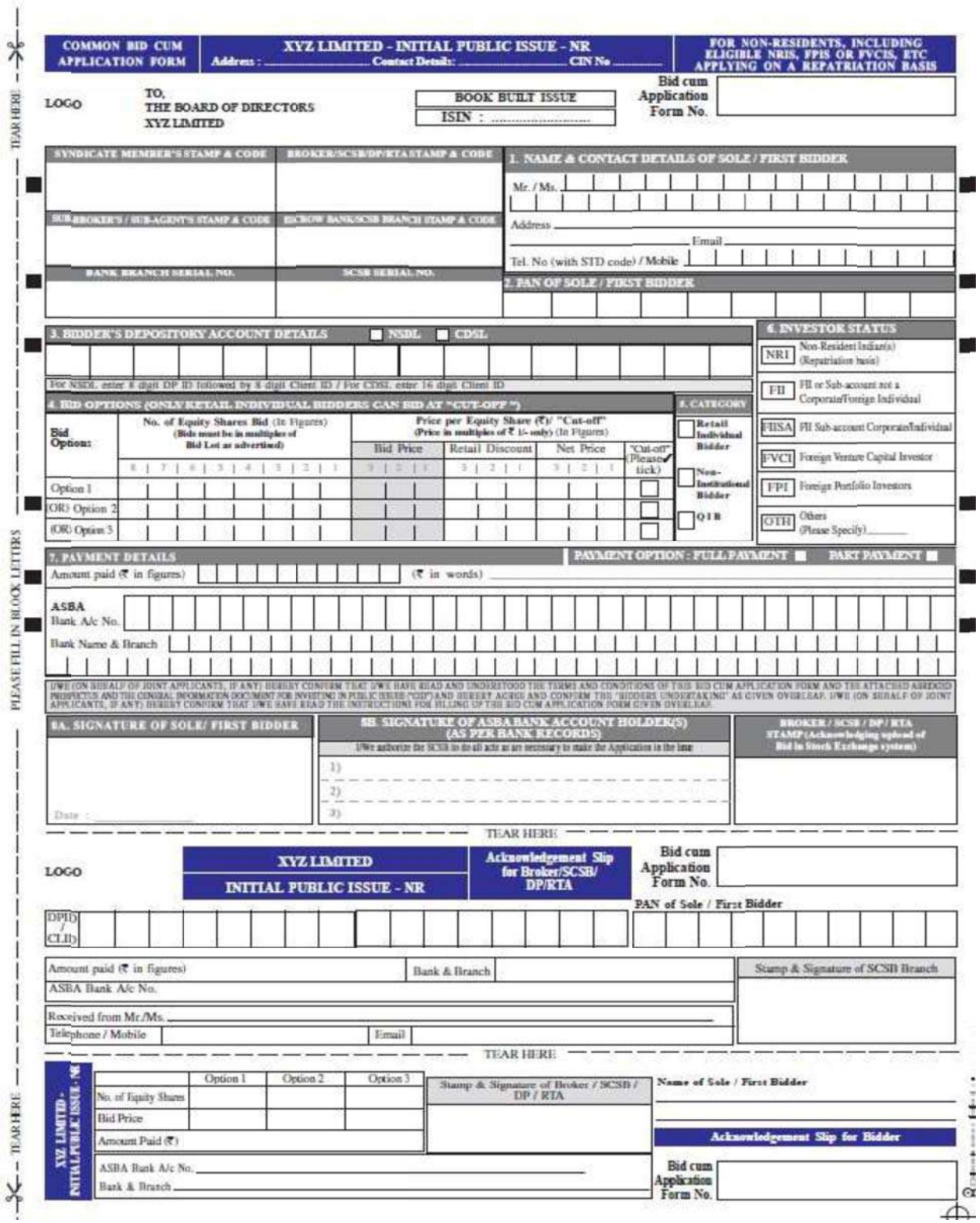
Acknowledgement Slip for Bidder

ASBA Bank A/c No.
Bank & Branch

Bid cum Application Form No.

TEAR HERE

PLEASE FILL IN BLOCK LETTERS


COMMON BID CUM APPLICATION FORM

XYZ LIMITED - INITIAL PUBLIC ISSUE - NR
Address : ..... Contact Details: ..... CIN No .....

FOR NON-RESIDENTS, INCLUDING ELIGIBLE NRIS, FPIS OR FVCIS, ETC APPLYING ON A REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE
ISIN : .....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE

BROKER/SCSB/DP/RTA STAMP & CODE

SUB-BROKER'S / SUB-AGENT'S STAMP & CODE

RECEIVING BANK/SCSB BRANCH STAMP & CODE

BANK BRANCH SERIAL NO.

SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address ..... Email .....

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL: enter 8 digit DP ID followed by 8 digit Client ID / For CDSL: enter 16 digit Client ID

6. INVESTOR STATUS

NRI Non-Resident Indian(s) (Repatriation basis)
FII FII or Sub-account not a Corporate/Foreign Individual
FIISA FII Sub-account Corporate/Individual
FVCI Foreign Venture Capital Investor
FPI Foreign Portfolio Investors
OTH Others (Please Specify).....

4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")

Bid Options:	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			
		Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓ tick)
Option 1					
(OR) Option 2					
(OR) Option 3					

5. CATEGORY

☐ Retail Individual Bidder
☐ Non-Institutional Bidder
☐ QIB

7. PAYMENT DETAILS

PAYMENT OPTION : FULL PAYMENT ■ PART PAYMENT ■

Amount paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/We (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THIS BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE/ FIRST BIDDER

Date : .....

8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)

I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue

1)
2)
3)

BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)

TEAR HERE

LOGO

XYZ LIMITED
INITIAL PUBLIC ISSUE - NR

Acknowledgement Slip for Broker/SCSB/ DP/RTA

Bid cum Application Form No.

DPID / CLID

PAN of Sole / First Bidder

Amount paid (₹ in figures) Bank & Branch

ASBA Bank A/c No.

Stamp & Signature of SCSB Branch

Received from Mr./Ms. .....

Telephone / Mobile Email

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - NR

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Paid (₹)			

Stamp & Signature of Broker / SCSB / DP / RTA

ASBA Bank A/c No. .....

Bank & Branch .....

Name of Sole / First Bidder .....

Acknowledgement Slip for Bidder

Bid cum Application Form No.

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

TEAR HERE

4.1.1 **FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/FIRST APPLICANT**

(a) Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

(b) **Mandatory Fields**: Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/mobile number fields are optional. Applicants should note that the contact details mentioned in the Application Form may be used to dispatch communications (including letters notifying the unblocking of the bank accounts of Applicants) in case the communication sent to the

address available with the Depositories are returned undelivered or are not available. The contact details provided in the Application Form may be used by the Issuer, the Registered Broker and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.

(c) **Joint Applications**: In the case of Joint Applications, the Applications should be made in the name of the Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Applicant whose name appears in the Application Form or the Revision Form and all communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

(d) **Impersonation**: Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"*Any person who:*

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,
***shall be liable for action under Section 447.*"**

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

(e) **Nomination Facility to Applicant:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Applicants should inform their respective Depository Participant.

4.1.2 **FIELD NUMBER 2: PAN NUMBER OF SOLE/FIRST APPLICANT**

(a) PAN (of the sole/ first Applicant) provided in the Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories' records.

(b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Applications on behalf of the Central or State Government, Applications by officials appointed by the courts and Applications by Applicants residing in Sikkim ("PAN Exempted Applicants"). Consequently, all Applicants, other than the PAN Exempted Applicants, are required to disclose their PAN in the Application Form, irrespective of the Application Amount. An Application Form without PAN, except in case of Exempted Applicants, is liable to be rejected. Applications by the Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.

(c) The exemption for the PAN Exempted Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.

(d) Application Forms which provide the General Index Register Number instead of PAN may be rejected.

(e) Applications by Applicants whose demat accounts have been 'suspended for credit' are liable to be

rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as "Inactive demat accounts" and demographic details are not provided by depositories.

4.1.3 **FIELD NUMBER 3: APPLICANTS DEPOSITORY ACCOUNT DETAILS**

(a) Applicants should ensure that DP ID and the Client ID are correctly filled in the Application Form. The DP ID and Client ID provided in the Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Application Form is liable to be rejected.**

(b) Applicants should ensure that the beneficiary account provided in the Application Form is active.

(c) Applicants should note that on the basis of DP ID and Client ID as provided in the Application Form, the Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for unblocking of ASBA Account or for other correspondence(s) related to an Issue.

(d) Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants' sole risk.

4.1.4 **FIELD NUMBER 4: APPLICATION DETAILS**

(a) The Issuer may mention Price in the Draft Prospectus. However a prospectus registered with RoC contains one price.

(b) Minimum And Maximum Application Size

i. For Retail Individual Applicants

The Application must be for a minimum of 1,200 Equity Shares. As the Application Price payable by the Retail Individual Applicants cannot exceed Rs. 2,00,000, they can make Application for only minimum Application size i.e. for 1,200 Equity Shares.

ii. For Other Applicants (Non Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds Rs. 200,000 and in multiples of 1,200 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 and a NII Applicant cannot withdraw or lower its quantity or price in its application once the application is submitted and is required to pay 100% Margin upon submission of Application. In case of revision in Applications, the Non Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 2,00,000 for being considered for allocation in the Non Institutional Portion. Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.

(c) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to different Designated Intermediary and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.

(d) Applicants are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple applications:

i. All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and FPI sub-accounts, Applications bearing the same PAN may be treated as multiple applications by an Applicant and may be rejected.

ii. For applications from Mutual Funds and FPI sub-accounts, submitted under the same PAN, as well as Applications on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.

(e) The following applications may not be treated as multiple Applications:

i. Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Net Issue portion in public category.

ii. Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Application has been made.

iii. Applications by Mutual Funds, and sub-accounts of FPIs (or FPIs and its subaccounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

4.1.5 FIELD NUMBER 5 : CATEGORY OF APPLICANTS

i. The categories of applicants identified as per the SEBI ICDR Regulations, 2009 for the purpose of application, allocation and allotment in the Issue are RIIs, individual applicants other than RII's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).

ii. An Issuer can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, applicants may refer to the Prospectus.

iii. The SEBI ICDR Regulations, 2009 specify the allocation or allotment that may be made to various categories of applicants in an Issue depending upon compliance with the eligibility conditions. For details pertaining to allocation and Issue specific details in relation to allocation, applicant may refer to the Prospectus.

4.1.6 FIELD NUMBER 6: INVESTOR STATUS

(a) Each Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Issue is in compliance with the investment restrictions under applicable law.

(b) Certain categories of Applicants, such as NRIs, FIIs/FPIs and FVCIs may not be allowed to Apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.

(c) Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Application Form and Non-Resident Application Form.

(d) Applicants should ensure that their investor status is updated in the Depository records.

4.1.7 FIELD NUMBER 7: PAYMENT DETAILS

(a) All Applicants are required to make payment of the full Amount (net of any Discount, as applicable) along-with the Application Form. If the Discount is applicable in the Issue, the RIIs should indicate the full amount in the Application Form and the payment shall be made for Amount net of Discount. Only in cases where the Prospectus indicates that part payment may be made, such an option can be exercised by the Applicant.

(b) 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.

(c) In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, all potential investors shall participate in the Issue only through ASBA process providing details about the bank account which

will be blocked by the SCSBs for the same.

4.1.7.1 **Payment instructions for Applicants**

(i) Applicants may submit the Application Form either (i) in physical mode to the Designated Branch of an SCSB where the Applicants have ASBA Account, or (ii) in electronic mode through the internet banking facility offered by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Application Form, or (iii) in physical mode to any Designated Intermediary.

(ii) Applicants should specify the Bank Account number in the Application Form. The Application Form submitted by an Applicant and which is accompanied by cash, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, may not be accepted.

(iii) Applicants should ensure that the Application Form is also signed by the ASBA Account holder(s) if the Applicant is not the ASBA Account holder;

(iv) Applicants shall note that that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.

(v) From one ASBA Account, a maximum of five Application Forms can be submitted.

(vi) Applicants applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.

(vii) Applicants applying through a Registered Broker, RTA or CDP should note that Application Forms submitted to them may not be accepted, if the SCSB where the ASBA Account, as specified in the Application Form, is maintained, has not named at least one branch at that location for the Registered Brokers, RTA or CDP, as the case may be, to deposit Application Forms.

(viii) Upon receipt of the Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application form.

(ix) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form and may upload the details on the Stock Exchange Platform.

(x) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Applications on the Stock Exchange platform and such Applications are liable to be rejected.

(xi) Upon submission of a completed Application Form each Applicant may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs.

(xii) The Application Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.

(xiii) SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB; else their Applications are liable to be rejected.

4.1.7.2 **Unblocking of ASBA Account**

(a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the

Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Application , (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected Applications, if any, along with reasons for rejection, if any to enable the SCSBs to unblock the respective bank accounts.

(b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful Applicant to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.

(c) In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Issue may give instructions to the SCSB to unblock the Amount in the relevant ASBA Account within six Working Days of the Issue Closing Date.

4.1.7.3 **Discount** (if applicable)

(a) The Discount is stated in absolute rupee terms.

(b) Applicants applying under RII category, Retail Individual Shareholder and employees are only eligible for discount. For Discounts offered in the Issue, Applicants may refer to the Prospectus.

(c) The Applicants entitled to the applicable Discount in the Issue may make payment for an amount i.e. the Amount less Discount (if applicable).

Applicant may note that in case the net payment (post Discount) is more than two lakh Rupees, the system automatically considers such applications for allocation under Non-Institutional Category. These applications are neither eligible for Discount nor fall under RII category.

4.1.8 **FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS**

(a) Only the First Applicant is required to sign the Application Form. Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.

(b) If the ASBA Account is held by a person or persons other than the ASBA Applicant, then the Signature of the ASBA Account holder(s) is also required.

(c) Signature has to be correctly affixed in the authorization/undertaking box in the Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Amount mentioned in the Application Form.

(d) Applicants must note that Application Form without signature of Applicant and /or ASBA Account holder is liable to be rejected.

4.1.9 **ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

(a) Applicants should ensure that they receive the Acknowledgement Slip duly signed and stamped by the Designated Intermediary, as applicable, for submission of the Application Form.

(b) All communications in connection with Applications made in the Issue should be addressed as under:

i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of Allotted Equity Shares, unblock fund, the Applicants should contact the Registrar to the Issue.
ii. In case of Applications submitted to the Designated Branches of the SCSBs, the Applicants should contact the relevant Designated Branch of the SCSB.
iii. In case of queries relating to uploading of Applications by a Registered Broker, the Applicants should contact the relevant Registered Broker
iv. In case of Application submitted to the RTA, the Applicants should contact the RTA.
v. In case of Application submitted to the DP, the Applicants should contact the relevant DP.
vi. Applicant may contact our Company Secretary and Compliance Officer or LM in case of any other complaints in relation to the Issue.

(c) The following details (as applicable) should be quoted while making any queries -

i. Full name of the sole or First Applicant, Application Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on application.

ii. Name and address of the Designated Branch, as the case may be, where the application was submitted

iii. ASBA Account number in which the amount equivalent to the Amount was blocked.

For further details, Applicant may refer to the Prospectus and the Application Form.

4.2 INSTRUCTIONS FOR FILING THE REVISION FORM

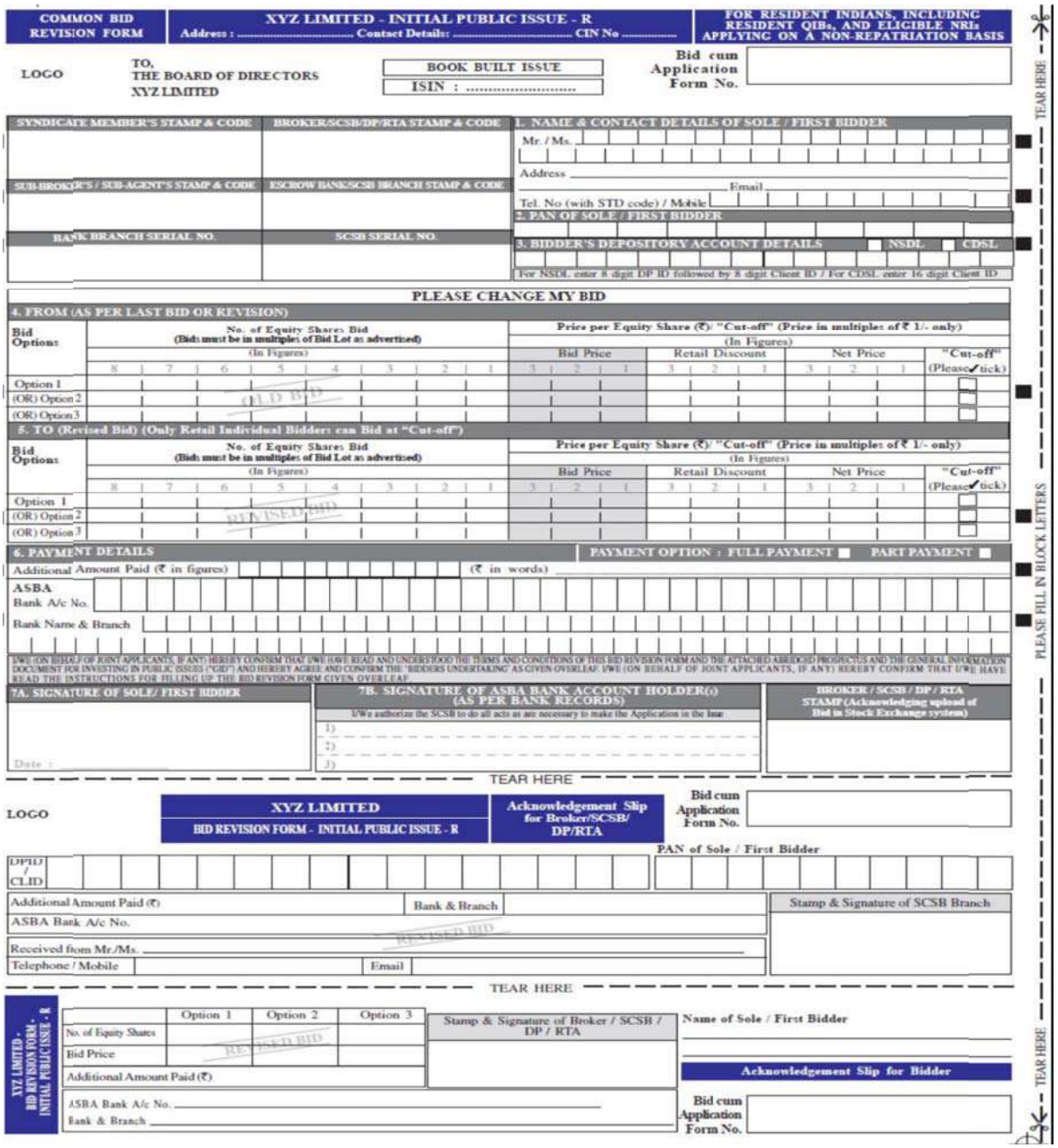
(a) During the Issue Period, any Applicant (other than QIBs and NIIs, who can only revise their application amount upwards) who has registered his or her interest in the Equity Shares for a particular number of shares is free to revise number of shares applied using revision forms available separately.

(b) RII may revise their applications till closure of the Issue period or withdraw their applications until finalization of allotment.

(c) Revisions can be made only in the desired number of Equity Shares by using the Revision Form.

(d) The Applicant can make this revision any number of times during the Issue Period. However, for any revision(s) in the Application, the Applicants will have to use the services of the SCSB through which such Applicant had placed the original Application.

A sample Revision form is reproduced below:



COMMON BID REVISION FORM

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

Address : ..... Contact Details: ..... CIN No .....

FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs, AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE
ISIN : .....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE | BROKER/SCSB/DP/RTA STAMP & CODE

SUB-BROKER'S / SUB-AGENT'S STAMP & CODE | ESCROW BANK/SCSB BRANCH STAMP & CODE

BANK BRANCH SERIAL NO. | SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address ..... Email .....

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS NSDL CDSL

For NSDL: enter 8 digit DP ID followed by 8 digit Client ID / For CDSL: enter 16 digit Client ID

PLEASE CHANGE MY BID

4. FROM (AS PER LAST BID OR REVISION)

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures)	Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures) Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓ tick)
Option 1					
(OR) Option 2					
(OR) Option 3					

OLD BID

5. TO (Revised Bid) (Only Retail Individual Bidders can Bid at "Cut-off")

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures)	Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures) Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓ tick)
Option 1					
(OR) Option 2					
(OR) Option 3					

REVISED BID

6. PAYMENT DETAILS PAYMENT OPTION : FULL PAYMENT PART PAYMENT

Additional Amount Paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/We (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID REVISION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE BIDDERS UNDERTAKING AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID REVISION FORM GIVEN OVERLEAF.

7A. SIGNATURE OF SOLE/ FIRST BIDDER

Date :

7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)

I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue

1)
2)
3)

BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)

TEAR HERE

LOGO

XYZ LIMITED
BID REVISION FORM - INITIAL PUBLIC ISSUE - R

Acknowledgement Slip for Broker/SCSB/ DP/RTA

Bid cum Application Form No.

PAN of Sole / First Bidder

DPID / CLID

Additional Amount Paid (₹) | Bank & Branch | Stamp & Signature of SCSB Branch

ASBA Bank A/c No.

Received from Mr./Ms.

Telephone / Mobile | Email

REVISED BID

TEAR HERE

XYZ LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Additional Amount Paid (₹)			

REVISED BID

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

ASBA Bank A/c No.

Bank & Branch

Bid cum Application Form No.

TEAR HERE — PLEASE FILL IN BLOCK LETTERS — TEAR HERE

Instructions to fill each field of the Revision Form can be found on the reverse side of the Revision Form. Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:

4.2.1 **FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST APPLICANT, PAN OF SOLE/FIRST APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE APPLICANT**

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.2.2 **FIELD 4 & 5: APPLICATION FORM REVISION 'FROM' AND 'TO'**

(a) Apart from mentioning the revised number of shares in the Revision Form, the Applicant must also mention the details of shares applied for given in his or her Application Form or earlier Revision Form.

(b) In case of revision of applications by RIIs, Employees and Retail Individual Shareholders, such Applicants should ensure that the application amount should not exceed Rs. 2,00,000/-. In case amount

exceeds Rs. 2,00,000/- due to revision and the application may be considered, subject to eligibility, for allocation under the Non-Institutional Category.

4.2.3 **FIELD 6: PAYMENT DETAILS**

(a) All Applicants are required to make payment of the full application amount along with the Revision Form.

(b) Applicant may Issue instructions to block the revised amount in the ASBA Account, to Designated Branch through whom such Applicant had placed the original application to enable the relevant SCSB to block the additional application amount, if any.

4.2.4 **FIELDS 7 : SIGNATURES AND ACKNOWLEDGEMENTS**

Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3 SUBMISSION OF REVISION FORM/APPLICATION FORM

4.3.1 **Applicants may submit completed application form / Revision Form in the following manner:-**

Mode of Application	Submission of Application Form
All Application	To the Designated Intermediary

SECTION 5: ISSUE PROCEDURE IN FIXED PRICE ISSUE

Applicants may note that there is no Bid cum Application Form in a Fixed Price Issue. As the Issue Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the application form.

Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through the Designated Intermediaries.

Applicants may submit an Application Form either in physical form to the Designated Intermediaries or in the electronic form to the SCSB or the Designated Branches of the SCSBs authorising blocking of funds that are available in the bank account specified in the Application Form only. The Application Form is also made available on the websites of the Stock Exchange at least one day prior to the Issue Opening Date.

In a fixed price Issue, allocation in the net offer to the public category is made as follows: minimum fifty per cent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

GROUNDS OF REJECTIONS

Application Form can be rejected on the below mentioned technical grounds either at the time of their submission to any of the Designated Intermediaries, or at the time of finalisation of the Basis of Allotment. Applicants are advised to note that the Applications are liable to be rejected, *inter-alia*, on the following grounds, which have been detailed at various placed in this GID:-

- Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);
- Applications by OCBs;
- In case of partnership firms, Application for Equity Shares made in the name of the firm. However, a limited liability partnership can apply in its own name;
- In case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents not being submitted along with the Application Form;

- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by any person outside India if not in compliance with applicable foreign and Indian laws;
- PAN not mentioned in the Application Form, except for Applications by or on behalf of the Central or State Government and officials appointed by the court and by the investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participant;
- In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;
- Applications for lower number of Equity Shares than the minimum specified for that category of investors;
- The amounts mentioned in the Application Form does not tally with the amount payable for the value of the Equity Shares Applied for;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Submission of more than five Application Form as through a single ASBA Account;
- Applications for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the Prospectus;
- Multiple Applications as defined in this GID and the Prospectus;
- Application Forms are not delivered by the Applicants within the time prescribed as per the Application Form, Issue Opening Date advertisement and as per the instructions in the Prospectus and the Application Forms;
- Inadequate funds in the bank account to block the Application Amount specified in the Application Form at the time of blocking such Application Amount in the bank account;
- Where no confirmation is received from SCSB for blocking of funds;
- Applications by Applicants not submitted through ASBA process;
- Applications not uploaded on the terminals of the Stock Exchange; and
- Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Application Form.

Applicants should note that in case the PAN, the DP ID and client ID mentioned in the application form and entered into the electronic application system of the stock exchange by the brokers do not match with PAN, the DP ID and client ID available in the depository database, the application form is liable to be rejected.

For details of instructions in relation to the Application Form, Applicants may refer to the relevant section of the GID.

SECTION 6: ISSUE PROCEDURE IN BOOK BUILT ISSUE

This being Fixed Price Issue, this section is not applicable for this Issue.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

7.1 BASIS OF ALLOTMENT

Allotment will be made in consultation with the National Stock Exchange of India Limited (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth hereunder:

(a) 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).

(b) 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).

(c) For applications where the proportionate allotment works out to less than 1,200 equity shares the allotment will be made as follows:
   i. Each successful Applicant shall be allotted 1,200 equity shares; and
   ii. The successful Applicants out of the total applicants for that category shall be determined by the withdrawal 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 (b) above.

(d) If the proportionate allotment to an Applicant works out to a number that is not a multiple of 1,200 equity shares, the Applicant would be allotted Shares by rounding off to the nearest multiple of 1,200 equity shares subject to a minimum allotment of 1,200 equity shares.

(e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Applicants in that category, the balance available Shares or 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 Applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of 1,200 Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the offer specified under the Capital Structure mentioned in the Prospectus.

(f) The above proportionate allotment of Shares in an Issue that is oversubscribed shall be subject to the reservation for Retail individual Applicants as described below:
   i. As per Regulation 43 (4) of SEBI (ICDR), as the retail individual investor category is entitled to more than fifty per cent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
   ii. The balance net offer of shares to the public shall be made available for allotment to
      - individual applicants other than retails individual investors and
      - other investors, including corporate bodies/ institutions irrespective of number of shares applied for.

   iii. The unsubscribed portion of the net offer to any one of the categories specified in a) or b) shall/may be made available for allocation to applicants in the other category, if so required. '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 National Stock Exchange of India Limited.

The Executive Director / Managing Director of National Stock Exchange of India Limited- 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 SEBI (ICDR) Regulations.

7.2 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

(a) **Designated Date:** On the Designated Date, the Registrar to the Issue shall instruct the SCSBs to transfer funds represented by allocation of Equity Shares from ASBA Accounts into the Public Issue Account.

(b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Applicants are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue. Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue.

(c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.

(d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) credit of shares to the successful Applicants Depository Account will be completed within six Working Days of the Issue Closing Date. The Issuer also ensures the credit of shares to the successful Applicant's depository account is completed within five Working Days from the Issue Close Date.

SECTION 8: INTEREST AND REFUNDS

8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange are taken within six Working Days of the Issue Closing Date. The Registrar to the Issue may give instructions for credit to Equity Shares the beneficiary account with CDPs, and dispatch the Allotment Advice within six Working Days of the Issue Closing Date.

8.2 GROUNDS FOR UNBLOCKING OF FUND/REFUND

8.2.1 NON RECEIPT OF LISTING PERMISSION

An Issuer makes an application to the Stock Exchange for permission to deal in/list and for an official quotation of the Equity Shares. The Stock Exchange from where such permission is sought is disclosed in this Prospectus. The Designated Stock Exchange is disclosed in this Prospectus with which the Basis of Allotment may be finalised.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange, the Issuer may forthwith take steps to refund, without interest, all moneys received from Applicants. If such money is not repaid within prescribed time after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of eight days, be liable to repay the money, with interest at such rate, as prescribed under Section 73 of the Companies Act, and as disclosed in the Prospectus.

8.2.2 NON RECEIPT OF 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 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, if the "amount stated in the prospectus as minimum amount" has not be subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus or such other period as may be specified by the Securities and Exchange Board, the application money has to be returned within such period as may be prescribed.

If the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement to Underwriter 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 prescribed time after the Issuer becomes liable to pay the amount, the Issuer shall pay interest at the rate of 15% p.a.

8.2.3 MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be allotted may not be less than 50 failing which the entire application monies maybe refunded forthwith.

8.3 MODE OF UNBLOCKING OF FUND/REFUND

Within six Working Days of the Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application and also for any excess amount blocked on Application or in the event of withdrawal or failure of the Issue.

8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at the rate of 15% per annum if demat credits are not made to Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the 6 Working days of the Issue Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond prescribed time from the Issue Closing Date, if Allotment is not made.

SECTION 9: GLOSSARY AND ABBREVIATIONS

Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.

Term	Description
Allotment/Allot/Allotted	The allotment of Equity Shares pursuant to the Issue to successful Applicants
Allottee	An Applicant to whom the Equity Shares are Allotted
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchange
Application	An indication to make an offer during the Issue Period by a prospective investor pursuant to submission of Application Form, to subscribe for or purchase the Equity Shares of the Issuer at a price including all revisions and modifications thereto.
Application Form	The form in terms of which an Applicant shall make an Application and which shall be considered as the application for the Allotment pursuant to the terms of the Prospectus.
Designated Intermediaries / Collecting Agent	Syndicate Members, Sub-Syndicate/Agents, SCSBs, Registered Brokers, Brokers, the CDPs and RTAs, who are authorized to collect Application Forms from the Applicants, in relation to the Issue.
Application Supported by Blocked Amount/ ASBA	The application (whether physical or electronic) by an Applicant to make an Application authorizing the relevant SCSB to block the Application Amount in the relevant ASBA Account. 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 potential investors shall participate in the Issue only through ASBA process providing details about the bank account which will be blocked by the SCSBs
ASBA Account	Account maintained with an SCSB and specified in the Application Form which will be blocked by such SCSB to the extent of the appropriate Application Amount in relation to an Application by an Applicant
Application	An indication to make an offer during the Issue Period by an Applicant, pursuant to submission of Application Form, to subscribe for or purchase our Equity Shares at the Issue Price including all revisions and modifications thereto, to the extent permissible under the SEBI (ICDR) Regulations
Application Amount	The value indicated in Application Form and payable by the Applicant upon submission of the Application, less discounts(if applicable)
Banker(s)to the Issue/	The bank which is clearing members and registered with SEBI as Banker to the Issue with whom the Public Issue Account(s) may be opened, and as disclosed in the Prospectus and Application Form of the Issuer
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Applicants under the Issue
Issue Closing Date	The date after which the SCSBs may not accept any Application for the Issue, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation Applicants may refer to this Prospectus for the Issue Closing Date
Issue Opening Date	The date on which the SCSBs may start accepting application for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants may refer to this Prospectus for the Issue Opening Date
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants (can submit their application inclusive of any revisions thereof. The Issuer may consider closing the Issue Period for QIBs one working day prior to the Issue Closing Date in accordance with the SEBI (ICDR) Regulations. Applicants may refer to this Prospectus for the Issue Period
Book Building Process/ Book Building Method	The book building process as provided under SEBI (ICDR) Regulations
Lead	The Lead Managers to the Issue as disclosed in this Draft Prospectus/ Prospectus and the

Manager(s)/Lead Managers/ LM	Application Form of the Issuer.
Business Day	Monday to Friday (except public holidays)
CAN/Confirmation of Allotment Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Companies Act	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections) and the Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections, read with the rules, regulations, clarifications and modifications thereunder
DP	Depository Participant
DP ID	Depository Participant's Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
Demographic Details	Details of the Applicants including the Applicant's address, name of the Applicant's father/husband, investor status, occupation and bank account details
Designated SCSB Branches	Such branches of the SCSBs which shall collect the Application Forms, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time
Designated Date	The date on which the amounts blocked by the SCSBs are transferred from the ASBA Accounts to the Public Issue Account following which the board of directors may give delivery instructions for the transfer of the Equity Shares constituting the Issue
Designated Stock Exchange	The designated stock exchange as disclosed in this Draft Prospectus/ Prospectus of the Issuer
Discount	Discount to the Issue Price that may be provided to Applicants in accordance with the SEBI (ICDR) Regulations.
Draft Prospectus	The Draft Prospectus filed with the Designated stock exchange in case of Fixed Price Issues and which may mention a price or a Price Band
Employees	Employees of an Issuer as defined under SEBI (ICDR) Regulations and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoter and immediate relatives of the promoter. For further details /Applicant may refer to the Prospectus
Equity Shares	Equity shares of the Issuer
FCNR Account	Foreign Currency Non-Resident Account
Applicant	The Applicant whose name appears first in the Application Form or Revision Form
FPI(s)	Foreign Portfolio Investor
Fixed Price Issue/ Fixed Price Process/Fixed Price Method	The Fixed Price process as provided under SEBI (ICDR) Regulations, in terms of which the Issue is being made.
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial public offering
Issue	Public Issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Issuer/ Company	The Issuer proposing the initial public offering/further public offering as applicable
Issue Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted in terms of the Prospectus. The Issue Price may be decided by the Issuer in consultation with the

	Lead Managers
Maximum RII Allottees	The maximum number of RIIs who can be allotted the minimum Application Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Application Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Draft Prospectus/ Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Issue	The Issue less Market Maker Reservation Portion
Non-Institutional Investors or NIIs	All Applicants, including sub accounts of FPIs registered with SEBI which are foreign corporate or foreign individuals, that are not QIBs or RIBs and who have applied for Equity Shares for an amount of more than Rs. 2,00,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Category	The portion of the Issue being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in this Draft Prospectus/ Prospectus and the Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FPIs registered with SEBI and FVCIs registered with SEBI
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Prospectus	The Prospectus to be filed with the RoC in accordance with the provisions of Section 26 of the Companies Act, 2013
Public Issue Account	An account to be opened with the Banker to the Issue to receive monies from the ASBA Accounts on the Designated Date
QIB Category Qualified Institutional Buyers or QIBs	The portion of the Issue being such number of Equity Shares to be Allotted to QIBs on a proportionate basis As defined under SEBI (ICDR) Regulations
RTGS	Real Time Gross Settlement
Refunds through electronic transfer of funds	Refunds through ASBA
Registrar to the Issue/RTI	The Registrar to the Issue as disclosed in this Draft Prospectus/ Prospectus and Application Form
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI (ICDR) Regulations
Retail Individual Investors / RIIs	Investors who applies or for a value of not more than Rs. 2,00,000 (including HUFs applying through their karta and eligible NRIs and does not include NRIs other than Eligible NRIs.)
Retail	Shareholders of a listed Issuer who applies for a value of not more than Rs. 2,00,000.

Individual Shareholders	
Retail Category	The portion of the Issue being such number of Equity Shares available for allocation to RIIs which shall not be less than the minimum application lot, subject to availability in RII category and the remaining shares to be allotted on proportionate basis.
Revision Form	The form used by the Applicant in an issue to modify the quantity of Equity Shares in an Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI (ICDR) Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
SME IPO	Initial public offering as chapter XB of SEBI (ICDR) Regulation
SME Issuer	The Company making the Issue under chapter XB of SEBI (ICDR) Regulation
Stock Exchange/SE	The Stock Exchange as disclosed in this Draft Prospectus/ Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Issue are proposed to be listed
Self Certified Syndicate Banks or SCSBs	Banks registered with SEBI, offering services in relation to ASBA, a list of which is available on the website of SEBI at www.sebi.gov.in and updated from time to time and at such other websites as may be prescribed by SEBI from time to time
Designated RTA Locations	Such locations of the RTAs where Applicants 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 respective websites of the Stock Exchange (www.nseindia.com)
Designated SCSB Branches	Such branches of the SCSBs which shall collect the Application Forms, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time
Designated CDP Locations	Such locations of the CDPs where Applicants can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the respective websites of the Stock Exchange (www.nseindia.com)
Underwriter	The Lead Manager(s)
Underwriting Agreement	The agreement dated August 10, 2017 entered into between the Underwriter and our Company
Working Day(s)	All trading days of stock exchanges excluding Sundays and bank holidays in accordance with the circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 issued by SEBI.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated primarily through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIPB. Accordingly, the process for foreign direct investment ("**FDI**") and approval from the Government of India will now be handled by the concerned ministries or departments, in consultation with the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("**DIPP**"), Ministry of Finance, Department of Economic Affairs, FIPB section, through a memorandum dated June 5, 2017 has notified the specific ministries handling relevant sectors.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The DIPP, issued the consolidated FDI Policy circular of 2017 ("**FDI Policy**"), which with effect from August 28, 2017, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on August 28, 2017. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, FDI Policy will be valid until the DIPP issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment ("**FDI**") Policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

As per the existing policy of the Government of India, OCBs cannot participate in the Issue.

The Equity Shares have not been and will not be registered under the U.S. Securities Act, or any state securities laws in the United States, and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws in the United States.

Accordingly, the Equity Shares are being offered and sold outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

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 number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

Section-IX-Main Provisions of the Articles of Association

1. Table F not to apply — The regulations contained in Table F, in the first Schedule, to the Companies Act, 2013 shall not apply to this Company, but the regulations for the management of the Company and for the observance of the members thereof and their representatives shall, subject to any exercise of the statutory powers of the Company in reference to the repeal or alternation of, or addition to, its regulations by Special Resolution, as prescribed by the said Companies Act, 2013 be such as are contained in these Articles.

2. Interpretation — In the interpretation of these Articles, the following words and expressions shall have the following meanings assigned thereunder, unless repugnant to the subject matter or content thereof.

(a) "The Act" or "the said Act"
"The Act" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force.

(b) "These Articles"
"These Articles" means Articles of Association for the time being of the Company or the Articles of Association as altered from time to time by special resolution.

(c) "Beneficial Owner"
"Beneficial Owner" shall have the meaning assigned thereto in clause(a) of sub-section (1) of Section 2 of the Depositories Act, 1996.

(d) "The Company" or "this Company"
"The Company" or "this Company" means **VERTOZ ADVERTISING LIMITED**

(e) "The Directors"
"The Directors" means the Directors for the time being of the Company or as the case may be, the Directors assembled at a Board.

(f) "Depository"
"Depository" shall have the meaning assigned thereto by Section 2 (1)(e) of the Depositories Act, 1996.

(g) "Depositories Act 1996"
"Depositories Act 1996" includes any statutory modification or re- enactment thereof.

(h) "The Board" or the "Board of Directors"
"The Board," or the "Board of Directors" means a meeting of the Directors duly called and constituted or as the case may be the Directors assembled at a Board, or the requisite number of Directors entitled to pass a circular resolution in accordance with the Act.

(i) "The Chairman"
"The Chairman" means the Chairman of the Board of Directors for the time being of the Company.

(j) "The Managing Director"
"The Managing Director" includes one or more persons appointed as such or any of such persons or Directors for the time being of the Company who may for the time being be the Managing Director of the Company.

(k) "The Office"
"The Office" means the Registered Office for the time being of the Company.

(l) "Capital"
"Capital" means the share capital for the time being raised or authorized to be raised, for the purpose of the Company.

(m) "The Registrar"
"The Registrar" means the Registrar of Companies of the State in which the office of the Company is for the time being situated.

(n) "Dividend"
"Dividend" includes Bonus.

(o) "Month"
"Month" means the calendar month.

(p) "Seal"
"Seal" means the Common Seal for the time being of the Company.

(q) "In Writing and Written"
"In Writing and Written" include printing, lithography and other modes of representing or reproducing words in a visible form.

(r) "Plural Number"
Words importing the singular number also include the plural number and vice versa.

(s) "Persons"
"Persons" include corporations and firms as well as individuals.

(t) "Gender"
Words importing the masculine gender also include the feminine gender.

(u) "Securities & Exchange Board of India"
"Securities & Exchange Board of India" or SEBI means the Securities & Exchange Board of India established under Section 3 of the Securities & Exchange Board of India Act, 1992.

(v) "Year and Financial Year"
"Year" means the Calendar year and "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act.

Expression in the Act to bear same meaning in the Articles	Save as aforesaid, any words or expressions defined in the Act shall, except where the subject or context forbids, bear the same meaning in these Articles.
Marginal Notes	The marginal notes hereto shall not affect the construction of these Articles.

COPIES OF MEMORANDUM AND ARTICLES TO BE FURNISHED BY THE COMPANY

3. Pursuant to Section 17 of the Act, Company shall, on being so required by a member, send to him within 7 (seven) days of the requirement and subject to the payment of a fee of Rs. 100/- or such other

fee as may be specified in the Rules, a copy of each of the following documents, as in force for the time being:

(i) The Memorandum;

(ii) The Articles, if any;

(iii) Every other agreement and every resolution referred to in Section 117(1), of the Act, if and in so far as they have not been embodied in the Memorandum or Articles.

CAPITAL AND SHARES

4. The Authorized Share Capital of the Company is as per clause V of the Memorandum of Association of the Company with all rights to the company to alter the same in any way it thinks fit.

5. The Board may, from time to time, with the sanction of the Company in a general meeting, increase the share capital by such sum to be divided into shares of such amounts as the resolution shall prescribe.

6. The shares capital shall be distinguished by its appropriate number provided that nothing in this clause shall apply to the shares held with a depository.

SHARES AT THE DISPOSAL OF THE DIRECTORS

7. Subject to the provisions of Section 62 of the Act and these Articles, the shares capital of Company for the time being 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 proportion and on such terms and conditions and either at a premium or at par or(subject to the compliance with the provision of section 53 of the Act) at a discount and at such time as they may from time to time think fit and with the sanction of the Company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares. Provided that option or right to call of shares shall not be given to any person or persons without the sanction of the Company in General Meeting.

FURTHER ISSUE OF SHARES

8. (1) Where at any time the company proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered –

(a) to persons who at the date of the offer are holders of equity shares of the company in proportion, as nearly as circumstances admit to the paid-up share capital on those shares by sending a letter of offer subject to the following conditions, namely: -

(i) the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days and not exceeding thirty days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;

(ii) unless the articles of the company otherwise provide, the offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; and the notice referred to in clause (i) shall contain a statement of this right;

(ii) after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose them of in such manner which is not disadvantageous to the shareholders and the company;

(b) to employees under a scheme of employees' stock option, subject to special resolution passed by company and subject to such conditions as may be determined by Central Government; or

(c) to any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be determined by central government.

(2) The notice referred to in sub-clause (i) of clause (1) (a) shall be dispatched through registered post or speed post or through electronic mode to all the existing shareholders at least three days before the opening of the issue.

(3) Nothing in this section shall apply to the increase of the subscribed capital of a company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company.
The terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the company in general meeting.

POWER TO OFFER SHARES/OPTIONS TO ACQUIRE SHARES

9. (i) Without prejudice to the generality of the powers of the Board under any other Article of these Articles of Association, the Board or any Committee thereof duly constituted may, subject to the applicable provisions of the Act, rules notified there under and any other applicable laws, rules and regulations, at any point of time, offer existing or further Shares (consequent to increase of share capital) of the Company, or options to acquire such Shares (consequent to increase of share capital) of the Company, or options to acquire such Shares at any point of time, whether such options are granted by way of warrants or in any other manner (subject to such consents and permissions as may be required) to its employees, including Directors (whether whole-time or not), whether at par, at discount, in case of shares issued as sweat equity shares as per section 54 of the Act or at a premium, for cash or for consideration other than cash, or any combination thereof as may be permitted by law for the time being in force.

(ii) In addition to the powers of the Board under Article 9(i), the Board may also allot the Shares referred to in Article 9(i) to any trust, whose principal objects would inter alia include further transferring such Shares to the Company's employees including by way of options, as referred to in Article9(i) in accordance with the directions of the Board or any Committee thereof duly constituted for this purpose. The Board may make such provision of moneys for the purposes of such trust, as it deems fit.

The Board, or any Committee thereof duly authorized for this purpose, may do all such acts, deeds, things, etc. as may be necessary or expedient for the purposes of achieving the objectives set out in Articles 9(i) and (ii) above.

REDEEMABLE PREFERENCE SHARES

10. Subject to the provisions of Section 55 of the Act, the Company shall have the power to issue preference shares which are or at the option of the Company, are liable to be redeemed and the resolution authorizing such issues shall prescribe the manners, terms and conditions of redemption.

PROVISIONS APPLICABLE IN CASE OF REDEEMABLE SHARES

11. On the issue of redeemable preference shares under the provisions of Article 10 hereof, the following provisions shall take effect.

(a) No such shares shall be redeemed except out of the profits of the company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purposes of such redemption;

(b) No such shares shall be redeemed unless they are fully paid;

(c) where such shares are proposed to be redeemed out of the profits of the company, there shall, out of such profits, be transferred, a sum equal to the nominal amount of the shares to be redeemed, to a reserve, to be called the Capital Redemption Reserve Account and the provisions of this Act relating to reduction of share capital of a company shall apply as if the Capital Redemption Reserve Account were paid-up share capital of the company.

NEW CAPITAL SAME AS ORIGINAL CAPITAL

12. Except so far as otherwise provided by the conditions of issue or by these Articles any capital raised by the creation of new shares shall be considered part of the initial capital and shall be subject to the provisions herein contained with reference to the payment of calls and installments; transfer and transmission, forfeiture, lien, surrender, voting and otherwise.

RESTRICTIONS ON PURCHASE BY COMPANY OR GIVING OF LOANS BY IT FOR PURCHASE OF ITS SHARES

13. (1) The company shall not have power to buy its own shares unless the consequent reduction of share capital is effected in accordance with provisions of the Companies Act, 2013orother applicable provisions (if any) of the Act as applicable at the time of application.

This Article is not to delegate any power which the Company would have if it were omitted.

(2) The company shall not give, whether directly or indirectly and whether by means of a loan, guarantee the provision of security or otherwise, any financial assistance for the purpose of, or in connection with, a purchase or subscription made or to be made, by any person of or for any shares in the company or in its holding company.

(3) Nothing in sub-clause (*2*) shall apply to –

(a) the company in accordance with any scheme approved by company through special resolution and in accordance with such requirements as may be determined by Central Government, for the purchase of, or subscription for, fully paid-up shares in the company or its holding company, if the purchase of, or the subscription for, the shares held by trustees for the benefit of the employees or such shares held by the employee of the company;

(b) the giving of loans by a company to persons in the employment of the company other than its directors or key managerial personnel, for an amount not exceeding their salary or wages for a period of six months with a view to enabling them to purchase or subscribe for fully paid-up shares in the company or its holding company to be held by them by way of beneficial ownership:

Provided that disclosures in respect of voting rights not exercised directly by the employees in respect of shares to which the scheme relates shall be made in the Board's report in such manner as may be determined by Central Government.

REDUCTION OF CAPITAL

14. The Company may, subject to the provisions of the Companies Act, 2013 or other applicable provisions (if any) of the Act, as applicable at the time of application from time to time by special resolution, reduce its capital and any capital redemption reserve account or any share premium account in any manner for the time being authorized by law and in particular, capital may be paid off on the footing that it may be called up again or otherwise.

CONSOLIDATION AND DIVISION OF CAPITAL

15. The Company may in general meeting alter the conditions of its Memorandum of Association as follows:

(a) Consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares but no consolidation and division which results in changes in the voting percentage of shareholders shall take effect unless it is approved by the Tribunal on an application made in the prescribed manner;

(b) Sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the memorandum, so, however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;

(c) Cancel shares which at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled. The cancellation of shares in pursuance of this sub-clause, shall not be deemed to be reduction of share capital within the meaning of the Act.

SALE OF FRACTIONAL SHARES

16. If and whenever as a result of issue of new shares of any consolidation or sub-division of shares any share become held by members in fractions, the Board shall, subject to the provisions of the Act and the Articles and to the directions of the Company in General Meeting, if any, sell those shares which members hold in fractions for the best price reasonably obtainable and shall pay and distribute to and amongst the members entitled to such shares in due proportions the net proceeds of the sale thereof. For the purpose of giving effect to any such sale, the Board may authorize any person to transfer the shares and 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 with reference to the sale.

MODIFICATION OF RIGHTS

17. Whenever the capital, by reason of the issue of Preference Shares or otherwise, is divided into classes of shares all or any of the rights and privileges attached to each class may subject to the provisions of

the Companies Act, 2013 be modified, commuted, affected or abrogated, or dealt with by Agreement between the Company and any person purporting to contract on behalf of that class, provided such agreement is ratified in writing by holders of at least three-fourths in nominal value of the issued shares of the class or is confirmed by a Special Resolution passed at a separate general meeting of the holders of shares of the class

ISSUE OF FURTHER SHARES ON PARI PASSU BASIS

18. The rights conferred upon the holders of shares of any class issued with preferred or other rights, not unless otherwise expressly provided by the terms of the issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

NO ISSUE WITH DISPROPORTIONATE RIGHTS

19. The Company shall not issue any shares (not being preference shares) which carry voting right or rights in the Company as to dividend, capital or otherwise which are disproportionate to the rights attached to the holders of other shares (not being preference shares).

POWER OF COMPANY TO DEMATERIALIZE AND REMATERIALIZE

(a) "Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its existing shares, debentures and other securities and rematerialize its such shares, debentures and other securities held by it with the Depository and/ or offer its fresh shares and debentures and other securities in a dematerialized form pursuant to the Depositories Act, 1996 and the Rules framed there under if any"

DEMATERIALIZATION OF SECURITIES

(b) Either on the Company or on the investor exercising an option to hold his securities with a depository in a dematerialized form, the Company shall enter into an agreement with the depository to enable the investor to dematerialize the Securities, in which event the rights and obligations of the parties concerned shall be governed by the Depositories Act.

INTIMATION TO DEPOSITORY

(c) "Notwithstanding anything contained in this Article, where securities are dealt with in a Depository, the Company shall intimate the details of allotment of securities to Depository immediately on allotment of such Securities"

OPTION FOR INVESTORS

(d) "Every person subscribing to or holding securities of the Company shall have the option to receive security certificates or to hold the securities with a Depository. A beneficial owner of any security can at any time opt out of a Depository, if permitted by law, 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 of securities."

THE COMPANY TO RECOGNIZE UNDER DEPOSITORIES ACT, INTEREST IN THE SECURITIES OTHER THAN THAT OF REGISTERED HOLDER

(e) "The Company or the investor may exercise an option to issue, deal in, hold the securities (including shares) with Depository in electronic form and the certificates in respect thereof shall be,

dematerialized in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act, 1996."

SECURITIES IN DEPOSITORIES AND BENEFICIAL OWNERS

(f) "All Securities held by a Depository shall be dematerialized and be in fungible form. Nothing contained in Sections 89 of the Act shall apply to a Depository in respect of the securities held by it on behalf of the beneficial owners."

RIGHTS OF DEPOSITORIES AND BENEFICIAL OWNERS

(g) (i) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of security on behalf of the beneficial owner.

(ii) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.

(iii) Every person holding securities of the Company and whose name if entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of securities 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.

DEPOSITORY TO FURNISH INFORMATION

(h) Every Depository shall furnish to the Company information about the transfer of Securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by the bye-laws and the Company in that behalf.

SHARES AND CERTIFICATES

REGISTER AND INDEX OF MEMBERS

20. The Company shall cause to be kept at its Registered Office or at such other place as may be decided, Register and Index of Members in accordance with Sections 88 and other applicable provisions of the Act and the Depositories Act, 1996 with details of shares held in physical and dematerialized forms in any media as may be permitted by law including in any form of electronic media.

The Register and Index of beneficial owners maintained by a Depository under Section 11 of the Depositories Act, 1996 shall also be deemed to be the Register and Index of Members for the purpose of this Act. The Company shall have the power to keep in any state or country outside India, a Register of Members for the residents in that state or country.

SHARES TO BE NUMBERED PROGRESSIVELY

21. The shares in the capital shall be numbered progressively according to their several denominations and except in the manner herein before mentioned, no share shall be sub-divided.

DIRECTORS MAY ALLOT SHARES FULLY PAID-UP

22. Subject to the provisions of the Act and of these Articles, the Board may allot and issue shares in the capital of the Company as payment or part payment for any property sold or transferred, goods or machinery supplied or for services rendered to the company either in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up shares and if so issued shall be deemed to be fully paid up shares.

APPLICATION OF PREMIUM RECEIVED ON SHARES

23. (*1*) Where a company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the premium received on those shares shall be transferred to a "securities premium account" and the provisions of this Act relating to reduction of share capital of a company shall, except as provided in this article, apply as if the securities premium account were the paid-up share capital of the company.

(*2*) Notwithstanding anything contained in clause (*1*), the securities premium account may be applied by the company -

(*a*) towards the issue of unissued shares of the company to the members of the company as fully paid bonus shares;

(*b*) in writing off the preliminary expenses of the company;

(*c*) in writing off the expenses of, or the commission paid or discount allowed on, any issue of shares or debentures of the company;

(*d*) in providing for the premium payable on the redemption of any redeemable preference shares or of any debentures of the company; or

(*e*) for the purchase of its own shares or other securities under section 68.

ACCEPTANCE OF SHARES

24. Subject to the provisions of these Articles, any application signed by or on behalf of an applicant for shares in the Company followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these articles and every person who thus or otherwise accept any shares and whose name is on the Register of Members shall, for the purposes of these Articles, be a member, provided that no share shall be applied for or allotted to a minor, insolvent or person of unsound mind.

LIABILITY OF MEMBERS

25. Every member or his heir, executors or administrators shall pay to the Company the proportion of the capital represented by his share or shares which may, for the time being remain unpaid thereon in such amounts, at such time or times and in such manner as the Board of Directors shall, from time to time, in accordance with the Company's regulations require or fix for the payment thereof.

LIMITATION OF TIME FOR ISSUE OF CERTIFICATE

26. The Company shall, unless the conditions of issue otherwise provide, within three months after the allotment of any of its shares or debentures and within one month after the application for the transfer of any such shares or debentures, complete and have ready for delivery the certificates of all shares and debentures allotted or transferred.

Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as the Directors may from to time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within three months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the Company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a 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 to all such holder.

ISSUE OF NEW CERTIFICATE IN PLACE OF DEFACED, LOST OR DESTROYED

27. If any certificate be worn out, defaced mutilated or torn or if there be no further space on the back thereof 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 lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, being given, an a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every Certificates under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.20/- for each certificate) as the Directors shall prescribe. Provided that no fees shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable in this behalf.

The provisions of this Article shall mutatis mutandis apply to debentures of the Company.

RIGHT TO OBTAIN COPIES OF AND INSPECT TRUST DEED

28. (i) A copy of any Trust Deed for securing any issue of debentures shall be forwarded to the holders of any such debentures or any member of the Company at his request and within seven days of the making thereof on payment not exceeding Rs.10/- (Rupees Ten) per page.

(ii) The Trust Deed referred to in item (i) above also be open to inspection by any member or debenture holder of the Company in the same manner, to the same extent, and on payment of these same fees, as if it were the Register of members of the Company.

JOINT ALLOTTEES OF HOLDERS

29. Any two or more joint allottees or holders of shares shall, for the purpose of Articles, be treated as a single member and the certificate for any share, which may be the subject of joint ownership, may be delivered to any one of such joint owners on behalf of all of them.

COMPANY NOT BOUND TO RECOGNISE ANY INTEREST IN SHARE OTHER THAN THAT OF REGISTERED HOLDER

30. (i) The Company shall not be bound to recognize any equitable, contingent, future or

partial interest in any share or (except only as is by these presents, otherwise expressly provided) any right in respect of a share other than an absolute right there to, in accordance with these presents in the person from time to time registered as the holder thereof, but the Board shall be at liberty at its sole discretion to register any share in the joint names of two or more persons or survivors of them.

(ii) Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or as by Law required) be bound to recognize any benami trust or equitable, contingent, future, partial or other claim or claims or right to or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof.

WHO MAY HOLD SHARES

31. Shares may be registered in the name of an incorporated Company or other body corporate but not in the name of a minor or in the name of a person of unsound mind.

32. The Directors shall have the power to offer, issue and allot Equity Shares in or Debentures (whether fully/partly convertible or not into Equity Shares) of the Company with or without Equity Warrants to such of the Officers, Employees, Workers of the Company or of its Subsidiary and / or Associate Companies or Managing and Whole Time Directors of the Company (hereinafter in this Article collectively referred to as "the Employees") as may be selected by them or by the trustees of such trust as may be set up for the benefit of the Employees in accordance with the terms and conditions of the Scheme, trust plan or proposal that may be formulated, created, instituted or set up by the Board of Directors or the Committee thereof in that behalf on such terms and conditions as the Board may in its discretion deem fit.

SWEAT EQUITY

33. Subject to the provisions of the Act (including any statutory modification or re-enactment thereof, for the time being in force), shares of the Company may be issued at a discount or for consideration other than cash to Directors or employees who provide know-how to the Company or create an intellectual property right or other value addition.

DECLARATIONS IN RESPECT OF BENEFICIAL INTEREST IN ANY SHARES

34. (*1*) In pursuance of Section 89 of the Act, where the name of a person is entered in the register of members of a company as the holder of shares in that company but who does not hold the beneficial interest in such shares, such person shall make a declaration (within such time and in such form as may be determined by Central Govt.) to the company specifying the name and other particulars of the person who holds the beneficial interest in such shares.

(*2*) Every person who holds or acquires a beneficial interest in share of the company shall make a declaration to the company specifying the nature of his interest, particulars of the person in whose name the shares stand registered in the books of the company and such other particulars (as may be determined by Central Govt.)

(*3*) Where any change occurs in the beneficial interest in such shares, the person referred to in clause (*1*) and the beneficial owner specified in clause (*2*) shall, within a period of thirty days from the date of such change, make a declaration to the company in such form and containing such particulars (as may be determined by Central Govt.)

(4) The Company has be bound to follows the rules as may be made by the Central Government to provide for the manner of holding and disclosing beneficial interest and beneficial ownership under this section.

(5) Where any declaration under this article is made to a company, the company shall make a note of such declaration in the register concerned and shall file, within thirty days from the date of receipt of declaration by it, a return in the prescribed form with the Registrar in respect of such declaration with such fees or additional fees as may be determined by Central Government, within the time specified under section 403.

(6) No right in relation to any share in respect of which a declaration is required to be made under this article but not made by the beneficial owner, shall be enforceable by him or by any person claiming through him.

(7) Nothing in this article shall be deemed to prejudice the obligation of a company to pay dividend to its members under this Act and the said obligation shall, on such payment, stand discharged.

FUNDS OF COMPANY NOT TO BE APPLIED IN PURCHASE OF SHARES OF THE COMPANY

35. No funds of the Company shall except as provided by Section 67 of the Act, be employed in the purchase of its own shares, unless the consequent reduction of capital is effected and sanction in pursuance of provisions of the Companies Act, 2013 as may be applicable at the time of application and these Articles or in giving either directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any Share in the Company in its holding Company.

ISSUE OF SHARES WITHOUT VOTING RIGHTS

36. In the event it is permitted by law to issue shares without voting rights attached to them, the Directors may issue such share upon such terms and conditions and with such rights and privileges annexed thereto as thought fit and as may be permitted by law.

SECTION 45 OF ACT NOT TO APPLY

37. Notwithstanding anything to the contrary contained in the Articles,

(i) Section 45 of the Act shall not apply to the Shares held with a Depository;

TRUST RECOGNIZED

38. Except as ordered, by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognize, even when having notice thereof, any equitable, contingent, future or partial interest in any Share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a Share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as holder thereof but the Board shall be at liberty at their sole discretion to register any Share in the joint names of any two or more persons (but not exceeding 4 persons) or the survivor or survivors of them.

Shares may be registered in the name of an incorporated Company or other body corporate but not in the name of a minor or of a person of unsound mind (except in case where they are fully paid) or in the name of any firm or partnership.

REGISTRATION OF CHARGES

39. The provisions of the Act relating to registration of charges shall be complied with.

In case of a charge created out of India and comprising solely property situated outside India, the provisions of Section 77 of the Act shall also be complied with.

Where a charge is created in India but comprised property outside India, the instrument, creating or purporting to create the charge under Section 77 of the Act or a copy thereof verified in the prescribed manner, may be filed for registration, notwithstanding that further proceedings may be necessary to make the charge valid or effectual according to the law of the country in which the property is situated, as provided by Section 77 of the Act.

Where any charge on any property of the Company required to be registered to be registered under Section 77 of the Act has been so registered, any person acquiring such property or any part thereof or any share or interest therein shall be deemed to have notice of the charge as from the date of such registration.

Any creditors or member of the Company and any other person shall have the right to inspect copies of instruments creating charges and the Company's Register of Charges in accordance with and subject to the provisions of Section 85 of the Act.

UNDERWRITING AND BROKERAGE COMMISSION MAY BE PAID

40. The Company may, subject to the provisions of Section 40 and other applicable provisions, if any, of the Act any time pay a commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in or debentures of the Company. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or debentures, or partly in the one way and partly in the other subject to maximum of 5% of the share price or 2.5% in case of debenture, of the issued share or debenture price, as the case may be.

BROKERAGE MAY BE PAID

41. The Company may pay a reasonable sum for brokerage on any issue of shares and debentures.

CALLS ON SHARES

DIRECTORS MAY MAKE CALLS

42. The Board of Directors may from time to time by a resolution passed at meeting of the Board (and not by circular resolution) make such call as it may think fit upon the members in respect of all moneys unpaid on the shares held by them respectively (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 a fixed time and each member shall pay the amount of every call so made on him to the persons and at the times and place appointed by the Board of Directors. A call may be made payable by installments.

CALLS ON SHARES OF THE SAME CLASS TO BE MADE ON UNIFORM BASIS

43. Where any calls for further share capital are made on shares, such calls shall be made on a uniform basis on all shares falling under the same class. For the purpose of this Article shares of the same nominal value on which different amounts have been paid up shall not be deemed to fall under the same class.

NOTICE OF CALLS

44. One month notice at least of every call payable otherwise then on allotment shall be given by the Company specifying the time and place of payment and to whom such call shall be paid.

CALLS TO DATE FROM RESOLUTION

45. A call shall be deemed to have been made at the time when the resolution of the Board authorizing such call was passed at a meeting of the Board of Directors and may be made payable by the members on the Register of Members on a subsequent date to be fixed by the Board.

DIRECTORS MAY EXTEND TIME

46. The Board of Directors may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such times as to all or any of the members, who from residence at a distance or other cause, the Board of Directors may deem fairly entitled to such extension save as a matter of grace and favour.

CALL TO CARRY INTEREST AFTER DUE DATE

47. If any member fails to pay a call due from him on the day appointed for payment thereof or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board of Directors, but nothing in this Article shall render it compulsory upon the Board of Directors to demand or recover any interest from any such member.

PROOF ON TRIAL IN SUIT FOR MONEY DUE ON SHARES

48. Subject to the provisions of the Act and these Articles, on the trial or hearing of any action or suit brought by the Company against any member or his representatives for the recovery of any debt or money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the member in respect of whose shares the money is sought to be recovered, appears, entered on the register of members as the holder at or subsequent to the date at which the money sought to be recovered is alleged to have become due, of the shares in respect of which such money is sought to be received, that the resolution making the call is duly recorded in the minutes book and that notice of such call was duly given to the member or his representatives sued in pursuance of these presents and it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum was present at the Board at which any call was made, nor that the meeting at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

PAYMENT IN ANTICIPATION OF CALL MAY CARRY INTEREST

49. The Directors may, if they think fit, subject to the provisions of Section 50 of the Act, agree to and receive from any member willing to advance the same whole or any part of the moneys due upon the

shares held by him beyond the sums actually called for, and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate not exceeding 12% unless the company in general meeting shall otherwise direct, as the member paying such sum in advance and the Directors agree upon provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The Directors may at any time repay the amount so advanced. The members shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable. The provisions of these Articles shall mutatis mutandis apply to the calls on debenture of the Company.

FORFEITURE, SURRENDER AND LIEN
IF CALL OR INSTALLMENT NOT PAID, NOTICE MAY BE GIVEN

50. If any member fails to pay any call or installment of a call in respect of any shares on or before the day appointed for the payment of the same, the Board may at any time hereafter during such time as the call or installment remains unpaid, serve a notice on such member or on the person (if any) entitled to the share by transmission requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

FORM OF NOTICE

51. The notice shall name a day (not being earlier than the expiry of fourteen days from the date of service of the notice) and a place or places on and at which such money, including the call or installment and such interest and expenses as aforesaid is to be paid. The notice shall also state that in the event of non-payment on or before the time and at the place appointed, the shares in respect of which the calls was made or installment was payable, will be liable to be forfeited.

IN DEFAULT TO PAYMENT SHARES TO BE FORFEITED

52. 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 all the calls or installments and interest and expenses due in respect thereof are paid, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends and bonus declared in respect of the forfeited shares and not actually paid before forfeiture but provided that there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.

NOTICE OF FORFEITURE

53. When any share shall have been so forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture, with the date thereof, shall forthwith be made in the Register of Members provided however that the failure to give the notice of the shares having been forfeited will not in any way invalidate the forfeiture.

FORFEITED SHARES TO BECOME PROPERTY OF THE COMPANY

54. Any shares so forfeited shall be deemed to be the property of the Company and the Board may sell, re-allot otherwise dispose of the same in such manner as it thinks fit.

POWER TO ANNUL FORFEITURE

55. The Board may, at any time before any share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof as a matter of grace and favour but not as of right upon such terms and conditions as it may think fit.

ARREARS TO BE PAID NOTWITHSTANDING FORFEITURE

56. Any member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture together with interest thereon from the time of forfeiture until payment at such rate not exceeding fifteen per cent per annum as the Board may determine and the Board may enforce the payment of such moneys or any part thereof if it thinks fit, but shall not be under any obligation so to do.

EFFECT OF FORFETURE

57. The forfeiture of a share shall involve the extinction of all interest in and also of all claims and demands against the Company, in respect of the share and all other rights, incidental to the share except only such of those rights as are by these Articles expressly saved.

PROCEEDS HOW TO BE APPLIED

58. The net proceeds of any such sale shall be applied in or towards satisfaction of the said debts, liabilities or engagements and the residue (if any) paid to such member, his heirs, executors, administrators or assigns.

DECLARATION OF FORFEITURE

59. (a) A duly verified declaration in writing that the declarant is a Director, the Managing Director or the Manager or the Secretary of the Company, and that share in the Company has been duly forfeited in accordance with these Articles, 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.

(b) The Company may receive the consideration, if any, given for the Share on any sale, re-allotment or other disposal thereof any may execute a transfer of the Share in favour of the person to whom the Share is sold or disposed off.

(c) The person to whom such Share is sold, re-allotted or disposed of shall thereupon be registered as the holder of the Share.

(d) Any such purchaser or allottee shall not (unless by express agreement) be liable to pay calls, amounts, installments, interests and expenses owing to the Company prior to such purchase or allotment nor shall be entitled (unless by express agreement) to any of the dividends, interests or bonuses accrued or which might have accrued upon the Share before the time of completing such purchase or before such allotment.

(e) Such purchaser or allottee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the Share be effected by the irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the Shares.

60. The declaration as mentioned in Article 59 (a) of these Articles shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Share.

TITLE OF PURCHASER AND ALLOTTEE OF FORFEITED SHARES

61. The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and the person to whom such share is sold, re-allotted or disposed of may be registered as the holder of the share. Any such purchaser or allottee shall not (unless by express agreement to the contrary) be liable to pay any calls, amounts, installments, interest and expenses owing to the Company prior to such purchase or allotment, nor shall he be entitled (unless by express agreement to contrary) to any of the dividends, interest or bonuses accrued or which might have accrued upon the share before the time of completing such purchase or before such allotment. Such purchaser or allottee 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 with reference to the forfeiture, sale, re-allotment or disposal of the share.

PARTIAL PAYMENT NOT TO PRECLUDE FORFEITURE

62. Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as herein provided.

THE PROVISIONS OF THESE ARTICLES AS TO FORFEITURE TO APPLY IN CASE OF NON-PAYMENT OF ANY SUM

63. The provisions of these Articles as to forfeiture shall apply to the case of non-payment 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 Shares or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

BOARD MAY ACCEPT SURRENDER OF SHARES

64. The Board may at any time, subject to the provisions of the Act, accept the surrender of any share from or by any member desirous of surrendering the same on such terms as the Board may think fit.

COMPANY'S LIEN ON SHARE/DEBENTURES

65. The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect and such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. The registration of a transfer of shares/debentures shall not operate as a waiver of the Company's lien if any, on such shares/debentures unless otherwise agreed by the Board. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this Article.

ENFORCING LIEN BY SALE

66. For the purpose of enforcing such lien, the Board may sell the shares subject thereto in such manner as it thinks fit but no sale shall be made until such time fixed as aforesaid shall have arrived and until notice in writing of the intention to sell, shall have been served on such member, his heirs, executors, administrators or other legal representatives as the case may be and default shall have been made by him or them in payment, fulfillment or discharged of such debts, liabilities or engagements for fourteen days after the date of such notice.

APPLICATION OF PROCEEDS OF SALE

67. The net proceeds of any such sale shall be received by the Company and applied in or towards satisfaction of the said debts, liabilities or engagements and the residue, if any, shall be paid to such member, his heirs, executors, administrators or other legal representatives, as the case may be.

VALIDITY OF SALE IN EXERCISE OF LIEN AND AFTER FORFEITURE

68. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before given, the Board of Directors may appoint some person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the register in respect of the shares sold and the purchaser shall not be bound to see to the regularity of the proceedings, nor to the application of the purchase money and after his name has been entered in the Register of members in respect of such shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

BOARD OF DIRECTORS MAY ISSUE NEW CERTIFICATES

69. Where any shares under the powers in that behalf herein contained are sold by the Board of Directors after forfeiture or for enforcing a lien, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall voluntarily or on demand by the Company, have been previously surrendered to the Company by the defaulting member) stand cancelled and become null and void and of no effect and the Board of Directors may issue a new certificate or certificates for such shares distinguishing it or them in such manner as it may think fit from the certificate or certificates previously issued in respect of the said shares.

SUM PAYABLE ON ALLOTMENT TO BE DEEMED A CALL

70. For the purpose of the provisions of these Articles relating to forfeiture of Shares, the sum payable upon allotment in respect of a share shall be deemed to be a call payable upon such Share on the day of allotment.

TRANSFER AND TRANSMISSION OF SHARES
REGISTER OF TRANSFER

71. The Company shall keep a book to be called the Register of Transfer and therein shall be fairly and distinctly entered the particulars of every transfer or transmission of any share.

EXECUTION OF TRANSFER

72. Subject to the Provisions of the Act and these Articles, the transfer of shares in or debentures of the Company shall be registered unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor or on behalf of the transferee and specifying the name, address and occupation, if any, of the transferee has been delivered to the Company along with the certificate if in existence or along with the letter of allotment of the shares or debentures. The transferor shall be deemed to remain

the holder of such shares until the name of the transferee is entered in the register in respect thereof. Shares of different classes shall not be included in the same instrument of transfer.

INSTRUMENT OF TRANSFER

73. Every such instrument of transfer shall be signed both by the Transferor and transferee and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register of members in respect thereof.

FORM OF TRANSFER

74. The instrument of transfer shall be in writing and all the provisions of Section 56 of the Act and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfers of shares and registration thereof. The Company shall use a common form for transfer.

NO TRANSFER TO A PERSON OF UNSOUND MIND, ETC

75. No transfer shall be made to a minor or a person of unsound mind.

TRANSFER OF SHARES

76. (i) An application for the registration of a transfer of shares may be made either by the transferor or by the transferee.

(ii) Where the application is made by the transferor and relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.

(iii) For the purpose of clause (2) hereof notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post to the transferee at the address given in the instruments of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.

DIRECTORS MAY REFUSE TO REGISTER TRANSFER

77. Subject to the Provisions of Section 58 and 59, these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may refuse whether in pursuance of any power of the company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any Shares or interest of a Member in or Debentures of the Company. The Company shall within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be giving reasons for such refusal. Provided that the registration of a transfer shall not be refused person or persons indebted to the Company on any account whatsoever except where the Company has a lien on Shares.If the Company refuses to register the transfer of any share or transmission of right therein, the Company shall within one month from the date on which instrument of transfer or the intimation of transmission, as the case may be, was delivered to the Company, sends notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission as the case may be. Nothing in these Articles shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares of the Company has been transmitted by operation of law.

NO FEE ON TRANSFER OR TRANSMISSION

78. No fee shall be charged for registration of transfer, transmission, Probate, Succession, Certificate and Letters of administration, Certificate of Death or Marriage, Power of Attorney or similar other document.

TRANSFER TO BE LEFT AT OFFICE AS EVIDENCE OF TITLE GIVEN

79. Every instrument of transfer duly executed and stamped shall be left at the office for registration accompanied by the certificate of the shares to be transferred and such other evidence as the Company may require proving the title of the transferor or his right to transfer the shares.

WHEN TRANSFER TO BE RETAINED

80. All instruments of transfer which are registered shall be retained by the Company but any instrument of transfer which the Board declines to register shall, on demand, be returned to the person depositing the same. The Board may cause to be destroyed all transfer deeds lying with the Company after such period not being less than eight years as it may determine.

DEATH OF ONE OR MORE JOINT HOLDERS OF SHARES

81. In the case of death of any one or more of the persons named in Register of Members as joint shareholders of any share, the survivors shall be the only persons recognized by the Company as having any title to or interest in such shares, but nothing herein contained shall be taken to release the estate of a joint shareholder from any liability to the Company on shares held by him jointly with any other person.

TITLE TO SHARES OF DECEASED HOLDER

82. Subject to Article 81, the heir, executor or administrator of a deceased shareholder shall be the only person recognized by the Company as having any title to his shares and the Company shall not be bound to recognize such heir, executor or administrator unless such heir, executor or administrator shall have first obtained probate, letters of administration or succession certificate.

REGISTRATION OF PERSONS ENTITLED TO SHARE OTHERWISE THAN BY TRANSFER

83. Subject to the provisions of the Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with these present, may with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that sustains the character in respect of which he proposes to act under this Article or of such titles as the Directors shall think sufficient, either be registered himself as a member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as a member in respect of such shares. Provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favor of his nominee on instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be free from any liability in respect of such shares.

A transfer of the share or other interest in the Company of a deceased member thereof made by his legal representative shall although the legal representative is not himself a member, be as valid as if he had been a member at the time of the execution of the instrument of transfer

CLAIMANT TO BE ENTITLED TO SAME ADVANTAGE

84. The person entitled to a share by reason of the death lunacy, bankruptcy or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled as if he were registered holder of the shares 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 the meeting of the Company provided that the Board may at any time give notice requiring any such persons to elect either to be registered himself or to transfer shares and if the notice is not complied within sixty days, the Board shall thereafter withhold payment of all dividends, interests, bonuses or other moneys payable in respect of the share until the requirements of the notice have been compelled with.

TRANSMISSION OF SHARE

85. Subject to the provisions of the Act and these Articles, any person becoming entitled to a share in consequence of the death, bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may with the consent of the Board (which it shall not be under any obligation to give) upon producing such evidence as the Board think sufficient, either be registered himself as the holder of the share or elect to have some person nominated by him and approved by the Board registered as such holder, provided nevertheless that if such person shall elect to have his nominee registered, he shall testify the election by executing to his nominee an instrument of transfer of the share in accordance with the provisions herein contained and until he does so he shall not be freed from any liability in respect of the share.

BOARD MAY REFUSE TO TRANSMIT

86. The Board shall have the same right to refuse on legal grounds to register a person entitled by transmission to any share or his nominee, as if he were the transferee named in any ordinary transfer presented for registration.

BOARD MAY REQUIRE EVIDENCE OF TRANSMISSION

87. Every transmission of share shall be verified in such manner as the Board may require and if the Board so desires, be accompanied by such evidence as may be thought necessary and the Company may refuse to register any such transmission until the same be verified on requisite evidence produced or until or unless an indemnity be given to the Company with regard to such registration which the Board at its absolute discretion shall consider sufficient, provided nevertheless, that there shall not be any obligation on the Company or the Board to accept any indemnity.

TRANSFER BY LEGAL REPRESENTATION

88. A transfer of a share in the Company of a deceased member thereof made by his legal representative shall, although the legal representative is not himself a member be as valid as if he had been a member at the time of the execution of instrument of transfer.

CERTIFICATE OF TRANSFER

89. The Certification by the Company of any instrument of transfer of shares in or debentures of the Company, shall be taken as a representation by the Company to any person acting on the faith of the certification that there have been produced to the Company such documents as on the face of them show a prime facie title to the shares or debentures in the transferor named in the instrument of transfer, but not as a representation that the transferor has any title to the shares or debentures

THE COMPANY NOT LIABLE FOR DISREGARD OF A NOTICE PROHIBITING REGISTRATION OF TRANSFER

90. The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer or transmission of shares made or purporting to be made by any apparent legal owner thereof as shown or appearing in the Register of Members to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer any may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some books of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.

NOMINATION

91. (i) Every shareholder or debenture holder of the Company, may at any time, nominate a person to whom his shares or debentures shall vest in the event of his death in such manner as may be determined by Central Government under the Act.

(ii) Where the shares or debentures of the Company are held by more than one person jointly, joint holders may together nominate a person to whom all the rights in the shares or debentures, as the case may be shall vest in the event of death of all the joint holders in such manner as may be determined by Central Government under the act.

(iii) Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, where a nomination made in the manner aforesaid purports to confer on any person the right to vest the shares of debentures, the nominee shall, on the death of the shareholders or debenture holder or, as the case may be on the death of the joint holders become entitled to all the rights in such shares or debentures or, as the case may be , all the joint holders, in relation to such shares or debentures, to the exclusion of all other persons, unless the nomination is varied or cancelled in the manner as may be determined by Central Government under the Act.

(iv) Where the nominee is a minor, it shall be lawful for the holder of the shares or debentures, to make the nomination to appoint any person to become entitled to shares in, or debentures of, the Company in the manner prescribed under the Act, in the event of his death, during the minority.

"Option of Nominee"

92. (i) A nominee upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-(a) to register himself as holder of the share or debenture, as the case may be; (b) or to make such transfer of the shares and/or debentures, as the deceased shareholder or debenture holder, as the case may be, could have made.
If the nominee elects to be registered as holder of the shares or debentures, himself, as the case may be, he shall deliver or send to the Company, notice in writing signed by him stating that he so elects and such notice shall be accompanied with death certificate of the deceased shareholder or debenture holder, as the case may be.

(ii) A nominee shall be entitled to the share dividend/interest and other advantages to which he would be entitled if he were the registered holder of the shares or debentures, provided that he shall not, before being registered as a member, be entitled to exercise any right conferred by membership in relation to the meeting of the Company.
Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the shares or debentures, and if the notice is not complied within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the shares or debentures, until the requirements of the notice have been complied with.

TRUST NOT RECOGNISED

93. Save as herein otherwise provided, the Company shall be entitled to treat the person whose names appears on the Register of Members/Debentures as the holder of any Shares/Debentures in the records of the Company and/or in the records of the Depository as the absolute owner thereof and accordingly shall not (except as may be ordered by a Court of competent jurisdiction or as may be required by law) be bound to recognize any benami trust or equitable, contingent, future or other claim or interest or partial interest in any such shares/debentures on the part of any other person or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto on the part of any other person whether or not it shall have express or implied notice thereof, but the Board shall be at liberty and at its sole discretion decided to register any share/debenture in the joint names of any two or more persons or the survivor or survivors of them.

TRANSFER OF SECURITIES

94. Nothing contained in Section 56(1) of the Act or these Articles shall apply to a transfer of securities affected by a transferor and transferee both of whom are entered as beneficial owners in the records of depository.

NOTICE OF APPLICATION WHEN TO BE GIVEN

95. Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.

REFUSAL TO REGISTER NOMINEE

96. Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse to register a person entitled by transmission to any Share of his nominee as if he were the transferee named in an ordinary transfer presented for registration.

PERSON ENTITLED MAY RECEIVE DIVIDEND WITHOUT BEING REGISTERED AS A MEMBER

97. A person entitled to a Share by transmission shall subject to the right of the Directors to retain dividends or money as is herein provided, be entitled to receive and may give a discharge for any dividends or other moneys payable in respect of the Share.

BOARD MAY REFUSE TRANSFER TO MORE THAN THREE PERSONS

98. Subject to the provisions of the Act, the Board may refuse to transfer a share or shares in the joint names of more than three persons.

JOINT HOLDERS

99. If any share stands in the name of two or more persons, the person first named in the Register of Members shall, as regards receipt of dividends or bonus or service of notice and/or any other matter connected with the Company, except voting at meeting and the transfer of the share, be deemed the sole holder thereof, but the joint holders of a share be severally as well as jointly, liable for the payment of all installments and calls due in respect of such share and for all incidents thereof subject to the following and other provisions contained in these articles.

JOINT AND SEVERAL LIABILITIES FOR ALL PAYMENTS IN RESPECT OF SHARES

(a) The joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.

TITLE OF SURVIVORS

(b) On the death of any such joint holder, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.

EFFECTUAL RECEIPTS

(c) Any one of several persons who is registered as joint holder of any share may give effectual receipts for all dividends and payments on account of dividends in respect of such share.

DELIVERY OF CERTIFICATE AND GIVING OF NOTICE TO FIRST NAMED HOLDER

(d) Only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificates relating to such share or to receive documents (which expression shall be deemed to include all documents referred to in the Articles and documents served on or sent to such person shall be deemed service on all the joint holders).

VOTES OF JOINT HOLDERS

(e) Any one or two or more joint holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney than that one or such persons so present whose name stands first or higher (as the case may be) on the Register of Members in respect of such shares shall alone be entitled to vote in respect thereof but the others of the joint holders shall be entitled to be present at the meeting; provided always that a joint holder present at any meeting personally shall be entitled to vote in preference to a joint holder present by attorney or by proxy although the name of such joint holder present by an attorney or by proxy although the name of such joint holder present by an attorney or proxy stands first or higher (as the case may be) in the register in respect of such shares. Several executors or administrators of a deceased members in whose (deceased member's) sole name any shares stand shall for the purpose of this Article, be deemed joint holders.

SHARES MAY BE CONVERTED INTO STOCK

100. The Board may, pursuant to Section 61 with the sanction of a General Meeting, convert any paid up share into stock and when any shares shall have been converted into stock, the several holders of such stock may henceforth, transfer their respective interests therein or any part of such interest in the same manner as and subject to the same regulations, under which fully paid up share in the capital of the Company may be transferred or as near thereto as circumstances will admit, but the Board may, from time to time if it thinks fit, fix the minimum amount of stock transferable and direct that fractions of a rupee shall not be dealt with, power nevertheless at their discretion to waive such rules in any particular case.

RIGHTS OF STOCK-HOLDERS

101. The stock shall confer on the holders thereof respectively the same rights, privileges and advantages as regards participation in the profits and voting at meetings of the Company and for other purposes as would have been conferred by shares of equal amount in the capital of the Company of the same class as the shares from which such stock was converted, but so that none of such privileges or advantages except participation in the profits of the Company or in the assets of the Company on a winding up, shall be conferred by any such equivalent part of consolidated stock as would not, if existing in shares have conferred such privileges or advantages. No such conversion shall affect or prejudice any preference or other special privileges attached to the shares so converted. Save as aforesaid, all the provisions herein contained shall, so far as circumstances will admit, apply to stock as well as to shares. The Company may at any time reconvert any such stock into fully paid up shares of any denomination.

MEETING OF MEMBERS

102. (a) Subject to Section 96 of the Act, the Company shall in each year hold, in addition to any other meetings, a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it and not more than fifteen months shall elapse between the date of the Annual General Meeting of the Company and that of the next, provided also that the Register may, for any special reason, extend the time within which any annual general meeting shall be held by a period not exceeding three months.

(b) Every Annual General Meeting shall be called for at a time during business hours that is between 9 a.m. and 6 p.m. on any day that is not a national holiday and shall be held either at the Registered Office of the Company or at some other place within the city or town or village in which the Registered Office of the Company is situated.

103. The Company shall in accordance with Section 92 of the Act, within 60 days from the day on which the Annual General Meeting is held, prepare and file with the Registrar an annual return together with the copy of the financial statements, including consolidated financial statement, if any, along with all the documents which are required to be or attached to such financial statements under this act, duly adopted at the Annual General Meeting of the company. A copy of the financial statements adopted at the Annual General Meeting shall be filed within 30 days of the annual general meeting in accordance with Section 137 of the Act.

DISTINCTION BETWEEN ANNUAL GENERAL MEETING AND EXTRA-ORDINARY GENERAL MEETING

104. The General Meeting referred to in Article 102 shall be called and styled as an Annual General Meeting and all meetings other than the Annual General Meeting shall be called Extra-Ordinary General Meetings.

CALLING OF EXTRA-ORDINARY GENERAL MEETING

105. (*1*) The Board may, whenever it deems fit, call an extraordinary general meeting of the company.

(*2*) The Board shall, at the requisition made by such number of members who hold, on the date of the receipt of the requisition, not less than one-tenth of such of the paid-up share capital of the company as on that date carries the right of voting power of all the members having on the said date a right to vote, call an extraordinary general meeting of the company within the period specified in clause (*4*).

(*3*) The requisition made under clause (*2*) shall set out the matters for the consideration of which the meeting is to be called and shall be signed by the requisitionists and sent to the registered office of the company.

(*4*) If the Board does not, within twenty-one days from the date of receipt of a valid requisition in regard to any matter, proceed to call a meeting for the consideration of that matter on a day not later than forty-five days from the date of receipt of such requisition, the meeting may be called and held by the requisitionists themselves within a period of three months from the date of the requisition.

(*5*) A meeting under clause (*4*) by the requisitionists shall be called and held in the same manner in which the meeting is called and held by the Board.

(*6*) Any reasonable expenses incurred by the requisitionists in calling a meeting under clause (*4*) shall be reimbursed to the requisitionists by the company and the sums so paid shall be deducted from any fee or other remuneration under section 197 payable to such of the directors who were in default in calling the meeting.

LENGTH OF NOTICE FOR CALLING MEETING

106. (1) A general meeting of a company may be called by giving not less than clear twenty-one days' notice either in writing or through electronic mode in such manner as may be determined by Central Government:

Provided that a general meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by not less than ninety-five per cent of the members entitled to vote at such meeting.

(2) Every notice of a meeting shall specify the place, date, day and the hour of the meeting and shall contain a statement of the business to be transacted at such meeting.

(3) The notice of every meeting of the company shall be given to –

(a) every member of the company, legal representative of any deceased member or the assignee of an insolvent member;

(b) the auditor or auditors of the company; and

(c) every director of the company.

(4) Any accidental omission to give notice to, or the non-receipt of such notice by, any member or other person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting.

EXPLANATORY STATEMENT TO BE ANNEXED TO NOTICE / SPECIAL BUSINESS

107. (*1*) Pursuant to section 102 a statement setting out the following material facts concerning each item of special business to be transacted at a general meeting, shall be annexed to the notice calling such meeting, namely: -

(*a*) the nature of concern or interest, financial or otherwise, if any, in respect of each items of—

(*i*) every director and the manager, if any;

(*ii*) every other key managerial personnel; and

(*iii*) relatives of the persons mentioned in sub-clauses (*i*) and (*ii*);

(*b*) any other information and facts that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.

(*2*) For the purposes of clause (*1*), —

(*a*) in the case of an annual general meeting, all business to be transacted thereat shall be deemed special, other than—

(*i*) the consideration of financial statements and the reports of the Board of Directors and auditors;

(*ii*) the declaration of any dividend;

(*iii*) the appointment of directors in place of those retiring;

(*iv*) the appointment of, and the fixing of the remuneration of, the auditors; And

(*b*) in the case of any other meeting, all business shall be deemed to be special:

Provided that where any item of special business to be transacted at a meeting of the company relates to or affects any other company, the extent of shareholding interest in that other company of every promoter, director, manager, if any, and of every other key managerial personnel of the first mentioned company shall, if the extent of such shareholding is not less than two per cent of the paid-up share capital of that company, also be set out in the statement.

(*3*) Where any item of business refers to any document, which is to be considered at the meeting, the time and place where such document can be inspected shall be specified in the statement under sub-clause (*1*).

108. No General Meeting, Annual or Extra-ordinary, shall be competent to enter upon, discuss or transact any business which has not been specifically mentioned in the notice or notices upon which it is convened.

QUORUM

109. (1) The quorum for a General Meeting of the Company shall be as under:
(*i*) five members personally present if the number of members as on the date of meeting is not more than one thousand; or
(*ii*) fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand; or
(*iii*) thirty members personally present if the number of members as on the date of the meeting exceeds five thousand; shall be the quorum for a meeting of the company.

(*2*) If the quorum is not present within half-an-hour from the time appointed for holding a meeting of the company –

(*a*) the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other date and such other time and place as the Board may determine; or

(*b*) the meeting, if called by requisitionists under section 100, shall stand cancelled:
Provided that in case of an adjourned meeting or of a change of day, time or place of meeting under clause (*a*), the company shall give not less than three days' notice to the members either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language) which is in circulation at the place where the registered office of the company is situated.

(*3*) If at the adjourned meeting also, a quorum is not present within half-an-hour from the time appointed for holding meeting, the members present shall be the quorum.

RESOLUTION PASSED AT ADJOURNED MEETING

110. Where a resolution is passed at an adjourned meeting of –

(*a*) a company; or

(*b*) the holders of any class of shares in a company; or

(*c*) the Board of Directors of a company,

the resolution shall, for all purposes, be treated as having been passed on the date on which it was in fact passed, and shall not be deemed to have been passed on any earlier date.

REGISTRATION OF RESOLUTIONS AND AGREEMENTS

111. The Company shall comply with the provisions of Section 117 of the Act relating to registration of certain resolutions and agreements.

POWER OF ADJOURN GENERAL MEETING

112. (1) The Chairman of the General Meeting at which a quorum is present, and shall if so directed by the meeting, may adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(2) 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.

(3) Save as aforesaid, it shall not be necessary to give any notice of an adjournment of or of the business to be transacted at any adjourned meeting.

CHAIRMAN OF GENERAL MEETING

113. The Chairman of the Board shall, if willing, preside as Chairman at every General Meeting, Annual or Extra-ordinary, if there be no such Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting or being present declined to take the Chair, the Directors present may choose one of their members to be Chairman and in default of their doing so, the members present shall choose one of the Directors to be Chairman and if no Director present be willing to take the Chair, members shall, on a show of hands elect one of their numbers to be Chairman, of the meeting, if a poll is demanded on the election of the Chairman, it shall be taken forthwith in accordance with the provisions of the Act and these Articles and the Chairman elected on a show of hands shall exercise all the powers of the Chairman under the said provisions. If some other person is elected chairman as a result of the poll, he shall be the Chairman for the rest of the meeting.

BUSINESS CONFINED TO ELECTION OF CHAIRMAN WHILE CHAIR VACANT

114. No business shall be discussed at any General Meeting except the election of a Chairman while the chair is vacant.

RESOLUTION MUST BE PROPOSED AND SECONDED

115. No resolution submitted to a meeting, unless proposed by the Chairman of the meeting shall be discussed nor put to vote until the same has been proposed by a member present and entitled to vote at such meeting and seconded by another member present and entitled to vote at such meeting.

POSTAL BALLOT

116. (*1*) Notwithstanding anything contained in this Act, the company –

(*a*) shall, in respect of such items of business as the Central Government may, by notification, declare to be transacted only by means of postal ballot; and

(*b*) may, in respect of any item of business, other than ordinary business and any business in respect of which directors or auditors have a right to be heard at any meeting, transact by means of postal ballot, in such manner as may be determined by Central Government, instead of transacting such business at a general meeting.

(*2*) If a resolution is assented to by the requisite majority of the shareholders by means of postal ballot, it shall be deemed to have been duly passed at a general meeting convened in that behalf.

DECLARATION OF CHAIRMAN TO BE CONCLUSIVE

117. A declaration by the Chairman that a resolution has or has not been carried either unanimously or by a particular majority and an entry to that effect in the books containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number of proportion of the votes cast in favour of or against such resolution

CIRCULATION OF MEMBERS' RESOLUTION

118. (*1*) A company shall, on requisition in writing of such number of members, as required in section 100, -

(*a*) give notice to members of any resolution which may properly be moved and is intended to be moved at a meeting; and

(*b*) circulate to members any statement with respect to the matters referred to in proposed resolution or business to be dealt with at that meeting.

(*2*) A company shall not be bound under this section to give notice of any resolution or to circulate any statement unless –

(*a*) a copy of the requisition signed by the requisitionists (or two or more copies which, between them, contain the signatures of all the requisitionists) is deposited at the registered office of the company, —

(*i*) in the case of a requisition requiring notice of a resolution, not less than six weeks before the meeting;

(*ii*) in the case of any other requisition, not less than two weeks before the meeting; and

(*b*) there is deposited or tendered with the requisition, a sum reasonably sufficient to meet the company's expenses in giving effect thereto:

Provided that if, after a copy of a requisition requiring notice of a resolution has been deposited at the registered office of the company, an annual general meeting is called on a date within six weeks after the copy has been deposited, the copy, although not deposited within the time required by this sub-section, shall be deemed to have been properly deposited for the purposes thereof.

(*3*) The company shall not be bound to circulate any statement as required by clause(*b*) of sub-section (*1*), if on the application either of the company or of any other person who claims to be aggrieved, the Central Government, by order, declares that the rights conferred by this section are being abused to secure needless publicity for defamatory matter.

(*4*) An order made under sub-section (*3*) may also direct that the cost incurred by the company by virtue of this section shall be paid to the company by the requisitionists, notwithstanding that they are not parties to the application.

VOTES OF MEMBERS
VOTES MAY BE GIVEN BY PROXY OR ATTORNEY

119. Subject to the provisions of the Act and these Articles, votes may be given either personally or by an attorney or by proxy or in the case of a body corporate, also by a representative duly authorized under section 113 of the Act.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights

Provided that a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

VOTES OF MEMBERS

120. (*1*) Subject to the provisions of section 43 and sub-section (*2*) of section 50, -

(a) every member of a company limited by shares and holding equity share capital therein, shall have a right to vote on every resolution placed before the company; and

(*b*) his voting right on a poll shall be in proportion to his share in the paid-up equity share capital of the company.

(*2*) Every member of a company limited by shares and holding any preference share capital therein shall, in respect of such capital, have a right to vote only on resolutions placed before the company which directly affect the rights attached to his preference shares and, any resolution for the winding up of the company or for their payment or reduction of its equity or preference share capital and his voting right on a poll shall be in proportion to his share in the paid-up preference share capital of the company:

Provided that the proportion of the voting rights of equity shareholders to the voting rights of the preference shareholders shall be in the same proportion as the paid-up capital in respect of the equity shares bears to the paid-up capital in respect of the preference shares:

Provided further that where the dividend in respect of a class of preference shares has not been paid for a period of two years or more, such class of preference shareholders shall have a right to vote on all the resolutions placed before the company.

RIGHT OF MEMBER TO USE HIS VOTES DIFFERENTLY

121. On a poll being taken at meeting of the Company, a member entitled to more than one vote or his proxy or other person entitled to vote for him as the case may be need not, if he votes, use all his votes or cast in the same way all the votes he uses.

REPRESENTATION OF BODY CORPORATE

122. Pursuant to section 113, a body corporate whether a Company within meaning of the Act or not may, if it is a member or creditor of the Company including being a holder of debentures, may authorize such person by a resolution of its Board of Directors, as it thinks fit, to act as its representative at any meeting of members and creditors of the Company.

REPRESENTATION OF THE PRESIDENT OF INDIA OR GOVERNORS

123. The President of India or the Governor of State if he is a member of the Company may appoint such person as he thinks fit to act, as his representative at any meeting of the Company or at any meeting of any class of members of the Company in accordance with provisions of Section 112 of the Act or any other statutory provision governing the same.

A person appointed to act as aforesaid shall for the purposes of the Act be deemed to be a member of such a Company and shall be entitled to exercise the same rights and powers (including the right to vote by proxy) as the Governor could exercise, as member of the Company.

RESTRICTION ON EXERCISE OF VOTING RIGHT BY MEMBERS WHO HAVE NOT PAID CALLS

124. No member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has and/or has exercised its right of lien.

RESTRICTION ON EXERCISE OF VOTING RIGHT IN OTHER CASES TO BE VOID

125. A member is not prohibited from exercising his voting right on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in Article 124.

HOW MEMBER NON-COMPOS MENTIS MAY VOTE

126. If any member be a lunatic or non-compos mentis, the vote in respect of his share or shares shall be his committee or other legal guardian provided that such evidence of the authority of the person claimed to vote as shall be acceptable by the Board shall have been deposited at the office of the Company not less than forty-eight hours before the time of holding a meeting.

INSTRUMENT OF PROXY

127. The instrument appointing a proxy shall be in writing and signed by the appointer or his attorney duly authorized in writing or if the appointer is a body corporate be under its seal or be signed by an office or attorney duly authorized by it.

INSTRUMENT OF PROXY TO BE DEPOSITED AT OFFICE

128. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarial certified copy of that power of attorney or authority shall be deposited at the registered office of the Company not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid. No instrument of proxy shall be valid after the expiration of twelve months from the date of its execution.

WHEN VOTE BY PROXY VALID THOUGH AUTHORITY REVOKED

129. 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 share in respect of which the vote 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 adjournment meeting at which the proxy is used.

FORM OF PROXY

130. Every instrument of proxy, whether for specified meeting or otherwise shall, as nearly as circumstances will admit, be in the form Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014.

TIME FOR OBJECTION TO VOTE

131. No objection shall be made to the validity of any vote except at the meeting or poll at which such vote shall be so tendered and every vote whether given personally or by proxy and not disallowed at such meeting or poll shall be deemed valid for all purposes of such meeting or poll whatsoever.

CHAIRMAN OF ANY MEETING TO BE THE JUDGE OF VALIDITY OF ANYVOTE

132. The Chairman of any meeting shall be sole judge of the validity of every vote tendered at such meeting. The Chairman present at the time of taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.

MEMBER PAYING MONEY IN ADVANCE NOT BE ENTITLED TO VOTE IN RESPECT THEREOF

133. A Member paying the whole or a part of the amount remaining unpaid on any Share held by him although no part of that amount has been called up, shall not be entitled to any voting rights or participate in dividend or profits in respect of moneys so paid by him until the same would but for such payment become presently payable

DIRECTORS

134. 1) 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 shall not be less than three nor more than fifteen.

2) The Persons named hereinafter are the Directors of the Company at the time of adoption of new set of Articles: -

(1) Mr. Ashish Rasiklal Shah
(2) Mr. Hirenkumar Rasiklal Shah
(3) Mr. Rasiklal Hathichand Shah
(4) Mrs. Ranjanben Rasiklal Shah

INCREASE IN NUMBER OF DIRECTORS TO REQUIRE GOVERNMENT SANCTION

135. The appointment of the Directors exceeding 15 (fifteen) will be subject to the provisions of Section 149 of the Act.

POWER OF DIRECTORS TO APPOINT ADDITIONAL DIRECTORS

136. The Board of Directors shall have the power to appoint any person, other than a person who fails to get appointed as a director in a general meeting, as an additional director at any time who shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier.

ALTERNATE DIRECTORS

137. The Board of Directors shall have the power to appoint a person, not being a person holding any alternate directorship for any other director in the company, to act as an alternate director for a director during his absence for a period of not less than three months from India:
Provided that no person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of this Act:
Provided further that an alternate director shall not hold office for a period longer than that permissible to the director in whose place he has been appointed and shall vacate the office if and when the director in whose place he has been appointed returns to India:
Provided also that if the term of office of the original director is determined before he so returns to India, any provision for the automatic re-appointment of retiring directors in default of another appointment shall apply to the original, and not to the alternate director.

NOMINEE DIRECTORS

138. The Board shall have the power to appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement or by the Central Government or the State Government by virtue of its shareholding in a Government company.
If the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, in default of and subject to any regulations in the articles of the company, be filled by the Board of Directors at a meeting of the Board:
Provided that any person so appointed shall hold office only up to the date up to which the director in whose place he is appointed would have held office if it had not been vacated.

139. A Director need not hold any qualification shares.

REMUNERATION OF DIRECTORS

140. (1) Subject to the provisions of the Act, a Managing Director or any other Director, who is in the

Whole time employment of the Company may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other.

(2) Subject to the provisions of the Act, a Director who is neither in the Whole-time employment not a Managing Director may be paid remuneration.

(i) by way of monthly, quarterly or annual payment with the approval of the Central Government:

or

(ii) by way of commission if the Company by a special resolution authorizes such payments.

(3) The fees payable to Director (including a Managing or whole-time Director, if any) for attending a meeting of the Board or Committee shall be decided by the Board of Directors from time to time, however the amount thereof shall not exceed limit provided in the Companies Act, 2013 and rules, if any, framed there under.

(4) if any Director be called upon to perform extra services or special exertion or efforts (which expression shall include work done by a Director as member of any committee formed by the Directors), the Board may arrange with such Directors for such special remuneration for such extra services or special exertions or either by a fixed sum or otherwise as may be determined by the Board and such remuneration may be either in addition to or in substitution for his remuneration above provided subject to the provision of Section 197(4) of the Act.

INCREASE IN REMUNERATION OF DIRECTORS TO REQUIRE GOVERNMENT SANCTION

141. Any provision relating to the remuneration of any Director including the Managing Director or Joint Managing Director or whole time Director or executive Director whether contained in his original appointment or which purports to increase or has the effect of increasing whether directly or indirectly the amount of such remuneration and whether that provisions are contained in the articles or in any agreement entered into by the Board of Directors shall be subject to the provisions of Section 196, 197 and 203 of the Act and in accordance with the conditions specified in Schedule V and to the extent to which such appointment or any provisions for remuneration thereof is not in accordance with the Schedule V, the same shall not have any effect unless approved by the Central Government and shall be effective for such period and be subject to such conditions as may be stipulated by the Central Government and to the extent to which the same is not approved by the Central Government, the same shall become void and not enforceable against the Company.

TRAVELLING EXPENSES INCURRED BY A DIRECTOR NOT A BONAFIDE RESIDENT OR BY DIRECTOR GOING OUT ON COMPANY'S BUSINESS

142. The Board may allow and pay to any Director who is not a bonafide resident of the place where the meetings of the Board or committee thereof are ordinarily held and who shall come to a such place for the purpose of attending any meeting, such sum as the Board may consider fair compensation or for traveling, boarding, lodging and other expenses, in addition to his fee for attending such meeting as above specified and if any Director be called upon to go or reside out of the ordinary place of his residence on the Company's business, he shall be entitled to be repaid and reimbursed any travelling or other expenses, incurred in connection with business of the Company.

DIRECTORS MAY ACT NOTWITHSTANDING ANY VACANCY

143. The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as the number is reduced below the quorum fixed by the Act or by these Articles 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 for summoning a General Meeting of the Company but for no other purpose.

DISCLOSURE OF INTEREST OF DIRECTORS

144. (1) Every director shall at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the disclosures already made, then at the first Board meeting held after such change, disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals which shall include the shareholding, in such manner as may be determined by central government.

(*2*) Every director of a company who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement or proposed contract or arrangement entered into or to be entered into—

(*a*) with a body corporate in which such director or such director in association with any other director, holds more than two per cent. shareholding of that body corporate, or is a promoter, manager, Chief Executive Officer of that body corporate; or

(*b*) with a firm or other entity in which, such director is a partner, owner or member, as the case may be,

shall disclose the nature of his concern or interest at the meeting of the Board in which the contract or arrangement is discussed and shall not participate in such meeting:

Provided that where any director who is not so concerned or interested at the time of entering into such contract or arrangement, he shall, if he becomes concerned or interested after the contract or arrangement is entered into, disclose his concern or interest forthwith when he becomes concerned or interested or at the first meeting of the Board held after he becomes so concerned or interested.

(*3*) A contract or arrangement entered into by the company without disclosure under sub-section (*2*) or with participation by a director who is concerned or interested in any way, directly or indirectly, in the contract or arrangement, shall be voidable at the option of the company.

(*4*) Nothing in this Article-

(*a*) shall be taken to prejudice the operation of any rule of law restricting a director of a company from having any concern or interest in any contract or arrangement with the company;

(*b*) shall apply to any contract or arrangement entered into or to be entered into between two companies where any of the directors of the one company or two or more of them together holds or hold not more than two per cent. of the paid-up share capital in the other company.

INTERESTED DIRECTOR NOT TO PARTICIPATE OR VOTE ON BOARD'S PROCEEDINGS

145. No Director of the Company shall, as Director, take any part in the discussion of or vote on any contract or arrangement entered into or to be entered into by or on behalf of the Company if he is in any way whether directly or indirectly, concerned or interested in the contract or arrangement, nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote and if he does vote his vote shall be void, provided however that Directors may vote on any contract of

indemnity against any loss which the Directors or any one or more of them may suffer by reason of becoming or being sureties or surety for the Company.

BOARD'S SANCTION TO BE REQUIRED FOR CERTAIN CONTRACTS IN WHICH PARTICULAR DIRECTOR IS INTERESTED

146. (1) Except with the consent of the Board of Directors of the Company and of the Shareholders where applicable, the Company, shall not enter into any contract with a Related Party in contravention of Section 188 of the Act and the Rules made thereunder–

(i) for the sale, purchase or supply of any goods, materials or services; or
(ii) selling or otherwise disposing of, or buying, property of any kind;
(iii) leasing of property of any kind;
(iv) availing or rendering of any services;
(v) appointment of any agent for purchase or sale of goods, materials, services or property
(vi) such Related Party's appointment to any office or place of profit in the Company, its subsidiary company or associate company;
(vii) underwriting the subscription of any securities or derivatives thereof, of the Company:

(2) Nothing contained in clause (1) shall affect any transactions entered into by the Company in its ordinary course of business other than transactions which are not on an arm's length basis.

(3) Notwithstanding anything contained in clauses (1) and (2) a Related Party may, in circumstances of urgent necessity enter, without obtaining the consent of the Board, into any contract with the Company; but in such a case the consent of the Board shall be obtained at a meeting within three months of the date of which the contract was entered into or such other period as may be prescribed under the Act. (S.188 (3))

(4) Every consent of the Board required under this Article shall be accorded by a resolution of the Board and the consent required under Clause (1) shall not be deemed to have been given within the meaning of that clause unless the consent is accorded before the contract is entered into or within three months of the date on which it was entered into or such other period as may be prescribed under the Act.

(5) If the consent is not accorded to any contract under this Article anything done in pursuance of the contract will be voidable at the option of the Board.

SPECIAL DIRECTOR

147. In connection with any collaboration arrangement with any company or corporation or any firm or person for supply of technical know-how and/or machinery or technical advice the directors may authorize such company, corporation, firm or person herein-after in this clause referred to as "collaborator" to appoint from time to time any person as director of the company (hereinafter referred to as "special director") and may agree that such special director shall not be liable to retire by rotation and need not possess any qualification shares to qualify him for office of such director, so however that such special director shall hold office so long as such collaboration arrangement remains in force unless otherwise agreed upon between the Company and such collaborator under the collaboration arrangements or at any time thereafter.

The collaborators may at any time and from time to time remove any such special director appointed by it and may at the time of such removal and also in the case of death or resignation of the person so appointed, at any time appoint any other person as special director in his place and such appointment or

removal shall be made in writing signed by such company or corporation or any partner or such person and shall be delivered to the Company at its registered office.

It is clarified that every collaborator entitled to appoint a director under this article may appoint one such person as a director and so that if more than one collaborator is so entitled there may be at any time as may special directors as the collaborators eligible to make the appointment.

DIRECTORS' SITTING FEES

148. The fees payable to a Director for attending each Board meeting shall be such Sum as may be fixed by the Board of Directors not exceeding such as may be determined by the Central Government for each of the meetings of the Board or A committee thereof and adjournments thereto attended by him. The directors, Subject to the sanction of the Central Government (if any required) may be paid such higher fees as the Company in General Meeting shall from time to time determine.

DIRECTORS AND MANAGING DIRECTOR MAY CONTRACT WITH COMPANY

149. Subject to the provisions of the Act the Directors (including a Managing Director And whole time Director) shall not be disqualified by reason of his or their office as such from holding office under the Company or from contracting with the Company either as vendor, purchaser, lender, agent, broker, lessor or lessee or Otherwise, nor shall any such contract or any contracts or arrangement entered Into by or on behalf of the Company with any Director or with any company or Partnership of or in which any Director shall be a member or otherwise interested be avoided nor shall any Director so contracting be liable to account to the Company for any profit realized by such contract or arrangement by reason only of such director holding that office or of the fiduciary relation thereby established, but it is declared that the nature of his interest shall be disclosed as Provided by Section 188 of the Act and in this respect all the provisions of Section 179, 180, 184, 185, 186, 188, 189and 196 of the Act shall be duly observed and complied with.

DISQUALIFICATION OF THE DIRECTOR

150. (*1*) A person shall not be eligible for appointment as a director of a company, if -

(*a*) he is of unsound mind and stands so declared by a competent court;

(*b*) he is an undischarged insolvent;

(*c*) he has applied to be adjudicated as an insolvent and his application is pending;

(*d*) he has been convicted by a court of any offence, whether involving moral turpitude or otherwise, and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence:

Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a director in any company;

(*e*) an order disqualifying him for appointment as a director has been passed by a Court or Tribunal and the order is in force;

(*f*) he has not paid any calls in respect of any shares of the company held by him, whether alone or jointly with others, and six months have elapsed from the last day fixed for the payment of the call;

(*g*) he has been convicted of the offence dealing with related party transactions under section 188 at any time during the last preceding five years; or

(*h*) he has not complied with sub-section (*3*) of section 152.

(*2*) No person who is or has been a director of a company which -

(*a*) has not filed financial statements or annual returns for any continuous period of three financial years; or

(*b*) has failed to repay the deposits accepted by it or pay interest thereon or to redeem any debentures on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more, shall be eligible to be re-appointed as a director of that company or appointed in other company for a period of five years from the date on which the said company fails to do so.

DIRECTORS VACATING OFFICE

151. The office of a Director shall be vacated if:

(i) he is found to be of unsound mind by a Court of competent jurisdiction;

(ii) he applied to be adjudicated an insolvent;

(iii) he is adjudicated an insolvent;

(iv) he is convicted by a Court, of any offence involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the expiry of the sentence; Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a director in any company;

(v) he fails to pay any call-in respect of shares of the Company held by him, whether alone or jointly with others, within six months from the last date fixed for the payment of the call unless the Central Government by Notification in the Official Gazette removes the disqualification incurred by such failure;

(vi) he absents himself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board;

(vii) he is removed in pursuance of Section 169 of Act;

(viii) having been appointed a Director by virtue of his holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company;

(ix) he acts in contravention of the provisions of Section 184 of the Act relating to entering into contracts or arrangements in which he is directly or indirectly interested;

(x) he fails to disclose his interest in any contract or arrangement in which he is directly or indirectly interested, in contravention of the provisions of section 184.

DIRECTOR MAY BE DIRECTOR OF COMPANIES PROMOTED BY THE COMPANY

152. Subject to provisions of Section 203 of the Act, a Director may be or become a director of any company promoted by the Company, or in which it may be interested as a vendor, shareholder, or otherwise and no such Director shall be accountable for any benefit received as director or Shareholder of such company except in so far Section 197or Section 188 of the Act may be applicable.

RETIREMENT AND ROTATION OF DIRECTORS

RETIREMENT OF DIRECTORS BY ROTATION

153. (1) (a) At every Annual General Meeting, not less than two-thirds of the total number of directors of a company shall -

(*i*) be persons whose period of office is liable to determination by retirement of directors by rotation; and

(*ii*) save as otherwise expressly provided in this Act, be appointed by the company in general meeting.

(*b*) The remaining directors in the case of any such company shall, in default of, and subject to any regulations in the articles of the company, also be appointed by the company in general meeting.

(*c*) At the first annual, general meeting of a public company held next after the date of the general meeting at which the first directors are appointed in accordance with clauses (*a*) and (*b*) and at

every subsequent annual general meeting, one-third of such of the directors for the time being as are liable to retire by rotation, or if their number is neither three nor a multiple of three, then, the number nearest to one-third, shall retire from office.

(*d*) The directors to retire by rotation at every annual general meeting shall be those who have been longest in office since their last appointment, but as between persons who became directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot.

(*e*) At the annual general meeting at which a director retires as aforesaid, the company may fill up the vacancy by appointing the retiring director or some other person thereto.

(2)(*a*) If the vacancy of the retiring director is not so filled-up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a holiday, at the same time and place.

(*2*) If at the adjourned meeting also, the vacancy of the retiring director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring director shall be deemed to have been re-appointed at the adjourned meeting, unless–

1. at that meeting or at the previous meeting a resolution for the re-appointment of such director has been put to the meeting and lost;
2. the retiring director has, by a notice in writing addressed to the company or its Board of directors, expressed his unwillingness to be so re-appointed;
3. he is not qualified or is disqualified for appointment;
4. a resolution, whether special or ordinary, is required for his appointment or re-appointment by virtue of any provisions of this Act; or
5. section 162 is applicable to the case.

APPOINTMENT OF DIRECTOR TO BE VOTE INDIVIDUALLY

154. (*1*) At a general meeting of a company, a motion for the appointment of two or more persons as directors of the company by a single resolution shall not be moved unless a proposal to move such a motion has first been agreed to at the meeting without any vote being cast against it.

(*2*) A resolution moved in contravention of sub-section (*1*) shall be void, whether or not any objection was taken when it was moved.

(*3*) A motion for approving a person for appointment, or for nominating a person for appointment as a director, shall be treated as a motion for his appointment.

155. (*1*) A person who is not a retiring director in terms of section 152 shall, subject to the provisions of this Act, be eligible for appointment to the office of a director at any general meeting, if he, or some member intending to propose him as a director, has, not less than fourteen days before the meeting, left at the registered office of the company, a notice in writing under his hand signifying his candidature as a director or, as the case may be, the intention of such member to propose him as a candidate for that office, along with the deposit of one lakh rupees or such higher amount as may be determined by central government which shall be refunded to such person or, as the case may be, to the member, if the person proposed get selected as a director or gets more than twenty-five per cent. of total valid votes cast either on show of hands or on poll on such resolution.

(*2*) The company shall inform its members of the candidature of a person for the office of director under sub-section (*1*) in such manner as may be determined by central government.

RESIGNATION OF DIRECTOR

156.(*1*) A director may resign from his office by giving a notice in writing to the company and the Board shall on receipt of such notice take note of the same and the company shall intimate the Registrar in such manner, within such time and in such form as may be determined by central

government and shall also place the fact of such resignation in the report of directors laid in the immediately following general meeting by the company:
Provided that a director shall also forward a copy of his resignation along with detailed reasons for the resignation to the Registrar within thirty days of resignation in such manner as may be determined by Central Government.

(*2*) The resignation of a director shall take effect from the date on which the notice is received by the company or the date, if any, specified by the director in the notice, whichever is later:
Provided that the director who has resigned shall be liable even after his resignation for the offences which occurred during his tenure.

(*3*) Where all the directors of a company resign from their offices, or vacate their offices under Section 167 of the Act, the promoter or, in his absence, the Central Government shall appoint the required number of directors who shall hold office till the directors are appointed by the company in general meeting.

REGISTER OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AND NOTIFICATION OF CHANGES TO REGISTRAR

157. The Company shall keep at its registered office, a Register of Director, Managing Director, Manager and Secretary and key managerial personnel of the Company containing the particulars as required by Section 170 of the Act and shall send to the Registrar a return in the prescribed form containing the particulars specified in the said register and shall notify to the Registrar any change among its Directors, Managing Directors, Manager, Secretary and key managerial personnel or any of the particulars contained in the register as required by Section 170 of the Act.

APPOINTMENT OF TECHNICAL OR EXECUTIVE DIRECTORS

158. a) The Board of Directors shall have the right from time to time to appoint any person or persons as Technical Director or Executive Director/s and remove any such persons from time to time without assigning any reason whatsoever. A Technical Director or Executive Director shall not be required to hold any qualification shares and shall not be entitled to vote at any meeting of the Board of Directors.

b) Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.

REMOVAL OF DIRECTORS

159. (*1*) A company may, by ordinary resolution, remove a director, not being a director appointed by the Tribunal under section 242, before the expiry of the period of his office after giving him a reasonable opportunity of being heard:
Provided that nothing contained in this sub-section shall apply where the company has availed itself of the option given to it under section 163 to appoint not less than two thirds of the total number of directors according to the principle of proportional representation.

(*2*) A special notice shall be required of any resolution, to remove a director under this section, or to appoint somebody in place of a director so removed, at the meeting at which he is removed.

(*3*) On receipt of notice of a resolution to remove a director under this section, the company shall forthwith send a copy thereof to the director concerned, and the director, whether or not he is a member of the company, shall be entitled to be heard on the resolution at the meeting.

(*4*) Where notice has been given of a resolution to remove a director under this section and the director concerned makes with respect thereto representation in writing to the company and requests its notification to members of the company, the company shall, if the time permits it to do so, —

(*a*) in any notice of the resolution given to members of the company, state the fact of the representation having been made; and

(*b*) send a copy of the representation to every member of the company to whom notice of the meeting is sent (whether before or after receipt of the representation by the company),

and if a copy of the representation is not sent as aforesaid due to insufficient time or for the company's default, the director may without prejudice to his right to be heard orally require that the representation shall be read out at the meeting:

Provided that copy of the representation need not be sent out and the representation need not be read out at the meeting if, on the application either of the company or of any other person who claims to be aggrieved, the Tribunal is satisfied that the rights conferred by this sub-section are being abused to secure needless publicity for defamatory matter; and the Tribunal may order the company's costs on the application to be paid in whole or in part by the director notwithstanding that he is not a party to it.

(*5*) A vacancy created by the removal of a director under this section may, if he had been appointed by the company in general meeting or by the Board, be filled by the appointment of another director in his place at the meeting at which he is removed, provided special notice of the intended appointment has been given under sub-section (*2*).

(*6*) A director so appointed shall hold office till the date up to which his predecessor would have held office if he had not been removed.

(*7*) If the vacancy is not filled under sub-section (*5*), it may be filled as a casual vacancy in accordance with the provisions of this Act:

Provided that the director who was removed from office shall not be re-appointed as a director by the Board of Directors.

(*8*) Nothing in this section shall be taken -

(*a*) as depriving a person removed under this section of any compensation or damages payable to him in respect of the termination of his appointment as director asper the terms of contract or terms of his appointment as director, or of any other appointment terminating with that as director; or

(b) as derogating from any power to remove a director under other provisions of this Act.

ELIGIBILITY FOR RE-ELECTION

160. A retiring Director shall be eligible for re-election.

PROCEEDINGS OF DIRECTORS

MEETINGS OF BOARD

161. *(1)* A minimum number of four meetings of its Board of Directors every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board:

Provided that the Central Government may, by notification, direct that the provisions of this sub-section shall not apply in relation to any class or description of companies or shall apply subject to such exceptions, modifications or conditions as may be specified in the notification.

(*2*) The participation of directors in a meeting of the Board may be either in person or through video conferencing or other audio-visual means, as may be determined by central government, which are capable of recording and recognizing the participation of the directors and of recording and storing the proceedings of such meetings along with date and time:

Provided that the Central Government may, by notification, specify such matters which shall not be dealt with in a meeting through video conferencing or other audio-visual means.

(*3*) A meeting of the Board shall be called by giving not less than seven days' notice in writing to every director at his address registered with the company and such notice shall be sent by hand delivery or by post or by electronic means:

Provided that a meeting of the Board may be called at shorter notice to transact urgent business subject to the condition that at least one independent director, if any, shall be present at the meeting:

Provided further that in case of absence of independent directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the directors and shall be final only on ratification thereof by at least one independent director, if any.

QUORUM

162. (*1*) The quorum for a meeting of the Board of Directors of a company shall be one third of its total strength or two directors, whichever is higher, and the participation of the directors by video conferencing or by other audio-visual means shall also be counted for the purposes of quorum under this sub-section.

(*2*) 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 and for no other purpose.

(*3*) Where at any time the number of interested directors exceeds or is equal to two thirds of the total strength of the Board of Directors, the number of directors who are not interested directors and present at the meeting, being not less than two, shall be the quorum during such time.

(*4*) Where a meeting of the Board could not be held for want of quorum, then, unless the articles of the company otherwise provide, the meeting shall automatically stand adjourned to the same day at the same time and place in the next week or if that day is a national holiday, till the next succeeding day, which is not a national holiday, at the same time and place.

DECISION OF QUESTIONS

163. Subject to the provisions of the Act, question arising at any meeting of the Board shall be decided by a majority of votes and in case of an equality of votes, the Chairman shall have a second or casting vote.

BOARD MAY APPOINT CHAIRMAN, CO-CHAIRMAN AND VICE CHAIRMAN

164. The Board may elect a Chairman, a Co-Chairman and a Vice Chairman of their Meetings and of the Company and determine the period for which he is to hold office. The Chairman or in his absence the Co-Chairman or the Vice Chairman shall be entitled to take the Chair at every General Meeting, whether Annual or Extraordinary, or if there be no such Chairman or Co-Chairman or Vice Chairman of the Board of Directors, or if at any Meeting neither of these shall be present within fifteen minutes of the time appointed for holding such Meeting, the Directors present may choose one of their members to be the Chairman of the Meeting of their meetings and determine the period for which he is to hold office, but if no such Chairman is elected or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the Directors present may choose one of their members to be the Chairman of the Meeting.

POWER OF BOARD MEETING

165. A meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which by or under the Act or the Articles are for the time being vested in or exercisable by the Board generally.

166. Subject to the restrictions contained in Section 179 of the Act, the Board may delegate any of its power to a Committee of the Board consisting of such member or members of its body or any other person as it thinks fit and it may from time to time revoke and discharge any such committee of the Board so formed, shall in the exercise of the power so delegated confirm to any regulations that may from time to time be imposed on it by the Board. All acts done by such Committee of the Board in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.

MEETING OF THE COMMITTEE HOW TO BE GOVERNED

167. The meeting and proceedings of any such Committee of the Board consisting of two or more persons shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board, so far as the same are applicable thereto and are not superseded by any regulations made by the Board under the last preceding Article.

DEFECTS IN APPOINTMENT OF DIRECTORS NOT TO INVALIDATE ACTIONS TAKEN

168. No act done by a person as a director shall be deemed to be invalid, notwithstanding that it was subsequently noticed that his appointment was invalid by reason of any defect or disqualification or had terminated by virtue of any provision contained in this Act or in the articles of the company:
Provided that nothing in this section shall be deemed to give validity to any act done by the director after his appointment has been noticed by the company to be invalid or to have terminated.

PASSING OF RESOLUTION BY CIRCULATION

169. (*1*) No resolution shall be deemed to have been duly passed by the Board or by a committee thereof by circulation, unless the resolution has been circulated in draft, together with the necessary papers, if any, to all the directors, or members of the committee, as the case may be, at their addresses registered with the company in India by hand delivery or by post or by courier, or through such electronic means as may be determined by Central Government and has been approved by a majority of the directors or members, who are entitled to vote on the resolution:
Provided that, where not less than one-third of the total number of directors of the company for the time being require that any resolution under circulation must be decided at a meeting, the Chairperson shall put the resolution to be decided at a meeting of the Board.

(*2*) A resolution under sub-section (*1*) above shall be noted at a subsequent meeting of the Board or the committee thereof, as the case may be, and made part of the minutes of such meeting.

SPECIAL NOTICE

170. Where by any provision contained in the Act or in these Articles special notice is required for any resolution, notice of the intention to move the resolution shall be given to the Company by such number of members holding not less than one per cent of total voting power or holding shares on which such aggregate sum not exceeding five lakh rupees, as may be prescribed, has been paid-up, not less than fourteen days before the meeting at which it is to be moved exclusive of the day on which the notice is served or deemed to be served and the day of the meeting. The Company shall immediately after the notice of the intention to move any such resolution has been received by it, give its members

notice of the resolution in the same manner as it gives notice of the meeting, or if that is not practicable, shall give them notice thereof either by advertisement in a newspaper having an appropriate circulation or in any other mode allowed by these presents not less than seven days before the meeting.

GENERAL POWERS OF THE BOARD

171. (*1*) The Board of Directors of a company shall be entitled to exercise all such powers, and to do all such acts and things, as the company is authorized to exercise and do:
Provided that in exercising such power or doing such act or thing, the Board shall be subject to the provisions contained in that behalf in this Act, or in the memorandum or articles, or in any regulations not inconsistent therewith and duly made thereunder, including regulations made by the company in general meeting:
Provided further that the Board shall not exercise any power or do any act or thing which is directed or required, whether under this Act or by the memorandum or articles of the company or otherwise, to be exercised or done by the company in general meeting.

(*2*) No regulation made by the company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

CERTAIN POWERS TO BE EXERCISED BY THE BOARD ONLY AT MEETINGS

172. The Board of Directors of a company shall exercise the following powers on behalf of the company by means of resolutions passed at meetings of the Board, namely: -
(*a*) to make calls on shareholders in respect of money unpaid on their shares;
(*b*) to authorize buy-back of securities under section 68;
(*c*) to issue securities, including debentures, whether in or outside India;
(*d*) to borrow monies;
(*e*) to invest the funds of the company;
(*f*) to grant loans or give guarantee or provide security in respect of loans;
(*g*) to approve financial statement and the Board's report;
(*h*) to diversify the business of the company;
(*i*) to approve amalgamation, merger or reconstruction;
(*j*) to take over a company or acquire a controlling or substantial stake in another company;
(k) to make political contributions;
(l) to appoint or remove key managerial personnel (KMP);
(m) to take note of appointment(s) or removal(s) of one level below the Key Managerial Personnel;
(n) to appoint internal auditors and secretarial auditor;
(o) to take note of disclosure of director's interest and shareholding;
(p) to buy, sell investments held by the company (other than trade investments) constituting five percent or more of the paid-up share capital and free reserve of the investee company;
(q) to invite and accept or renew public deposits and related matters;
(r) to review or change the terms and conditions of public deposit;
(s) to approve quarterly, half yearly and annual financial statements or financial results as the case may be.
Provided that the Board may, by a resolution passed at a meeting, delegate to any committee of directors, the managing director, the manager or any other principal officer of the company or in the case of a branch office of the company, the principal officer of the branch office, the powers specified in clauses (*d*) to (*f*) on such conditions as it may specify:
Nothing in this section shall be deemed to affect the right of the company in general meeting to impose restrictions and conditions on the exercise by the Board of any of the powers specified in this section.

RESTRICTIONS ON POWERS OF BOARD

173. (*1*) The Board of Directors of a company shall exercise the following powers only with the

Consent of the company by a special resolution, namely: -

(a) to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.

(b) to invest otherwise in trust securities the amount of compensation received by it as a result of any merger or amalgamation;

(c) to borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business:

Provided that the acceptance by a banking company, in the ordinary course of its business, of deposits of money from the public, repayable on demand or otherwise, and withdrawable by cheque, draft, order or otherwise, shall not be deemed to be a borrowing of monies by the banking company within the meaning of this clause.

(d) to remit, or give time for the repayment of, any debt due from a director.

(*2*) Every special resolution passed by the company in general meeting in relation to the exercise of the powers referred to in clause (*c*) of sub-section (*1*) shall specify the total amount up to which monies may be borrowed by the Board of Directors.

(*3*) Nothing contained in clause (*a*) of sub-section (*1*) shall affect -

(*a*) the title of a buyer or other person who buys or takes on lease any property, investment or undertaking as is referred to in that clause, in good faith; or

(*b*) the sale or lease of any property of the company where the ordinary business of the company consists of, or comprises, such selling or leasing.

(*4*) Any special resolution passed by the company consenting to the transaction as is referred to in clause (*a*) of sub-section (*1*) may stipulate such conditions as may be specified in such resolution, including conditions regarding the use, disposal or investment of the sale proceeds which may result from the transactions:

Provided that this sub-section shall not be deemed to authorize the company to affect any reduction in its capital except in accordance with the provisions contained in this Act.

(*5*) No debt incurred by the company in excess of the limit imposed by clause (*c*) of sub-section (*1*) shall be valid or effectual, unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by that clause had been exceeded.

POWER TO BORROW

174. Subject to the provisions of Sections 73 and 180 of the Act, the Board may, from time to time at its discretion and by means of resolutions passed at its meeting accept deposits from members either in advance of calls or otherwise and generally, raise or borrow or secure the payment or any sum or sums of money for the purposes of the Company.

175. All the provisions applicable to nomination facility available to shareholder(s) and debenture holder(s) enumerated in these Articles shall equally apply to deposit holder(s) and the provisions of Section 72 of the Act shall also apply.

THE PAYMENT OR REPAYMENT OF MONEYS BORROWED

176. The payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board of Directors may think fit, and in particular in pursuance of a resolution passed at a meeting of the Board (and not by circular resolution) by the issue of bonds, debentures or debentures stock of the Company, charged upon all or any part of the property

of the Company, (both present and future), including its un-called capital for the time being and the debentures and the debenture stock and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

BONDS, DEBENTURES, ETC. TO BE SUBJECT TO CONTROL OF DIRECTORS

177. Any bonds, debentures, debenture-stock or other securities issued or to be issued by the Company shall be under the control of the Directors who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.

Provided that bonds, debentures, debenture-stock or other securities so issued or to be issued by the Company with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in general meeting.

CONDITION ON WHICH MONEY MAY BE BORROWED

178. The Board may raise or secure the payment 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 debenture-stock or any mortgage, charge or other security on the undertaking of the whole or any part of the Company (both present and future) including its uncalled capital for the time being. The Board shall exercise such power only by means of resolutions passed at its meetings and not by circular resolutions.

TERMS OF ISSUE OF DEBENTURES

179. Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.

DEBENTURES WITH VOTING RIGHTS NOT BE ISSUED

180. (*1*) A company may issue debentures with an option to convert such debentures into shares, either wholly or partly at the time of redemption:
Provided that the issue of debentures with an option to convert such debentures into shares, wholly or partly, shall be approved by a special resolution passed at a general meeting.

(*2*) No company shall issue any debentures carrying any voting rights.

(*3*) Secured debentures may be issued by a company subject to such terms and conditions as may be determined by central government.

(*4*) Where debentures are issued by a company under this section, the company shall create a debenture redemption reserve account out of the profits of the company available for payment of dividend and the amount credited to such account shall not be utilized by the company except for the redemption of debentures.

(*5*) No company shall issue a prospectus or make an offer or invitation to the public or to its members exceeding five hundred for the subscription of its debentures, unless the company has, before such issue or offer, appointed one or more debenture trustees and the conditions governing the appointment of such trustees shall be such as may be determined by Central Government.

(*6*) A debenture trustee shall take steps to protect the interests of the debenture holders and redress their grievances in accordance with such rules as may be determined by Central Government.

(*7*) Any provision contained in a trust deed for securing the issue of debentures, or in any contract with the debenture-holders secured by a trust deed, shall be void in so far as it would have the

effect of exempting a trustee thereof from, or indemnifying him against, any liability for breach of trust, where he fails to show the degree of care and due diligence required of him as a trustee, having regard to the provisions of the trust deed conferring on him any power, authority or discretion:

Provided that the liability of the debenture trustee shall be subject to such exemptions as may be agreed upon by a majority of debenture-holders holding not less than three fourths in value of the total debentures at a meeting held for the purpose.

(*8*) A company shall pay interest and redeem the debentures in accordance with the terms and conditions of their issue.

(*9*) Where at any time the debenture trustee comes to a conclusion that the assets of the company are insufficient or are likely to become insufficient to discharge the principal amount as and when it becomes due, the debenture trustee may file a petition before the Tribunal and the Tribunal may, after hearing the company and any other person interested in the matter, by order, impose such restrictions on the incurring of any further liabilities by the company as the Tribunal may consider necessary in the interests of the debenture-holders.

(*10*) Where a company fails to redeem the debentures on the date of their maturity or fails to pay interest on the debentures when it is due, the Tribunal may, on the application of any or all of the debenture-holders, or debenture trustee and, after hearing the parties concerned, direct, by order, the company to redeem the debentures forthwith on payment of principal and interest due thereon.

(*11*) If any default is made in complying with the order of the Tribunal under this section, every officer of the company who is in default shall be punishable with imprisonment for a term which may extend to three years or with fine which shall not be less than two lakh rupees but which may extend to five lakh rupees, or with both.

(*12*) A contract with the company to take up and pay for any debentures of the company may be enforced by a decree for specific performance.

(*13*) The Central Government may prescribe the procedure, for securing the issue of debentures, the form of debenture trust deed, the procedure for the debenture-holders to inspect the trust deed and to obtain copies thereof, quantum of debenture redemption reserve required to be created and such other matters.

EXECUTION OF INDEMNITY

181. If the Directors or any of them or any other persons shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity against any loss which the Directors or any one or more of them may suffer by reason of becoming or being sureties or surety for the company.

CERTAIN POWERS OF THE BOARD

182. Without prejudice to the general powers conferred by these Articles and so as not in any way to limit or restrict those powers, but subject however to the provisions of the Act, it is hereby expressly declared that the Board shall have the following powers:

1) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment, and registration of the Company.

2) Subject to Sections 179 and 188 and other applicable provisions of the Act, to purchase or otherwise acquire for the Company any property, movable or immovable, rights or privileges which the Company is authorized to acquire at or for such price or consideration and generally on such terms and conditions as they may think fit and in any such purchase or other acquisition to accept such title as the Board may believe or may be advised to be reasonably satisfactory.

3) At its discretion and subject to the provisions of the Act, to pay for any property, rights, privileges acquired by or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures, mortgages or other securities of the Company and any such shares may be issued either as fully paid up or with such amount credited as fully paid up thereon as may be agreed upon and any such bonds, debentures, mortgages or other securities may be either specifically charges upon all or any part of the property of the Company including its uncalled capital or not so charges.

4) To secure the fulfillment of any contracts, agreements or engagements entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as they may think fit.

5) To appoint and at its discretion, remove or suspend, such managers, secretaries, officers, clerks, agents and employees for permanent, temporary or special services as it may from time to time think fit and to determine their power and duties and fix their salaries, emoluments remuneration and to require security in such instances and of such amounts as it may think fit.

6) To accept from any member subject to the provisions of the Act, a surrender of his share or any part thereof on such terms and condition as shall be agreed.

7) To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for any other purpose and to execute and do all such deeds and things as may be required in relation to any such trust and to provide for the remuneration of such trustee or trustees.

8) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts due or any claims or demands by or against the Company and to refer any difference to arbitration and observe and perform the terms of any awards made therein either according to Indian Law or according to Foreign Law and either in India or abroad and observe and perform or challenge any award made therein.

9) To refer any claims or demands by or against the Company or any difference to arbitration and observe and perform the awards.

10) To act on behalf of the Company in all matters relating to bankruptcy and insolvency.

11) To make and give receipts, releases and other discharges for money payable to the Company and for the claims and demands of the Company.

12) To open and operate Bank Accounts, to determine from time to time who shall be entitled to sign, on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purposes.

13) Subject to the provisions of the Act and these Articles from time to time to provide for the management of the affairs of the Company in or outside India in such manner as it may think fit and in particular to appoint any person to be the attorneys or agents of the Company with such person (including the power to sub-delegate) and upon such terms as may be though fit.

14) Subject to the provisions of Sections 179,180, 185 of Act andother applicable provisions of the Act and these Articles, to invest and deal with the moneys of the Company not

immediately required for the purpose thereof in or upon such security (not being shares in this Company) or without security and in such manner as it may think fit and from time to time to vary or realize such investments save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.

15) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur, any personal liability for the benefit of the Company, such mortgages of the Company's property (present and future) as it thinks fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.

16) To distribute by way of bonus amongst the staff of the Company a share or shares in the profits of the Company and to give to any Director, officer or other person employed by the Company a commission on the profits of any particular business or transaction and to charge such bonus or commission as a part of working expenses of the Company.

17) To provide for the welfare of employees or ex-employees of the Company and the wives and families or the dependents or connections of such persons by building or contributing to the building of houses, dwellings or chawls or by grants of money, pension, gratuity, annuities, allowances, bonuses or other payments or by creating and from time to time subscribing or contributing to, provident fund and other associations institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction or recreations, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit.

18) To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or objects which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation or of public and general utility or otherwise.

19) Before recommending any dividend, to set aside, out of the profits of the Company, such sums as it may think proper for depreciation or to a depreciation fund or to an insurance fund or as a reserve fund or sinking fund or any special fund to meet contingencies to repay debentures or for debenture-stock or for special dividends or for equalizing dividends or for repairing, improving, extending and maintaining any of the property of the Company and for such other purposes (including the purposes referred to in the last two preceding clauses) as the Board of Directors, may in its absolute discretion think conducive to the interest of the Company and subject to the provisions of the Act to invest the several sums so set aside or so much thereof as is required to be invested, upon such investments (other than shares of this Company) as it may think fit and from time to time deal with and vary such investments and dispose off and apply and expend all or any part the for the benefit of the Company, in such manner & for such purposes as the Board of Directors in its absolute discretion think conducive to the interest of the Company notwithstanding that the matters to which the Board of Directors applies or upon which it expends the same or any part thereof may be matters to or upon which the capital moneys of the Company might rightly be applied or expended and to divide the general reserve fund into such special funds as the Board of Directors may think fit with full power to transfer the whole or any portion of a reserve fund or division of reserve fund to another reserve fund and with full power to employ the asset constituting all or any of the above funds including the depreciation fund in the business of the Company or in the purchase or repayment of debentures or debenture-stock and that without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with power however to the Board of Directors at its discretion to pay or allow to the credit of such funds, interest at such rate as the Board of Directors may think proper.

20) To pay and charge to the capital account of the Company any commission or interest lawfully payable under the provisions of the Act and of the provision contained in these presents.

21) From time to time make, vary and repeal by-laws for regulation of the business of the Company, its officers and servants.

22) To redeem redeemable preference shares.

23) Subject to provisions of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter in to all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.

24) To undertake any branch or kind of business which the company is expressly or by implication authorized to undertake at such time or times as it shall think fit and to keep in abeyance any such branch or kind of business even though it may have been actually commenced or not, so long as the Board may deem it expedient not to commence or proceed with such branch or kind of business.

APPOINTMENT OF INDEPENDENT DIRECTOR

183. Pursuant to Section 149 and rules as may be applicable and subject to the provisions of Schedule IV the company shall appoint such number of independent directors from time to time as may be determined by the Central Government.

Every independent director shall at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect his status as an independent director, give a declaration that he meets the criteria of independence.

Notwithstanding anything contained in any other provision of this Act, but subject to the provisions of sections 197 and 198, an independent director shall not be entitled to any stock option and may receive remuneration by way of fee provided under sub-section (5) of Section 197, reimbursement of expenses for participation in the Board and other meetings and profit related commission as may be approved by the members.

Subject to the provisions of section 152, an independent director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for reappointment on passing of a special resolution by the company and disclosure of such appointment in the Board's report.
No independent director shall hold office for more than two consecutive terms, but such independent director shall be eligible for appointment after the expiration of three years of ceasing to become an independent director:

Provided that an independent director shall not, during the said period of three years, be appointed in or be associated with the company in any other capacity, either directly or indirectly.
Notwithstanding anything contained in this Act -

(*i*) an independent director;

(*ii*) a non-executive director not being promoter or key managerial personnel,

shall be held liable, only in respect of such acts of omission or commission by a company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he had not acted diligently.

The provisions of sub-sections (*6*) and (*7*) of section 152 in respect of retirement of directors by rotation shall not be applicable to appointment of independent directors.

KEY MANAGERIAL PERSONNEL

APPOINTMENT OF KEY MANAGERIAL PERSONNEL

184. (1) Subject to the provisions of Sections 203 and other applicable provisions, if any of the Act, Company shall appoint whole-time key managerial personnel by means of a resolution of the Board containing the terms and conditions of the appointment including the remuneration.

(2) A whole-time key managerial personnel shall not hold office in more than one company except in its subsidiary company at the same time:

Provided that nothing contained in this sub-clause shall disentitle a key managerial personnel from being a director of any company with the permission of the Board.

Provided further that whole-time key managerial personnel holding office in more than one company at the same time on the date of commencement of this Act, shall, within a period of six months from such commencement, choose one company, in which he wishes to continue to hold the office of key managerial personnel.

Provided also that a company may appoint or employ a person as its managing director, if he is the managing director or manager of one, and of not more than one, other company and such appointment or employment is made or approved by a resolution passed at a meeting of the Board with the consent of all the directors present at the meeting and of which meeting, and of the resolution to be moved thereat, specific notice has been given to all the directors then in India.

(3) If the office of any whole-time key managerial personnel is vacated, the resulting vacancy shall be filled-up by the Board at a meeting of the Board within a period of six months from the date of such vacancy.

REMUNERATION OF KEY MANAGERIAL PERSONNEL

185. The remuneration of Key Managerial Personnel shall from time to time, be fixed by the Board and may be by way of salary or commission or participation in profits or by any or all of these modes or in any other form and shall be subject to the limitations prescribed in Schedule V along with Sections 196 and 197 of the Act.

DIRECTORS MAY CONFER POWER ON MANAGING DIRECTOR

186. Subject to the provisions of the Act and to the restrictions contained in these Articles, Board may from time to time entrust to and confer upon a Managing Director for the time being such of the powers exercisable by the Board under these Articles as it may think fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as it thinks expedient.

CERTAIN PERSONS NOT TO BE APPOINTED AS MANAGING DIRECTORS

187. No company shall appoint or continue the employment of any person as Managing Director, Whole-time Director or Manager who -

(*a*) is below the age of twenty-one years or has attained the age of seventy years:

Provided that appointment of a person who has attained the age of seventy years may be made by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person;

(b) is an undischarged insolvent or has at any time been adjudged as an insolvent;

(c) has at any time suspended payment to his creditors or makes, or has at any time made, a composition with them; or

(d) has at any time been convicted by a court of an offence and sentenced for a period of more than six months.

A person shall not be eligible for appointment as a director of a company if such person suffers any of the disqualifications provided under Section 164 of the Act.

188. Special to any contract between him and the Company, a Managing or Whole time Director shall not, while he continues to hold that office, be subject to retirement by rotation and he shall not be reckoned as a Director for the purpose of determining the rotation of retirement of Directors or in fixing the number of Directors to retire but (subject to the provision of any contract between him and the Company), he shall be subject to the same provisions as to resignation and removal as the Directors of the Company and shall, ipso facto and immediately, cease to be a Managing Director if he ceases to hold the office of Director from any cause.

189. The Company shall not appoint or employ at the same time more than one of the following categories of managerial personnel namely: -

a) Managing Director and

b) Manager.

and shall duly observe the provisions of Section 196 of the Act regarding prohibition of simultaneous appointment of different categories of managerial personnel therein referred to.

THE SECRETARY

190. The Board may, from time to time, appoint and at its discretion, remove any individual (hereinafter called the Secretary) to perform any function which by the Act are to be performed by the Secretary and to execute any other ministerial or administrative duties which may from time to time be assigned to the Secretary by the Board. The Board may also at any time appoint some persons (who need not be the Secretary) to keep the registers required to be kept by the Company. The appointment of Secretary shall conform to the provisions of Section 203 of the Act.

THE SEAL, ITS CUSTODY AND USE

191. The Board of Directors shall provide a Common Seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof and shall provide for the safe custody of the Seal for time being and the Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and except in the presence of at least two Director or such other person as the Directors may appoint for the purpose and the Directors or other persons aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

MINUTES

192. (1) The Company shall cause minutes of all proceedings of every General Meeting and all

proceedings of every meeting of its Board of /directors or of every Committee of the Board to be kept by making within thirty days of the conclusion of every such meeting concerned, entries thereof in books kept for that, their pages consecutively numbered.

(2) Each page of every such book shall be initialed or signed and the last Page of the record of proceedings of each meeting in such books shall be dated and signed.

(a) in the case of minutes of proceedings of a meeting of the Board or of a Committee thereof, by the Chairman of the next succeeding meeting.

(b) In the case of minutes of proceedings of a General Meeting, by the chairman Of the same meeting within the aforesaid period of thirty days or in the event of the death or inability of that Chairman within that period, by a Director duly authorized by the Board for the purpose.

193. Minutes of proceedings of every General Meeting and of the proceedings of every meeting of the Board kept in accordance with the provisions of Article 191 above, shall be evidence of the proceedings recorded therein.

194. Where minutes of the proceedings of every General Meeting of the Company or of any meeting of the Board or of a Committee of the Board have been kept in accordance with the provisions of Article 192 above then, until the contrary is proved the meeting shall be deemed to have been duly called and held and all proceedings thereat to have duly taken place and in particular all appointments of Directors or liquidators made at the meeting shall be deemed to be valid.

195. (1) The books containing the minutes of the proceedings of any General Meeting of the Company Shall be kept at the registered office of the Company and shall be open for inspection of members without charge between the hours 2 p.m. and 5 p.m. during business hours on each working day except Saturday

(2) Any member of the Company shall be entitled to be furnished, within seven days after he has made a request in writing in that behalf to the Company, with a copy of any minutes referred above on payment of such sum not exceeding Ten Rupees for every page thereof required to be copied.

(3) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.

(4) The minutes of different meetings shall contain a fair and correct summary of proceedings thereat

(5) All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.

(6) In the case of a meeting of the Board of Directors or of a committee of the Board, the minutes shall also contain -

(*a*) the names of the director's present at the meeting; and

(*b*) in the case of each resolution passed at the meeting, the names of the directors, if any, dissenting from, or not concurring with the resolution.

(7) Nothing contained in clauses (1) to (6) there shall not be included in the minutes, any matter which, in the opinion of the Chairman of the meeting -

(*a*) is or could reasonably be regarded as defamatory of any person; or

(*b*) is irrelevant or immaterial to the proceedings; or

(*c*) is detrimental to the interests of the company.

The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matters in the minutes on the grounds specified in this clause.

PRESUMPTIONS TO BE DRAWN WHERE MINUTES DULY DRAWN AND SIGNED.

196. Where minutes of the proceedings of any general meeting of the Company or of any meeting of its Board of Directors or a Committee of the Board have been kept in accordance with the provisions of Section 118 of the act then, until the contrary is proved, the meeting shall be deemed to have been duly called and held, and all proceedings thereat to have duly taken place and in particular all appointments of directors of Liquidators made at the meeting shall be deemed to be valid and the minutes shall be evidence of the proceedings recorded therein.

DIVIDENDS

197.(*1*) No dividend shall be declared or paid by a company for any financial year except -

(*a*) out of the profits of the company for that year arrived at after providing for depreciation or out of the profits of the company for any previous financial year or years arrived at after providing for depreciation in accordance with the provisions of that sub-section and remaining undistributed, or out of both; or

(*b*) out of money provided by the Central Government or a State Government for the payment of dividend by the company in pursuance of a guarantee given by that Government:

Provided that a company may, before the declaration of any dividend in any financial year, transfer such percentage of its profits for that financial year as it may consider appropriate to the reserves of the company:

Provided further that where, owing to inadequacy or absence of profits in any financial year, any company proposes to declare dividend out of the accumulated profits earned by it in previous years and transferred by the company to the reserves, such declaration of dividend shall not be made except in accordance with such rules as may be determined by Central Government in this behalf:

Provided also that no dividend shall be declared or paid by a company from its reserves other than free reserves.

(*2*) The depreciation shall be provided in accordance with the provisions of Schedule II of the Act.

(*3*) The Board of Directors of a company may declare interim dividend during any financial year out of the surplus in the profit and loss account and out of profits of the financial year in which such interim dividend is sought to be declared:

Provided that in case the company has incurred loss during the current financial year up to the end of the quarter immediately preceding the date of declaration of interim dividend, such interim dividend shall not be declared at a rate higher than the average dividends declared by the company during the immediately preceding three financial years.

(*4*) The amount of the dividend, including interim dividend, shall be deposited in a scheduled bank in a separate account within five days from the date of declaration of such dividend.

(*5*) No dividend shall be paid by a company in respect of any share therein except to the registered shareholder of such share or to his order or to his banker and shall not be payable except in cash:

Provided that nothing in this sub-section shall be deemed to prohibit the capitalization of profits or reserves of a company for the purpose of issuing fully paid-up bonus shares or paying up any amount for the time being unpaid on any shares held by the members of the company:

Provided further that any dividend payable in cash may be paid by cheque or warrantor in any electronic mode to the shareholder entitled to the payment of the dividend.

(6) A company which fails to comply with the provisions of sections 73 and 74 shall not, so long as such failure continues, declare any dividend on its equity shares.

DIVIDEND TO JOINT HOLDERS

198. Any one of several persons who are registered as joint holders of any Shares may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such Shares.

199. 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.

No amount paid or credited as paid on a share in advance of calls shall be treated as paid up on the share.

APPORTIONMENT OF DIVIDENDS

200. All dividends shall be apportioned and paid proportionate 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.

DECLARATION OF DIVIDENDS

201. The Company in General Meeting may, subject to the provisions of Section 123 of the Act, declare a dividend to be paid to the members according to their right and interests in the profits and may fix the time for payment.

RESTRICTION ON AMOUNT OF DIVIDEND

202. No larger dividend shall be declared than is recommended by the Board, but the Company in General Meeting may declare a smaller dividend.

DIVIDEND OUT OF PROFITS ONLY AND NOT TO CARRY INTEREST

203. (1) No dividend shall be payable except out of the profits of the Company arrived at as stated in Section 123 of the Act.

(2) The declaration of the Board as to the amount of the net profits of the Company shall be conclusive.

INTERIM DIVIDENDS

204. The Board of Directors may from time to time pay the members such interim dividends as appears to it to be justified by the profits of the Company in accordance with Section 123 of the Act.

DEBTS MAY BE DEDUCTED

205. The Board may retain any dividends payable on shares on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which lien exists.

DIVIDEND AND CALL TOGETHER

206. Any General Meeting declaring a dividend may make a call on the members of such amount as the meeting fixes but so that the call on each member shall not exceed the dividend payable on him and so that the call may be made payable at the same time as the dividend and dividend may; if so arranged between the Company and the member, be set off against the call.

EFFECT OF TRANSFER

207. Right to dividend, right shares and bonus shares shall be held in abeyance pending registration of transfer of shares in conformity with the provision of Section 126 of the Act.

RETENTION IN CERTAIN CASES

208. The Board may retain the dividends payable upon shares in respect of which any person is, under Articles entitled to become a Member, which any person under that Article is entitled to transfer, until such person shall become a member in respect of such shares or shall duly transfer the same.

NO MEMBER TO RECEIVE INTEREST OR DIVIDEND WHILST INDEBTED TO THE COMPANY AND COMPANY'S RIGHT TO REIMBURSEMENT THERE OUT

209. No member shall be entitled to receive payment of an interest or dividend in respect of his own share or shares whilst any money may be due or owing from him to the Company in respect of such share or shares otherwise howsoever either alone or jointly with any other person or persons and the Board may deduct from the interest or dividend payable to any shareholder all sums or money so due from him to the Company.

PAYMENT BY POST

210. Any dividend payable in cash may be paid by cheque or warrant sent through the post directly to the registered address of the shareholder entitled to the payment of the dividend or in the case of joint shareholders to the registered address of that one whose name stands first on the Register of Members in respect of the joint shareholding or to such persons and to such address as the shareholders of the joint shareholders may in writing direct and every cheque or warrant so send shall be made payable to the order of the person to whom it is sent and the Company shall not be responsible or liable for any cheque or warrant lost in transit or for any dividend lost to the member or person entitled thereto by the forged endorsement of any cheque or warrant of the fraudulent recovery thereof by any other means. The Company may, if it thinks fit, call upon the shareholders when applying for dividends or bonus to produce their share certificates at the registered office or other place where the payment of dividend is to be made.

DIVIDEND TO BE PAID WITHIN THIRTY DAYS

211. The Company shall pay dividend or send the warrant in respect thereof to the shareholder entitled to the payment of the dividend within Thirty days from the date of the declaration of the dividend unless:
    (a) the dividend could not be paid by reason of the operation of any law or
    (b) a shareholder has given directions to the Company regarding the payment of dividend and these directions cannot be complied with or
    (c) there is dispute, regarding the right to receive the dividend or
    (d) the dividend has been lawfully adjusted by the Company against any sum due to it from the shareholder or

(e) for any other reason, the failure to pay the dividend or to post the warrant within the period aforesaid was not due to any default on the part of the Company.

UNPAID OR UNCLAIMED DIVIDEND

212.(*1*) Where a dividend has been declared by a company but has not been paid or claimed within Thirty days from the date of the declaration to any shareholder entitled to the payment of the dividend, the company shall, within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the company in that behalf in any scheduled bank to be called the Unpaid Dividend Account.

(*2*) The company shall, within a period of ninety days of making any transfer of an amount under sub-section (*1*) to the Unpaid Dividend Account, prepare a statement containing the names, their last known addresses and the unpaid dividend to be paid to each person and place it on the website of the company, if any, and also on any other website approved by the Central Government for this purpose, in such form, manner and other particulars as may be determined by central government.

(*3*) If any default is made in transferring the total amount referred to in sub-section (*1*)or any part thereof to the Unpaid Dividend Account of the company, it shall pay, from the date of such default, interest on so much of the amount as has not been transferred to the said account, at the rate of twelve per cent per annum and the interest accruing on such amount shall endure to the benefit of the members of the company in proportion to the amount remaining unpaid to them.

(*4*) Any person claiming to be entitled to any money transferred under sub-section (*1*) to the Unpaid Dividend Account of the company may apply to the company for payment of the money claimed.

(*5*) Any money transferred to the Unpaid Dividend Account of a company in pursuance of this section which remains unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred by the company along with interest accrued, if any, thereon to the Fund established under sub-section (*1*) of section 125 and the company shall send a statement in the prescribed form of the details of such transfer to the authority which administers the said Fund and that authority shall issue a receipt to the company as evidence of such transfer.

(*6*) All shares in respect of which unpaid or unclaimed dividend has been transferred under sub-section (*5*) shall also be transferred by the company in the name of Investor Education and Protection Fund along with a statement containing such details as may be determined by central government and that there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law:

Provided that any claimant of shares transferred above shall be entitled to claim the transfer of shares from Investor Education and Protection Fund in accordance with such procedure and on submission of such documents as may be determined by Central Government.

CAPITALIZATION OF RESERVES

213.(a) Any General Meeting may, upon the recommendation of the Board resolve that any moneys, investments or other assets forming part of the undistributed profits of the Company standing to the credit of any of the profit and loss account or any capital redemption reserve fund or in hands of the Company and available for dividend or representing premium received on the issue of shares and standing to the credit of the share premium account be capitalized and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalized fund shall not be paid in cash but shall be applied subject to the provisions contained in clause (b) hereof on behalf of such shareholders in full or towards:

(1) Paying either at par or at such premium as the resolution may provide any unissued shares or debentures or debenture-stock of the Company which shall be allotted, distributed and credited as fully paid up to and amongst such members in the proportions aforesaid; or

(2) Paying up any amounts for the time being remaining unpaid on any shares or debentures or debenture-stock held by such members respectively; or

(3) Paying up partly in the way specified in sub-clause (1) and partly in that specified in sub-clause (2) and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalized sum.

(b) (1) Any moneys, investments or other assets representing premium received on the issue of shares and standing to the credit of share premium account; and

(2) If the Company shall have redeemed any redeemable preference shares, all or any part of any capital redemption fund arising from the redemption of such shares may, by resolution of the Company be applied only in paying up unissued shares of the Company to be issued to members of the Company as fully paid bonus shares to be issued to such members of the Company as the General Meeting may resolve up to an amount equal to the nominal amount of the shares so issued.

(c) Any General Meeting may resolve that any surplus moneys arising from the realization of any capital assets of the Company or any investments representing the same or any other undistributed profits of the Company not subject to charge for income-tax be distributed amongst the members on the footing that they receive the same as capital.

(d) For the purpose of giving effect to any such resolution, the Board may settle any difficulty which may arise in regard to the distribution of payment as aforesaid as it thinks expedient and in particular it may issue fractional certificates and may fix the value for distribution of any specific assets and may determine that cash payments be made to any members on the footing of the value so fixed and may vest any such cash, share, debentures, debenture-stock, bonds or other obligation in trustees upon such trust for the persons entitled thereto as may seem expedient to the Board and generally may make such arrangement for acceptance, allotment and sale of such shares, debentures, debenture-stock, bonds or other obligations and fractional certificates or otherwise as it may think fit.

(e) If and whenever any share becomes held by any member in fraction, the Board may subject to the provisions of the Act and these Articles and to the directions of the Company in General Meeting, if any, sell the shares which members hold in fractions for the best price reasonably obtainable and shall pay and distribute to and amongst the members entitled to such shares in due proportion the net proceeds of the sale thereof, for the purpose of giving effect to any such sale, the Board may authorize any person to transfer the shares sold to the purchaser thereof, comprised in any such transfer and he 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 of invalidity in the proceedings with reference to the sale.

(f) Where required; a proper contract shall be delivered to the Registrar for registration in accordance with Section 39 of the Companies Act 2013 and the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend or capitalized fund and such appointment shall be effective.

FRACTIONAL CERTIFICATES

214. (1) 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 capitalized thereby and all allotments and issues of fully paid Shares and

(b) Generally, do all acts and things required to give effect thereto.

(2) The Board shall have full power:

(a) to make such provision by the issue of fractional cash certificate or by payment in cash or otherwise as it thinks fit, in the case of Shares becoming distributable in fractions, also

(b) to authorize 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 capitalization or (as the case may require) for the payment by the Company on their behalf by the application thereof of the respective proportions of the profits resolved to be capitalized of the amounts remaining unpaid on their existing Shares.

(3) Any agreement made under such authority shall be effective and binding on all such Members.

(4) that for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any question or difficulties that may arise in regard to any issue including distribution of new Shares and fractional certificates as they think fit.

DIVIDEND IN CASH

215. No dividends shall be payable except in cash, provided that nothing in this Article shall be deemed to prohibit the capitalization of the profits or reserves of the Company for the purpose of issuing fully paid up bonus Shares or paying up any amount for the time being unpaid on any Shares held by Members of the Company.

216. The Board shall give effect to the resolution passed by the Company in pursuance of all the above Articles.

BOOKS OF ACCOUNTS
BOOKS OF ACCOUNTS TO BE KEPT

217. The Company shall cause to be kept proper books of account with respect to:

(i) all sums of money received and expended by a company and matters in relation to which the receipts and expenditure take place;

(ii) all sales and purchases of goods and services by the company;

(*iii*) the assets and liabilities of the company; and the items of cost as may be determined by Central Government under section 148 in the case of a company which belongs to any class of companies specified under that section;

BOOKS WHERE TO BE KEPT AND INSPECTION

218.(1) Every company shall prepare and keep at its registered office books of account and other Relevant books and papers and financial statement for every financial year which give a true and fair view of the state of the affairs of the company, including that of its branch office or offices, if any, and explain the transactions effected both at the registered office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting.

All or any of the books of account aforesaid and other relevant papers may be kept at such other place in India as the Board of Directors may decide and where such a decision is taken, the company shall, within seven days thereof, file with the Registrar a notice in writing giving the full address of that other place. The company may keep such books of account or other relevant papers in electronic mode in such manner as may be determined by Central Government.

(2) Where a company has a branch office in India or outside India, it shall be deemed to have complied with the provisions of sub-clause (*1*), if proper books of account relating to the transactions effected at the branch office are kept at that office and proper summarized returns periodically are sent by the branch office to the company at its registered office or the other place referred to in sub-clause (*1*).

(3) The books of account of every company relating to a period of not less than eight financial years immediately preceding a financial year, or where the company had been in existence for a less than eight year, in respect of all the preceding years together with the vouchers relevant to any entry in such books of account shall be kept in good order.

(4) The Company may keep such books of accounts or other relevant papers in electronic mode in such manner as may be prescribed.

INSPECTION BY MEMBERS

219. The Board of Directors shall, from time to time, determine whether and to what extent and at what times and places and under what conditions or regulations accounts the and books and the documents of the Company or any of them shall be open to the inspection of the members and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred statute or authorized by the Board of Directors or by a resolution of the Company in General Meeting.

TRANSFER BOOKS AND REGISTER OF MEMBERS WHEN CLOSED

220. The Board shall have power on giving not less than seven days' previous notice by advertisement in some newspaper circulating in the district in which the office of the Company is situated, to close the Transfer books, the Register of members or Register of debenture holders at such time or times and for such period or periods, not exceeding thirty days at a time and not exceeding in the aggregate forty-five days in each year.

If the transfer books have not been closed at any time during a year, the Company shall at least once a year, close the books at the time of its Annual General Meeting. The minimum time gap between the two book closures and/or record dates would be at least 30 (thirty) days.

STATEMENT OF ACCOUNTS TO BE LAID IN GENERAL MEETING

221. The Board of Directors shall from time to time, in accordance with Sections 129 and134 of the Act, cause to be prepared and to be laid before the Company in General Meeting, such Balance Sheets, Profits & Loss Accounts and reports as are required by these Sections.

FINANCIAL STATEMENT

222. Subject to the provisions of Section 129 of the Act, every Financial Statement of the Company shall be in the forms set out in Schedule II of the Act, or as near there to as circumstances admit. So long as the Company is a holding Company having a subsidiary the Company shall conform to Section 129 and other applicable provisions of the Act.

If in the opinion of the Board, any of the current assets of the Company have not a value on realization in the ordinary course of business at least equal to the amount at which they are stated, the fact that the Board is of that option shall be stated.

AUTHENTICATION OF FINANCIAL STATEMENT

223. The Financial Statements shall be signed in accordance with the provisions of Section 134 of the said Act. The Financial Statement, shall be approved by the Board of Directors before they are submitted to the auditors for report thereon. Profit and Loss Accounts to be Annexed and Auditors' Report to be attached to the Balance Sheet. The Profit and Loss Account shall be annexed to the Balance and the Auditors' Report including the Auditor's separate, special or supplementary report, if any, shall be attached thereon.

BOARD'S REPORT TO BE ATTACHED TO FINANCIAL STATEMENT

224. Every Financial Statement laid before the Company in General Meeting shall have attached to it a Report by the Board of Directors with respect to the State of the Company's affairs and such other matters as prescribed under Section 134 of the Act and the Rules made thereunder. The Report shall so far as it is material for the appreciation of the state of the Company's affairs by its members and will not in the Board's opinion be harmful to the business of the Company or of any of its subsidiaries deal with any changes which have occurred during the financial year in the nature of the Company or Company's business, or of the Company's subsidiaries or in the nature of the business in which the Company has an interest. The board shall also give the fullest information and explanation in its Report or in cases falling under the proviso to Section 129 of the Act in an addendum to that Report, on every reservation, qualification or adverse remark contained in the Auditor's Report. The Board's Report and addendum (if any) thereto shall be signed by its Chairman if he is authorized in that behalf by the Board; and where he is not so authorized shall be signed by such number of Directors as are required to sign the Financial Statements of the Company by virtue of Article 229. Every Financial Statement of the Company when audited and approved and adopted by the members in the annual general meeting shall be conclusive except as regards in matters in respect of which modifications are made thereto as may from time to time be considered necessary by the Board of Directors and or considered proper by reason of any provisions of relevant applicable statutes and approved by the shareholders at a subsequent general meeting.

RIGHT OF MEMBERS TO COPIES OF FINANCIAL STATEMENT AND AUDITOR'S REPORT

225. A copy of every Financial Statement and the auditor's report and every other document required by law to be annexed or attached, as the case may be; to the balance sheet which is to be laid before the Company in General Meeting, shall be made available for inspection at the Registered Office of the Company during the working hours for a period of 21 days before the date of the meeting. A statement containing the salient features of such documents in the prescribed form or copies of the documents aforesaid as may be permitted by Section 136 of the Act and as the Company may deem fit, will be sent to every member of the Company and to every Trustees for the holders of any debentures issued by the Company, not less than 21 days before the meeting as laid down in Section 136 of the Act. Provided that it shall not be necessary to send copies of the documents aforesaid to:

(a) to a member or holder of the debenture of the Company who is not entitled to have the notice of general meeting of the Company sent to him and whose address the Company is unaware;

(b) to more than one of the joint holder of any shares or debentures some of whom are and some of whom are not entitled to have such notice sent to them, by those who are not so entitled.

A COPY OF THE FINANCIAL STATEMENT ETC. TO BE FILED WITH REGISTRAR

226. After the Financial Statements have been laid before the Company at the annual general Meeting, a copy of the Financial Statement duly signed as provided under Section 137 of the Act together with a copy of all documents which are required to be annexed there shall be filed with the Registrar so far as the same be applicable to the Company.

RIGHT OF MEMBER TO COPIES OF AUDITED FINANCIAL STATEMENT

227. (*1*) Without prejudice to the provisions of Section 101, a copy of the financial statements, Including consolidated financial statements, if any, auditor's report and every other document required by law to be annexed or attached to the financial statements, which are to be laid before a company in its general meeting, shall be sent to every member of the company, to every trustee for the debenture-holder of any debentures issued by the company, and to all person's other than such member or trustee, being the person so entitled, not less than twenty-one days before the date of the meeting.

The provisions of this clause shall be deemed to be complied with, if the copies of the documents are made available for inspection at its registered office during working hours for a period of twenty-one days before the date of the meeting and a statement containing the salient features of such documents in the prescribed form or copies of the documents, as the company may deem fit, is sent to every member of the company and to every trustee for the holders of any debentures issued by the company not less than twenty-one days before the date of the meeting unless the shareholders ask for full financial statements.

The Central Government may prescribe the manner of circulation of financial statements of companies having such net worth and turnover as may be determined by Central Government and company shall also place its financial statements including consolidated financial statements, if any, and all other documents required to be attached thereto, on its website, which is maintained by or on behalf of the company.

Provided also that every subsidiary or subsidiaries shall -

(*a*) place separate audited accounts in respect of each of its subsidiary on its website, if any;

(*b*) provide a copy of separate audited financial statements in respect of each of its subsidiary, to any shareholder of the company who asks for it.

(*2*) A company shall allow every member or trustee of the holder of any debentures issued by the company to inspect the documents stated under sub-clause (*1*) at its registered office during business hours.

ACCOUNTS TO BE AUDITED

228.(1) Once at least in every year the accounts of the Company shall be examined by one or more Auditors who shall report to the shareholders as to whether the Balance Sheet reflects a true and fair view of the state of affairs of the Company as at that date and the Profit and Loss Account discloses a true and fair view of the profit and loss incurred by the Company during the year under review.

(2) The appointment, remuneration, rights, powers & duties of the Company's Auditor shall be regulated in accordance with the provision of the Act.

APPOINTMENT OF AUDITORS

229. (1) Auditors shall be appointed and their qualifications, rights and duties regulated in accordance

With Section 139 to 143, 145 and 146 of the Act and rules made thereunder.

(2) The Company shall, at the first annual general meeting, appoint an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth annual general meeting and thereafter till the conclusion of every sixth meeting and the manner and procedure of selection of auditors by the members of the company at such meeting shall be according to the provisions of the Act.

Provided that the company shall place the matter relating to such appointment for ratification by members at every annual general meeting.

Provided further that before such appointment is made, the written consent of the auditor to such appointment, and a certificate from him or it that the appointment, if made, shall be in accordance with the conditions as may be determined by central government, shall be obtained from the auditor:

Provided also that the certificate shall also indicate whether the auditor satisfies the criteria provided in Section 141:

Provided also that the company shall inform the auditor concerned of his or its appointment, and also file a notice of such appointment with the Registrar within fifteen days of the meeting in which the auditor is appointed.

(3) At any Annual General Meeting a retiring Auditor by whatsoever authority appointed shall be reappointed unless:

(*a*) he is not disqualified for re-appointment;

(*b*) he has not given the company a notice in writing of his unwillingness to be re-appointed; and

(*c*) a special resolution has not been passed at that meeting appointing some other auditor or providing expressly that he shall not be re-appointed.

(4) The company shall not appoint or reappoint -

(*a*) an individual as auditor for more than one term of five consecutive years; and

(*b*) an audit firm as auditor for more than two terms of five consecutive years:

Provided that—

(*i*) an individual auditor who has completed his term under clause (*a*) shall not be eligible for re-appointment as auditor in the same company for five years from the completion of his term.

(*ii*) an audit firm which has completed its term under clause (*b*), shall not be eligible for re-appointment as auditor in the same company for five years from the completion of such term.

(5) Where at any annual general meeting, no auditor is appointed or re-appointed, the existing auditor shall continue to be the auditor of the company.

POWER OF BOARD TO MODIFY FINAL ACCOUNTS

230. Every Balance Sheet and Profit and Loss Account of the Company when audited and adopted by the Company in General Meeting shall be conclusive.

DOCUMENTS AND NOTICE

SERVICES OF DOCUMENTS ON MEMBER BY COMPANY

231. Save as provided in this Act or the rules made thereunder for filing of documents with the Registrar in electronic mode, a document may be served on Registrar or any member by sending it to him by post or by registered post or by speed post or by courier or by delivering at his office or address, or by such electronic or other mode as may be determined by Central Government:

Provided that a member may request for delivery of any document through a particular mode, for which he shall pay such fees as may be determined by the company in its annual general meeting.

SERVICE OF DOCUMENTS ON COMPANY

232. A document may be served on a company or an officer thereof by sending it to the company or the officer at the registered office of the company 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 determined by central government:
Provided that where securities are held with a depository, the records of the beneficial ownership may be served by such depository on the company by means of electronic or other mode.

"Service of documents on the Company"

233. Where securities are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or other mode in accordance with the Act and rules made thereunder.

AUTHENTICATION OF DOCUMENTS AND PROCEEDINGS

234. Save as otherwise expressly provided in the Act, the rules made thereunder and these Articles, a document or proceeding requiring authentication by a company; or contracts made by or on behalf of a company, may be signed by any key managerial personnel or an officer of the company duly authorized by the Board in this behalf.

REGISTERS AND DOCUMENTS

REGISTERS AND DOCUMENTS TO BE MAINTAINED BY THE COMPANY

235. The Company shall keep and maintain registers, books and documents required by the Act or these Articles, including the following:
(a) Register of investments made by the Company but not held in its own name, as required by Section 187(3) of the Act.
(b) Register of mortgages and charges as required by Section85 of the Act.
(c) Register and index of Member and debenture holders as required by Section 88 of the Act.
(d) Register of contracts, with companies and firms in which Directors are interested as required by Section 189 of the Act.
(e) Register of Directors and key managerial personnel and their shareholding under Section170 of the Act.
(f) Register of loans, guarantee, security and acquisition made by the company under Section 186 (9) of the Act.
(g) Copies of annual returns prepared under Section 92 of the Act together with the copies of certificates and documents required to be annexed thereto.

MAINTENANCE AND INSPECTION OF DOCUMENTS IN ELECTRONIC FORM

236. Without prejudice to any other provisions of this Act, any document, record, register, minutes, etc., —
(*a*) required to be kept by a company; or
(b) allowed to be inspected or copies to be given to any person by a company under this Act, may be kept or inspected or copies given, as the case may be, in electronic form in such form and manner as may be determined by the Central Government.

INDEMNITY

237. 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.

WINDING UP
DISTRIBUTION OF ASSETS

238.(a) If the Company shall be wound up, whether voluntarily or otherwise, the Liquidator may, with the sanction of a Special Resolution, divide amongst the contributories in specie or kind, any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them, as the liquidator, with the like sanction, shall think fit.

(b) If thought expedient any such division may subject to the provisions of the Act be otherwise than in accordance with the legal rights of the contributions (except where unalterably fixed by the Memorandum of Association and in particular any class may be given preferential or special rights or may be excluded altogether or in part but in case any division otherwise than in accordance with the legal rights of the contributories, shall be determined on any contributory who would be prejudicial thereby shall have a right to dissent and ancillary rights as if such determination were a Special Resolution passed pursuant to Section 319 of the Act.

(c) In case any Shares to be divided as aforesaid involve a liability to calls or otherwise any person entitled under such division to any of the said Shares may within ten days after the passing of the Special Resolution by notice in writing direct the Liquidator to sell his proportion and pay him the net proceeds and the Liquidator shall, if practicable act accordingly.

RIGHT OF SHAREHOLDERS IN CASE OF SALE

239. A Special Resolution sanctioning a sale to any other Company duly passed pursuant to provisions of the Companies Act, 2013may subject to the provisions of the Act in like manner as aforesaid determine that any Shares or other consideration receivable by the liquidator be distributed against the Members otherwise than in accordance with their existing rights and any such determination shall be binding upon all the Members subject to the rights of dissent and consequential rights conferred by the said sanction

SECRECY CLAUSE

240. No member or other person (not being a Director) shall be entitled to visit or inspect any property or premises or works of the Company without the permission of the Board 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, secret process or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Board, it would be inexpedient in the interest of the Company to disclose Secrecy undertaking.

241. Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee agents, officer, servant, accountant or other person employed in the business of the Company shall, when required, sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company with the customers and the state of accounts with individual and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which my come to his knowledge in the discharge of his duties, except when required so to do by the Board or by any meeting of the shareholders, if any or by a Court of Law the person to whom matters relate and except so far as may be necessary in order to comply with any of the provision in these present contained.

KNOWLEDGE IMPLIED

242. Each member of the Company, present and future, is to be deemed to join the Company with full knowledge of all the contents of these presents.

243. We the several persons, whose names and addresses are given below, are desirous of being formed into a company in pursuance of these Articles of Association.

SECTION X – OTHER INFORMATION
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of 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 will be delivered to the RoC for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company from date of filing the Prospectus with RoC to Issue Closing Date on working days from 10.00 a.m. to 5.00 p.m.

Material Contracts

1. Memorandum of Understanding dated August 10, 2017 between our Company and the Lead Manager.

2. Agreement between the Karvy Computershare Private Limited and our Company dated July 03, 2017 appointing them as the Registrar to the Issue.

3. Underwriting Agreement dated August 10, 2017 between our Company and Underwriter.

4. Market Making Agreement dated August 10, 2017 among our Company, Lead Manager and Market Maker.

5. Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated August 29, 2017.

6. Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated August 08, 2017.

7. Public Issue Account Agreement dated October 25, 2017 among our Company, the Lead Manager, Banker to the Issue and Registrar to the Issue.

Material Documents

1. Certificate of Incorporation of our Company dated February 13, 2012, issued by the Registrar of Companies, Maharashtra, Mumbai.

2. Fresh Certificate of Incorporation of our Company dated June 09, 2017, issued by the Registrar of Companies, Mumbai pursuant to the conversion of our Company into a Public Limited Company.

3. Fresh Certificate of Incorporation of our Company dated July 07, 2017, issued by the Registrar of Companies, Mumbai pursuant to the change of name of our Company from Vertoz Media Limited to Vertoz Advertising Limited.

4. Certified true copy of the Memorandum and Articles of Association of our Company, as amended.

5. Copy of the resolution passed at the meeting of the Board of Directors held on July 21, 2017 authorizing the Issue.

6. Special Resolution of the Shareholders passed at the Extraordinary General Meeting dated July 28, 2017 authorizing the Issue.

7. Statement of Special Tax Benefits dated August 14, 2017, issued by our Independent Peer Reviewed Auditor, M/s. ADV & Associates, Chartered Accountants.

8. Report of the Independent Peer Reviewed Auditor, M/s. A D V & Associates, Chartered Accountants dated August 14, 2017, on the Restated Financial Statements for the three months period ended June 30, 2017 and for the financial year ended March 31, 2013, 2014, 2015, 2016 and 2017 of our Company.

9. Copy of Certificate from the Statutory Auditor, M/s. Nakrani & Co., Chartered Accountants dated September 22, 2017, regarding the source and deployment of funds as on August 31, 2017.

10. Copy of Audited Financials for the three months period ended June 30, 2017 and for the financial year ended March 31, 2013, 2014, 2015, 2016 and 2017 of our Company.

11. Consents of Directors, Chief Financial Officer, Company Secretary and Compliance Officer, Statutory Auditor, Independent Peer Review Auditor, Legal Advisor to the Issue, Banker to our Company, the Lead Manager, Registrar to the Issue, Underwriter, Market Maker, Banker to the Issue, Lender to our Company, to act in their respective capacities.

12. Consent of Independent Peer Reviewed Auditor, M/s. A D V & Associates, Chartered Accountants to include its name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Prospectus and as an "Expert" as defined under Section 2(38) of the Companies Act, 2013 in respect of the reports of the Auditor on the restated financial information dated August 14, 2017, and statement of special tax benefits dated August 14, 2017.

13. Copy of in-principle approval from National Stock Exchange of India Limited *vide* letter dated October 23, 2017, to use the name of National Stock Exchange of India Limited in this document for listing of Equity Shares on Emerge Platform of National Stock Exchange of India Limited.

14. Due Diligence Certificate dated September 27, 2017 from the Lead Manager to National Stock Exchange of India Limited.

15. Due Diligence Certificate dated November 02, 2017 from the Lead Manager to SEBI.

16. Resolution of the shareholders at the Extra Ordinary General Meeting dated June 14, 2017 for appointment of our Whole Time Director, Ashish Shah.

17. Resolution of the shareholders at the Extra Ordinary General Meeting dated June 14, 2017 for appointment of our Whole-time Director, Hirenkumar Shah.

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 undersigned, hereby declare that, all the relevant provisions of the Companies Act, and the guidelines issued by the Government of India or the guidelines and regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956 and the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations or guidelines issued, as the case may be. We further certify that all the disclosures and statements made in this Prospectus are true and correct.

Signed by all the Directors of Vertoz Advertising Limited

Name and designation	Signature
Hirenkumar Shah *Whole-Time Director*	
Ashish Shah *Whole-Time Director*	
Rasiklal H. Shah *Additional Non-Executive Director*	
Harshad U Shah *Additional Non-Executive Director*	
Harshal I Patel *Independent Director*	
Nilam S Doshi *Independent Director*	
Rohit K. Vaghadia *Additional Independent Director*	

Signed by the – Chief Financial Officer

Akshay A Sonar Parolkar
Chief Financial Officer

Signed by the – Company Secretary and Compliance Officer

Sumitkumar R. Sharma
Company Secretary & Compliance Officer

Place: Mumbai, Maharashtra

Date: 02/11/2017