Draft Prospectus
100% Fixed Price Offer
Dated: January 11, 2018
Please read Section 26 of the Companies Act, 2013

ANGEL FIBERS LIMITED

Corporate Identification Number: U17200GJ2014PLC078738

Our Company was originally incorporated in the name and style of as "**Angel Fibers Private Limited"** at Rajkot on February 14, 2014 as a private limited company under the Companies Act, 1956 with the Registrar of Companies, Gujarat, Dadra and Nagar Havelli, bearing Corporate Identification Number U17200GJ2014PTC078738. Subsequently our Company was converted to public limited Company pursuant to shareholders resolution passed at the Extra-ordinary General Meeting held on December 7, 2017 and the name of our Company was changed to **'Angel Fibers Limited'**. A fresh certificate of incorporation consequent upon conversion to public limited Company was issued by the Registrar of Companies, Gujarat, Ahmedabad, on December 11, 2017 bearing Corporate Identification Number U17200GJ2014PLC078738. For further details of our Company, please refer "*General Information*" and "*History and Certain Other Corporate Matter*" on page numbers 54 and 112, respectively, of this Draft Prospectus.

Registered Office: Shivalik-2, Shop No.6, Nr. Pushkardham Temple, University Road, Rajkot – 360005, Gujarat, India
Manufacturing Unit: Survey No.100 /1, Plot.1, Village: Haripar, Taluka Kalawad, District: Jamnagar in the State of Gujarat - 361112
Contact Person: Reena Kanabar, Company Secretar and Compliance Officer, **Tel:** +91-942678557; **Fax:** Not available, **Website:**www.angelfibers.com, **E-mail:**cs@angelfibers.com

PROMOTERS: ASHOK DUDHAGARA AND PRAFULABEN DUDHAGARA

THE OFFER

INITIAL PUBLIC OFFERING OF UP TO 67,50,000* EQUITY SHARES OF FACE VALUE OF RS. 10 EACH (THE "EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF RS. [●] PER EQUITY SHARE (THE "OFFER PRICE") AGGREGATING UP TO RS. [●] LAKHS THROUGH AN OFFER FOR SALE OF (i) UP TO 55,50,000 LAKHS EQUITY SHARES AGGREGATING TO RS. [●] BY ASHOK DUDHAGARA (OUR PROMOTER); (ii) UP TO 12,00,000 LAKHS EQUITY SHARES AGGREGATING TO RS. [●] LAKHS BY PRAFULABEN DUDHAGARA (OUR PROMOTER); (THE "OFFER FOR SALE" OR THE "OFFER' AND SUCH SHAREHOLDERS OFFERING THEIR RESPECTIVE EQUITY SHARES IN THE OFFER FOR SALE ARE COLLECTIVELY HEREINAFTER REFERRED TO AS THE "SELLING SHAREHOLDERS" AND INDIVIDUALLY AS A "SELLING SHAREHOLDER"). THE OFFER INCLUDES A RESERVATION OF UP TO 3,42,000 EQUITY SHARES AGGREGATING UP TO RS. [●]LAKHS, FOR SUBSCRIPTION BY MARKET MAKER ("MARKET MAKER RESERVATION PORTION"). THE OFFER LESS THE MARKET MAKER RESERVATION PORTION I.E. OFFER OF UPTO 64,08,000 EQUITY SHARES OF FACE VALUE OF RS. 10.00 EACH AT AN OFFER PRICE OF RS. [●] PER EQUITY SHARE AGGREGATING TO RS. [●] LAKHS IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER WILL CONSTITUTE UP TO 27% AND UP TO 25.63%, RESPECTIVELY OF THE POST OFFER PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE REFER "TERMS OF THE OFFER" ON PAGE 170 OF THIS DRAFT PROSPECTUS.**

THIS OFFER 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 OFFER FOR AT LEAST 25% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THIS OFFER IS A FIXED PRICE OFFER AND ALLOCATION IN THE NET OFFER TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 43(4) OF THE SEBI (ICDR) REGULATIONS, AS AMENDED. FOR FURTHER DETAILS, PLEASE REFER "OFFER PROCEDURE" ON PAGE 178 OF THIS DRAFT PROSPECTUS.
In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, all potential investors shall participate in the Offer 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 "Offer *Procedure*" on page 178 of this Draft Prospectus. A copy of the Prospectus will be delivered for registration to the Registrar of companies as required under Section 26 of the Companies Act, 2013.

THE FACE VALUE OF THE EQUITY SHARES IS RS. 10.00 EACH AND THE OFFER PRICE OF RS. [●] IS [●]TIMES OF THE FACE VALUE

ELIGIBLE INVESTORS

For details in relation to Eligible Investors, please refer to section titled *"Offer Procedure"* on page 178 of this Draft Prospectus.

RISKS IN RELATION TO FIRST OFFER

This being the first public offer 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 offer price of Rs. **[●]** per Equity Share is **[●]** times of the face value. The Offer Price (as determined by our Company in consultation with the Lead Manager, as stated under '*Basis for the Offer*' on page 77 of this Draft 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 Offer 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 Offer. For taking an investment decision, investors must rely on their own examination of the Offerer and this Offer, 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 Draft Prospectus. **Specific attention of the investors is invited to the section '*Risk Factors*' on page 16 of this Draft Prospectus.**

OUR COMPANY'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, each Selling Shareholder severally and not jointly accepts responsibility for and confirms only the statements specifically made by such Selling Shareholder in this Draft Prospectus to the extent of information specifically pertaining to such Selling Shareholder and the Equity Shares offered by it in the Offer for Sale are true and correct in all material aspects and are not misleading in any material respect. Each Selling Shareholder, severally and not jointly, does not assume any responsibility for any other statements, including without limitation, any and all of the statements made by or in relation to the Company or the other Selling Shareholders in this Draft Prospectus.

LISTING

The Equity Shares offered through this Draft Prospectus are proposed to be listed on the SME Platform of BSE Limited 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 [•] from BSE Limited ("BSE") for using its name in the Offer Document for listing of our shares on theSME Platform of BSE Limited. For the purpose of this Offer, the Designated Stock Exchange will be the BSE.

LEAD MANAGER TO THE OFFER	REGISTAR TO THE OFFER
GUINESS Redefining Services	
GUINESS CORPORATE ADVISORS PRIVATE LIMITED 18 Deshapriya Park Road, Kolkata - 700 026, West Bengal, India **Tel:** +91-33-4057 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 **SEBI Registration No.:** INM 000011930	**Bigshare Services Private Limited** 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East,Mumbai-400059 **Tel** : +91-22-62638200; **Fax** : +91-22-62638299; **E-mail**: ipo@bigshareonline.com; **Website**: www.bigshareonline.com; **Contact Person**: Babu Raphael **SEBI Registration No**: INR000001385

OFFER PROGRAMME

OFFER OPENS ON:	**[•]**
OFFER CLOSES ON:	**[•]**

*Number of shares may need to be adjusted for lot size determination of offer price.
**Subject to finalization of basis of allotment.

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SECTION I – GENERAL

DEFINITION AND ABBREVIATION

Unless the context otherwise indicates or implies, the following terms shall have the meanings provided below in this Draft 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.

General terms

Term	Description
"*Angel Fibers Limited*", "AGL", "We" or "us" or "our Company" or "the Issuer'	Unless the context otherwise requires, refers to ***ANGEL FIBERS LIMITED***, a Company incorporated under the Companies Act, 1956 vide a certificate of incorporation issued by the Registrar of Companies, Gujarat, Dadra and Nagar Havelli.
"you", "your" or "yours"	Prospective investors in this Offer.

Company related terms

Term	Description
AOA/Articles/Articles of Association	Unless the context otherwise requires, refers to the Articles of Association of ***Angel Fibers 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 Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014.
Ashok Dudhagara offered Shares	Up to 55,50,000 Equity Shares offered by Ashok Dudhagara in the Offer for Sale as per authorization letter dated January 3,2018
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. .For details, please refer "*Our Management*" on page 115 of this Draft Prospectus
Chief Financial Officer/ CFO	Chief financial officer of our Company .For details, please refer "*General Infomation*" on page 54 of this Draft Prospectus
Company Secretary & Compliance Officer	Company secretary and Compliance officer of our Company being Reena Kanabar appointed in accordance with the requirements of the SEBI ICDR Regulations.
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 130 of this Draft Prospectus
ISIN	International Securities Identification Number. In this case being [•]
Key Management Personnel / KMP	Key management personnel of our Company in terms of the SEBI Regulations and the Companies Act, 2013. For details, please refer "*Our Management*" on page 115 of this Draft Prospectus

Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board on January 4, 2018 in accordance with the requirements of the SEBI (ICDR) Regulations.
MOA/Memorandum of Association	The memorandum of association of our Company, as amended
Nomination and Remuneration Committee	The nomination and remuneration committee of our Company, constituted in accordance with Section 178 of the Companies Act, 2013, described in "Our Management" on page 115.
Non-Executive Directors	Non-executive directors of our Company, .For details, please refer "*Our Management*" on page 115 of this Draft Prospectus
Peer Reviewed Auditor	M/s. G.P. Kapadia & Co., Chartered Accountants are the independent peer review Auditor of our Company.
Prafullaben A. Dudhagara offered shares	Up to 12,00,000 Equity Shares offered by Prafullaben A. Dudhagara in the Offer for Sale as per authorization letter dated January 3, 2018.
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. For details see "Our Promoter and Promoter Group" on page 126.
Promoters	Ashok Mavjibhai Dudhagara and Prafullaben A. Dudhagara.
Registered Office	The registered office of our Company is situated at Shivalik-2, SHOP no.6, nr. Pushkardham temple, university road, Rajkot Gujrat: 360005, India
Restated Financial Statements	The audited and restated financial statements of our Company for the Financial Years ended March 31, 2015, March 31, 2016 and March 31, 2017, and for the period September 30, 2017 which comprises the restated balance sheet, the restated statement of profit and loss and the restated cash flow statement, together with the annexures and notes thereto and the examination report thereon.
RoC or Registrar of Companies	The Registrar of Companies, Ahmedabad, Gujarat
Statutory Auditor	The Statutory Auditor of our Company, H.B. Kalaria & Associates, Chartered Accountants bearing Firm Regd. No. 104571W.
Stakeholders Relationship Committee	The stakeholders' relationship committee of our Company, constituted in accordance with Section 178 of the Companies Act, 2013, described in "Our Management" on page 115
Selling Shareholders	Ashok Mavjibhai Dudhagara and Prafullaben A. Dudhagara

Offer 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 Offer 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 Draft Prospectus and the Application Form. Pursuant to SEBI (Offer of Capital and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, with effect from January 01, 2016 all applicants participating in this Offer are required to mandatorily use the ASBA facility to submit their Applications.
Application	An indication to make an offer during the Offer Period by an Applicant, pursuant

Term	Description
	to submission of Application Form, to subscribe for or purchase our Equity Shares at the Offer 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 Draft 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 offers opening on or after January 01, 2016, all potential investors shall participate in the Offer 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 Offer who apply for Equity Shares of our Company through the ASBA process in terms of this Draft Prospectus.
Banker to the Offer	Bank which are clearing members and registered with SEBI as banker to an Offer and with whom the Public Offer Account will be opened, in this case being ICICI Bank Limited
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Offer, described in "*Offer Procedure –Basis of Allotment*" on page 178 of this Draft Prospectus
Broker Centres	Broker centres notified by the Stock Exchanges, 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 of the BSE on the following link- www.bseindia.com
Broker to the Offer	All recognized members of the stock exchange would be eligible to act as the Broker to the Offer.
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.
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the Lead Managers, the Registrar to the Offer 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

Term	Description
	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 website of the Stock Exchange (www.bseindia.com)
Designated Date	The date on which the amounts blocked by the SCSBs are transferred from the ASBA Accounts to the Public Offer Account or unblock such amounts, as appropriate in terms of this Draft 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 offer 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, West Bengal 700001 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.bseindia.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/home/list/5/33/0/0/Recognised-Intermediaries or at such other website as may be prescribed by SEBI from time to time
Designated Stock Exchange	BSE Limited
Draft Prospectus / DP	This Draft Prospectus dated January 11, 2018, filed with BSE 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 Offer 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 Offer 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.
General Information Document	The General Information Document for investing in public offers 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 "*Offer Procedure*" on page 178 of this Draft Prospectus
Offer / Public offer / Offer size / Initial Public offer / Initial Public Offer / Initial Public Offering/IPO	Offer for Sale of upto 67,50,000 Equity Shares of face value of Rs.10.00 each of our Company for cash at a price of Rs.[●] per Equity Share (including a share premium of Rs.[•] per Equity Share) aggregating to Rs.[●] lakhs by our Company, in terms of this Draft Prospectus
MoU / Memorandum of Understanding	The agreement dated January 5, 2018 entered into between our Company and the Lead Managers, pursuant to which certain arrangements are agreed to in relation to the Offer.
Offer Closing Date	The date on which the Offer closes for subscription.
Offer Opening Date	The date on which the Offer opens for subscription.
Offer Period	The period between the Offer Opening Date and the Offer Closing Date, inclusive

Term	Description
	of both days during which prospective Applicants can submit their Applications, including any revisions thereof
Offer Price	The price at which Equity Shares are being issued by our Company being Rs. [●] per Equity Share
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 Offer.**
Lead Managers / LM's	The lead manager to the Offer, in this case being Guiness Corporate Advisors Private Limited("GCAPL")
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the BSE Limited.
Market Maker Reservation Portion	Upto 3,42,000 Equity Shares of Face Value Rs.10/- each at Rs. [●] per Equity Share aggregating to Rs.[●] 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 January 4, 2018 in accordance with the requirements of the SEBI (ICDR) Regulations.
Net Offer	The Offer (excluding the Market Maker Reservation Portion) of upto 64,08,000 Equity Shares of face value of Rs.10.00 each at an Offer Price of Rs. [●] per equity share aggregating to Rs. [●] 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).
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
Prospectus	The Prospectus to be filed with the ROC in accordance with the provisions of Section 26 of the Companies Act, 2013.
Public Offer Account	The account to be opened with the Banker to the Offer 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 Offer and the Issuer Company dated January 5, 2018, in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer.
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 Offer	Bigshare Services Pvt. Ltd.
Retail Individual Investors/ RIIs	Applicants (including HUFs, in the name of Karta and Eligible NRIs) whose Application Amount for Equity Shares in the Offer 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
SME Platform of BSE Limited / SME Platform	The SME Platform of BSE Limited for listing of equity shares offered under Chapter XB of the SEBI (ICDR) Regulations

Term	Description
Share Escrow Agreement	The Agreement to be entered into among the Selling Shareholders, our Company and the Escrow Agent in connection with the transfer of Equity Shares under the Offer For Sale by the Selling Shareholders and credit of such Equity Shares to the demat account of the Allotees
Share Escrow Agent	Escrow agent appointed pursuant to the Share Escrow Agreement, namely Bigshare Services Private Limited
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and includes the agreement to be entered into between our Company and the Stock Exchange in relation to listing of Equity Shares on such Stock Exchange.
Specified Locations	Collection centres where the SCSBs shall accept application forms, a list of which is available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.
TRS or Transaction Registration Slip	The slip or document issued by the SCSB (only on demand), as the case may be, to the applicant as proof of registration of the application.
Underwriters	Guiness Corporate Advisors Private Limited
Underwriting Agreement	The agreement dated January 5, 2018 entered into between the Underwriters and our Company.
Working Day(s)	"Working Day" means all days, other than second and fourth Saturday of the month, Sunday or a public holiday, on which commercial banks in Mumbai are open for business; provided however, with reference to Offer Period, "Working Day" shall mean all days, excluding all Saturdays, Sundays or a public holiday, on which commercial banks in Mumbai are open for business; and with reference to the time period between the Offer Closing Date and the listing of the Equity Shares on the SME Exchange of BSE Limited, "Working Day" shall mean all trading days of BSE Limited, 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
AGM	Annual General Meeting
AIF(s)	Alternative Investment Funds
AS	Accounting Standards as offerd 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

Term	Description
	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
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 June 7, 2016, 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, 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

Term	Description
	Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI.
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.
Legal Metrology Act	Legal Metrology Act, 2009.
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.
Minimum Wages Act	Minimum Wages Act, 1948.
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.
NIFT	National Institute of Fashion Technology.
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.
OCB	Overseas Corporate Bodies.
p.a.	per annum.
Pcs	Pieces.

Term	Description
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.
QIC	Quarterly Income Certificate.
RBI	The Reserve Bank of India.
R&D	Research & Development.
RoC or Registrar of Companies	The Registrar of Companies, West Bengal
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.
STT	Securities Transaction Tax.
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.
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
U.S. Securities Act	The United States Securities Act, 1933
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.
Wages Act	Payment of Wages Act, 1936.
Water Act	Water (Prevention and Control of Pollution) Act, 1974.

Term	Description
Workmen's Compensation Act	Workmen's Compensation Act, 1923.

Technical / Industry Related Terms

Term	Description
B.H.P.	Break Horse Power
B/R	Blow room
DG SETS	Diesel Generator Set
DD	Duty Drawback
DGFT	Director General of Foreign Trade
DR	Double Roller
EM	Entrepreneurship Memorandum
EPCG	Export Promotion Capital Goods
FFF	From Fibre to Fashions
FOB	Free on Board
FDI	Foreign Direct Investment
FMC	Forward Market Commission
GIDC	Gujarat Industrial Development Corporation
GDP	Gross Domestic Product
GOI	Government of India
HDPE	High-density polyethylene
HP	Horse Power
IEC	Import Export Code
ISO	International Standards Organization
MMF	Manmade Fibers
MT	Metric Tonne
MW	Megawatt
POY	Partially Oriented Yarn
PT	Per Tonne
R&D	Research & Development
SEZ	Special Economic Zone
SH	State Highway
SME	Small and Medium Enterprise
Spdl.	Spindle
SSI	Small Scale Industries
SITP	Scheme for integrated textile parks
TPD	Tonnes per Day
TPM/tpm	Tonnes per Month
TPH	Tonnes per hour
TUFS	Technology Upgradation Fund Scheme
UGVCL	Uttar Gujarat Vij Company Limited
RONW	Return on Net Worth
VCF	Venture Capital Funds
RONW	Return on Net Worth

Notwithstanding the foregoing:

1. In the section titled '*Main Provisions of the Articles of Association*' on page 227 of this Draft Prospectus, defined terms shall have the meaning given to such terms in that section;
2. In the chapters titled '*Summary of Our Business*' and '*Our Business*' on page 46 and 94 respectively, of this Draft Prospectus, defined terms shall have the meaning given to such terms in that section;
3. In the chapters titled '*Risk Factors*' on page 16 of this Draft Prospectus, defined terms shall have the

meaning given to such terms in that section;

4. In the chapters titled '*Statement of Possible Special Tax Benefits*' on page 80 of this Draft Prospectus, defined terms shall have the meaning given to such terms in that section;
5. In the chapters titled '*Management's Discussion and Analysis of Financial Conditions and Results of Operations*' on page 134 of this Draft Prospectus, defined terms shall have the meaning given to such terms in that section.

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

*In this Dra*ft Prospectus, the terms "we", "us", "our", the "Company", "our Company", "***ANGEL FIBERS LIMITED***" and "AFL", unless the context otherwise indicates or implies, refers to ''***ANGEL FIBERS LIMITED.''***

Certain Conventions

All references in this Draft Prospectus to "India" are to the Republic of India. All references in this Draft 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 Draft Prospectus is derived from our restated financial statements for the financial years ended March 31, 2015, 2016 and 2017and for the period ended September 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 Draft Prospectus, and set out in *'Financial Statements'* on page 133 of this Draft 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 Draft Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices, the Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations on the financial disclosures presented in this Draft 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 Draft 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 Draft 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 Draft Prospectus as rounded-off to such number of decimal points as provided in such respective sources.

Currency and units of presentation

In this Draft 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 Draft 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 Draft 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 Draft Prospectus is reliable, it has not been independently verified.

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

FORWARD LOOKING STATEMENTS

All statements contained in this Draft Prospectus that are not statements of historical facts constitute 'forward-looking statements'. All statements regarding our expected financial condition and results of operations, business, objectives, strategies, plans, goals and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, our revenue and profitability, planned projects and other matters discussed in this Draft Prospectus regarding matters that are not historical facts. These forward looking statements and any other projections contained in this Draft Prospectus (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. 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 16, 94 and 134 respectively of this Draft Prospectus. Forward looking statements reflects views as of the date of this Draft 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 Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of this Offer including the merits and risks involved. Any potential investor in, and subscriber of, the Equity Shares should also pay particular attention to the fact that we are governed in India by a legal and regulatory environment in which some material respects may be different from that which prevails in other countries. The risks and uncertainties described in this section are not the only risks and uncertainties we currently face. Additional risks and uncertainties not known to us or that we currently deem immaterial may also have an adverse effect on our business. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, results of operations and financial condition could suffer, the price of our Equity Shares could decline, and you may lose all or part of your investment. Additionally, our business operations could also be affected by additional factors that are not presently known to us or that we currently consider as immaterial to our operations.

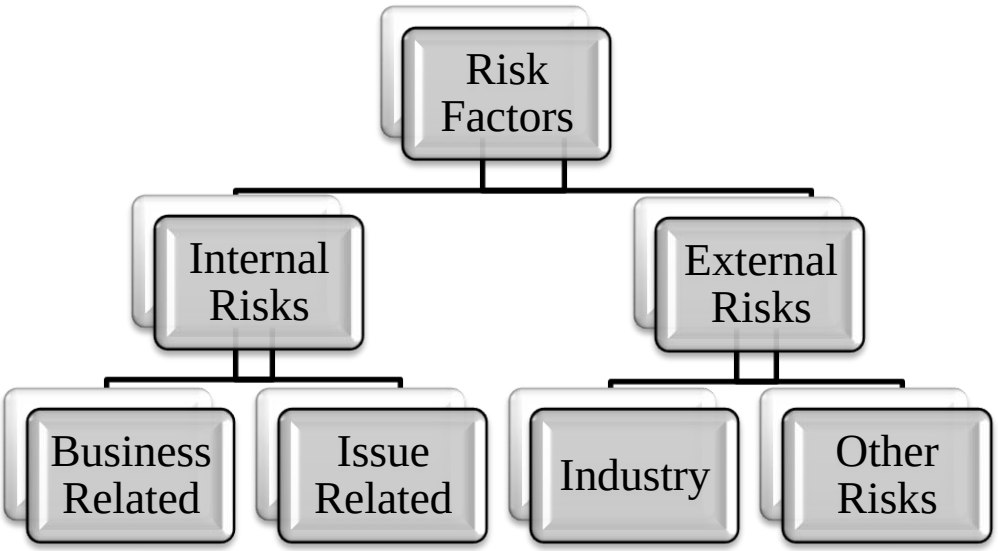
Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. Unless otherwise stated, the financial information of our Company used in this section is derived from our restated financial statements prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI ICDR Regulations. To obtain a better understanding, you should read this section in conjunction with the chapters titled "Our Business" beginning on page 94, "Our Industry" 82 beginning on page and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page 134 respectively, of this Draft Prospectus as well as other financial information contained herein.

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

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

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence the same has not been disclosed in such risk factors. Unless otherwise stated, we are not in a position to specify or quantify the financial or other risks mentioned herein. For capitalized terms used but not defined in this chapter, refer to the chapter titled "Definitions and Abbreviation" beginning on page 2 of this Draft Prospectus. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another.

The risk factors are classified as under for the sake of better clarity and increased understanding:



INTERNAL RISKS

A. <u>Business Related Risks</u>

1. ***Our Company is yet to achieve scalable operations and has limited operating history and limited brand recognition, which may make it difficult for investors to evaluate our future prospects based on past results.***

   Our Company was incorporated as 'Angel Fibers Private Limited' a private limited company under the Companies Act, 1956 pursuant to Certificate of Incorporation dated February 14, 2014 issued by the Registrar of Companies, Gujarat, Dadra and Nagar Havelli. Subsequently, our Company was converted into a public limited company and the name of our Company was changed to 'Angel Fibers Limited' pursuant to a Fresh Certificate of Incorporation dated December 11, 2017 issued by the Registrar of Companies, Gujarat, Dadra and Nagar Havelli. Our Company started its commercial production only in financial year 2016-16 on July 11, 2015. Given our Company's limited operating history, we may not have sufficient experience to address the risks frequently encountered by early stage companies, including our ability to successfully complete our orders or maintain adequate control of our costs and expenses. Given the fragmented nature of the industry in which we operate, we often do not have complete information about our competitors and accordingly we may underestimate supply in the market. Further we may face risks in relation to delayed acceptance of our products due to limited brand recognition. If we are unsuccessful in addressing such risks, our business may be materially and adversely affected. Accordingly, investors should consider our business and prospects in light of the risks, losses and challenges that we face as an early-stage company and should not rely on our results of operations for any prior periods as an indication of our future performance.

2. ***Our manufacturing facility is located at Kalavad, Jamnagar District, Gujarat region and may be affected by various factors associated at such region and may affect our business, financial condition and results of operations***

   Our business is relatively concentrated in Gujarat region. This concentration of our business in Gujarat region subjects us to various risks, such as regional slowdown in economic activities and consumer spend in that region, vulnerability to change of policies, laws and regulations or the political and economic environment, civil disturbances or any adverse political, social or economic conditions. While we strive to diversify across states and reduce our concentration risk, there is no guarantee that the above factors associated with Gujarat region will not continue to have a significant impact on our business. If we are not able to mitigate this concentration risk, we may not be able to develop our business as planned, and our business, financial condition and results of operations could be materially and adversely affected.

3. ***We generate our major portion of sales from our operations in certain geographical regions especially Gujarat, Maharashtra, Punjab and Rajasthan. Any adverse developments affecting our operations in these regions could have an adverse impact on our revenue and results of operations.***

We generate major sales situated in Gujarat, Maharashtra, Punjab and Rajasthan. Such geographical concentration of our business in these regions heightens our exposure to adverse developments related to competition, as well as economic and demographic changes in these regions which may adversely affect our business prospects, financial conditions and results of operations. We may not be able to leverage our experience in Gujarat, Maharashtra, Punjab and Rajasthan region to expand our operations in other parts of India and overseas markets, should we decide to further expand our operations. Factors such as competition, culture, regulatory regimes, business practices and customs, industry needs, transportation, in other markets where we may expand our operations may differ from those in such regions, and our experience in these regions may not be applicable to other markets. In addition, as we enter new markets and geographical areas, we are likely to compete not only with national players, but also local players who might have an established local presence, are more familiar with local regulations, business practices and industry needs, have stronger relationships with local distributors, dealers, relevant government authorities, suppliers or are in a stronger financial position than us, all of which may give them a competitive advantage over us. Our inability to expand into areas outside Gujarat, Maharashtra, Punjab and Rajasthan market may adversely affect our business prospects, financial conditions and results of operations. However, our Company is already supplying products in other regions such as Tamil Nadu, Union Territories, Madhya Pradesh, West Bengal, Delhi, Haryana etc. but we are yet to scale our operations in such regions. While our management believes that the Company has requisite expertise and vision to grow and mark its presence in other markets going forward, investors should consider our business and prospects in light of the risks, losses and challenges that we face and should not rely on our results of operations for any prior periods as an indication of our future performance.

4. ***Some of our Directors are currently involved in certain tax related and other proceedings which are currently pending at various stages with relevant authorities. Any adverse decision in such proceedings may render us liable to liabilities and penalties and may adversely affect our business and results of operations.***

Except as mentioned above, there are no legal proceedings by or against our Company, Promoters, Directors or Group Companies. A classification of legal proceedings is mentioned below:

Name of Entity	Criminal Proceedings	Civil/ Arbitration Proceedings	Tax Proceedings	Labour Disputes	Consumer Complaints	Complaints under Section 138 of NI Act, 1881	Aggregate amount involved (Rs.)
Company							
By the Company	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**
Against the Company	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**
Promoters							
By the Promoter	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**
Against the Promoter	**Nil**	**Nil**	**3830/-**	**Nil**	**Nil**	**Nil**	**3830/-**
Group Companies							
By Group Companies	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**
Against Group Companies	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**
Directors other than promoters							

Name of Entity	Criminal Proceedings	Civil/ Arbitration Proceedings	Tax Proceedings	Labour Disputes	Consumer Complaints	Complaints under Section 138 of NI Act, 1881	Aggregate amount involved (Rs.)
By the Directors	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**
Against the Directors	**Nil**	**Nil**	**480/-**	**Nil**	**Nil**	**Nil**	**480/-**

#Amount is not ascertainable

5. ***Our raw material and finished products both are highly flammable commodity. The improper handling, processing or storage of our raw materials or products, or spoilage of and damage to such raw materials and products, damage our reputation and have an adverse effect on our business, results of operations and financial condition.***

   Cotton being a highly flammable commodity, every stage from procurement, processing, storage and transportation is fraught with an imminent danger of an instant fire. The risk of fire hazard is increased due to increased automation and use of large volume of machinery for material handling. Any spark generated at these places can not only generate fire but also the same could propagate to other machines through cotton conveying. We maintain standard fires and perils policies in respect of the buildings, plant and machinery, stocks of goods, raw material and office equipment in our manufacturing facilities. Any such incident at our factory, warehouse or at any other place could adversely affect our business, financial condition, cash flows and results of operations. All the products that we manufacture is subject to risks such as adulteration and product tampering during their manufacture, transport or storage. Although all our raw materials and finished products are extensively tested at our facilities, we cannot assure you that the quality tests conducted by us will be accurate at all times. Any shortcoming in the production or storage of our products due to negligence, human error or otherwise, may damage our products and result in non-compliance with applicable regulatory standards. Any allegation that our products contain contaminants could damage our reputation, adversely affect our sales and result in legal proceedings being initiated against us, irrespective of whether such allegations have any factual basis. We cannot assure you that we will not be subject to such product liability claims in the future and we currently carry no products liability insurance with respect to our products. Should any of our products be perceived or found to be contaminated, we may be subject to regulatory action, product recalls and our reputation, business, results of operations and financial condition may be adversely affected. Although we attempt to maintain quality standards, we cannot assure that all our products would be of uniform quality, which in turn could adversely affect the value of our brand, and our sales could be diminished if we are associated with negative publicity

6. ***Our business is subject to seasonal volatility, which may contribute to fluctuations in our results of operations and financial condition.***

   The major raw material used by our Company for the Ginning Unit is Cotton. Due to the seasonal availability of the Cotton, our industry is seasonal in nature. The period during which our business may experience higher revenues varies from season to season. During the crop season we are able to procure the cotton at reasonable terms and in large quantities. Whereas during the off season the availability of the cotton is less and also there are price variations. Accordingly, our revenue in one quarter may not accurately reflect the revenue trend for the whole Financial Year. The seasonality of our industry, and the financial services industry, may cause fluctuations in our results of operations and financial condition. Due to the seasonality of our cotton business, there can be no assurance that the estimates of demand for our products will be accurate. If our estimates materially differ from actual demand, we may experience either excess quantities of raw materials and unsold stock, which we may not be able to utilize or sell in a timely manner or at all or inadequate quantities of raw materials and consequently lower stock of finished goods to meet market demand.

7. ***The price, which we are able to obtain for the cotton yarn that we produce depend largely on prevailing market prices. Increase in costs or a shortfall in availability of our raw materials could have a material adverse effect on our Company's sales, profitability and results of operations.***

Our Company is dependent on third party suppliers for procuring our raw materials. We are exposed to fluctuations in the prices of these raw materials as well as its unavailability, particularly as we typically do not enter into any long term supply agreements with our suppliers and our major requirement is met in the spot market. The cost and availability of our raw materials are subject to a variety of factors and any increase in their cost and their availability at a reasonable price or at all, could adversely affect our margins, sales and results of operations. Some of the key factors affecting the cost and availability of our raw materials include agricultural produce of cotton, seasonal production of cotton seeds and yarn. Further the prices of these raw materials are subject to price fluctuation due to various factors beyond our control, including but not limited to severe climatic conditions, outbreak of diseases and governmental regulations. Any of these and other factors may cause a shortage of raw materials or unavailability of raw materials at a reasonable price. We also face the risks associated with compensating for or passing on such increase in our cost of production on account of such fluctuations in prices to our customers Though we enjoy favourable terms from the suppliers both in prices as well as in supplies, our inability to obtain high quality materials in a timely and cost-effective manner would cause delays in our production cycles and delivery schedules, which may result in the loss of our customers and revenues. Any decrease in yarn prices may adversely affect our profitability. The wholesale price of cotton has a significant impact on our profits. Cotton is subject to price fluctuations resulting from weather, natural disasters, domestic and foreign trade policies, shifts in supply and demand and other factors beyond our control. As a result, any prolonged decrease in cotton prices could have a material adverse effect on our Company and our results of operations. Cotton is the main raw material used to produce cotton and cotton yarn. The price of the cotton are very volatile subject to price fluctuations resulting from weather, natural disasters, domestic and foreign trade policies, shifts in supply and demand and other factors beyond our control. Any adverse movement in the price of the Cotton will impact our cost of production which we may not be able to pass on to the customer which may affect our profitability of even lead to losses. Further any prolonged increase in cotton prices could have a material adverse effect on our Company over a period of time and affect all our strategies and future projections.

8. ***Our Company has not entered into any supply agreement for the major raw materials required for manufacturing of our products and are exposed to risks relating to fluctuations in commodity prices and shortage of raw material.***

Raw material costs are dependent on commodity prices, which are subject to fluctuations. There can be no assurance that strong demand, capacity limitations or other problems experienced by our suppliers will not result in occasional shortages or delays in their supply of raw materials. If we experience a significant or prolonged shortage of raw materials from any of our suppliers and we cannot procure the raw materials from other sources, we would be unable to meet our production schedules in a timely fashion, which would adversely affect our sales, margins and customer relations. In the absence of such supply agreements, we cannot assure that a particular supplier will continue to supply raw materials to us in the future. In the event the prices of such raw materials were to rise substantially or if imports were to be restricted in any manner, we may find it difficult to make alternative arrangements for supplies of our raw materials, on the terms acceptable to us, which could
materially affect our business, results of operations and financial condition.

9. ***Our revenues are significantly dependent upon sales of our main products that are cotton yarn.***

Our core business is the manufacture of cotton and yarn. Consequently, our income is significantly dependent on sales of the cotton and yarn and over the years, such sales have emerged as the major contributor to our revenue and business. Our continued reliance on sales of our products for a significant portion of our revenue exposes us to risks, including the potential reduction in the demand for such products in the future; increased competition from domestic and regional manufacturers; cost-effective technology; fluctuations in the price and availability of the raw materials, changes in regulations and import duties; and the cyclical nature of our customers' businesses. One or more such reasons may affect our revenues and income from sales of our products and thereby adversely affect our business, profitability, cash flows and results of operations.

10. ***Cheap Substitutes And Imports May Affect The Business.***

The textile industry is highly fragmented with a unorganized sector forming a significant portion which leads to cheaper products entering the market. Also with the reduction in trade barriers there is an increase in

imports of cheaper products which pose a competition to the existing domestic organized players. This may directly impact the Company's operations.

Management Perception: Cheaper and substandard products are prevalent in every market segment. These products cater to a different segment of the market and do not impact our market share. With growing preference of the customers for better quality products, there is an assured market for the products of our Company. Also, we are investing in technology which gives an edge over the cheaper substitutes by way of consistent better quality, flexibility and higher productivity.

11. ***Any changes in regulations or applicable government incentives would adversely affect the Company's operations and growth prospects.***

The Central and the State Government has provided several incentives to the textile sector, from which our Company may benefit, including the TUFS interest, electricity and capital subsidies. These incentives could be modified or removed at any time, or new regulations could be introduced which may change the current regime applicable to the textile industry as a whole which will affect our Company's business, this could adversely affect our Company's operations and financial results. Our Company is also subject to various regulations and textile policies, primarily in India. Our Company's business and prospects could be adversely affected by changes in any of these regulations and policies, including the introduction of new laws, policies or regulations or changes in the interpretation or application of existing laws, policies and regulations. Any such change could have a material adverse affect on the Company's operations and financial results. In the event there is a delay in receipt of the subsidy component, our margins for a particular period or year may be adversely affected. Further, eligibility to receive subsidies is subject to fulfillment of certain condition by the company applying for the subsidy. Such conditions include the quality of the products manufactured by such a company, the nature of the after sales service, etc. While we are in compliance with all such eligibility parameters as on date, we are unable to assure you that we shall continue to comply with such conditions in the future. In case we are unable to meet any or all of such eligibility parameters or our agreement with nodal agencies cannot be renewed for any reason, we shall be unable to market our products under the subsidy scheme which shall materially increase the cost of our products from the consumer's perspective and consequently may adversely affect our sales and results of operations.

12. ***Reduction or termination of tax incentives and benefits available to our Company's unit established in tax exempted areas would adversely impact our tax liabilities.***

Our Company has established its manufacturing facility at Kalavad, Jamnagar. It is eligible for tax incentives/exemptions under various schemes/statutes of the Central and State Governments. Withdrawal or phasing out of any of the incentives/exemption may impact the profitability of the Company. Management Perception: Our Company does not envisage the withdrawal/phasing out of any of the subsisting schemes of incentives/exemptions in the near future. Also such schemes, in case withdrawn or phased out will impact the industry segment as a whole. Further, our Company cannot assure you that the Indian Government will not enact laws in the future that would adversely impact the tax incentives and benefits and consequently, the tax liabilities and profits of our Company.

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

Our products depend on customer's expectations and choice or demand of the customer. Any failure to maintain the quality standards may affect our business. Although we have put in place strict quality control procedures, we cannot assure that our products will always be able to satisfy our customers' quality standards. Any negative publicity regarding our Company, or products, including those arising from any deterioration in quality of our products from our vendors, or any other unforeseen events could adversely affect our reputation, our operations and our results from operations. Introduction of new products or for any other reason and failure on our part to meet their expectation could adversely affect our business, result of operations and financial condition. While, we believe that we have always introduced new products to cater to the growing demand of our customers and also endeavour regularly to update our products, our failure to anticipate or to respond adequately to changing technical, market demands and/or consumer requirements could adversely affect our business and financial results.

14. ***We* generated *a majority of our sales in Gujarat, Maharashtra, Punjab & Rajasthan and any adverse* developments *affecting our operations in these states could have an adverse impact on our revenue and results of operations.***

For the year ended March 31, 2017, and for the period ended September 30, 2017 our sales in Gujarat, Rajasthan, Maharashtra, Punjab and Union territories together contributed 97.62 % and 93.16 % respectively of our total revenue as mentioned below:

Sr. No.	States	For the year ended March 31, 2017 (Amount in Rs.)	For the period ended September 30, 2017 (Amount in Rs.)
1.	Gujarat	5806.81	2392.23
2.	Maharashtra	447.23	1100.43
3.	Punjab	726.55	262.07
4.	Rajasthan	552.00	170.22
5.	Union Territories	586.72	111.77

We may continue to expand our sales in these states. Existing and potential competitors to our Business may increase their focus on these states, which could reduce our market share. For example, our competitors may intensify their efforts in these states to capture a larger market share. The concentration of our operations in these states heightens our exposure to adverse developments related to competition, as well as economic, political, demographic and other changes, which may adversely affect our business prospects, financial conditions and results of operations. Any adverse development that affects the performance of the sales in these states could have a material adverse effect on our business, financial condition and results of operations.

15. ***Our growth strategy to expand into new geographic areas poses risks. We may not be able to successfully manage some or all of such risks, which may have a material adverse effect on our revenues, profits and financial condition.***

Our operations have been geographically concentrated in the States of Gujarat, Maharashtra, Punjab and Rajasthan. Our business is therefore significantly dependent on the general economic condition and activity in the State in which we operate along with the Central, State and Local Government policies relating to Textile industry. Although industry in which we operate is policy favoured industry by governmental agencies and different subsidies has been encouraged, there can be no assurance that this will continue. We may expand geographically, and may not gain acceptance or be able to take advantage of any expansion opportunities outside our current markets. This may place us at a competitive disadvantage and limit our growth opportunities. We may face additional risks if we undertake operations in other geographic areas in which we do not possess the same level of familiarity as competitors. If we undertake operations of different product than those currently is; we may be affected by various factors, including but not limited to:

- Adjusting our products to different geographic areas;
- Obtaining the necessary materials and labour in sufficient amounts and on acceptable terms;
- Obtaining necessary Government and other approvals in time or at all;
- Failure to realize expected synergies and cost savings;
- Attracting potential customers in a market in which we do not have significant experience;
- and
- Cost of hiring new employees and absorbing increased costs.

By expanding into new geographical regions, we may be exposed to significant liability and could lose some or all of our investment in such regions, as a result of which our business, financial condition and results of operations could be adversely affected

16. We are dependent on our Top 5 and Top 10 suppliers for uninterrupted supply of raw materials. Any disruption in supply of raw materials from these suppliers will adversely affect our operations.

We are highly dependent on the suppliers of raw material for our products. We procure our raw materials from various domestic and international suppliers depending upon the price and quality of raw materials. However, our Top 5 and top 10 suppliers contribute significantly to supply of raw materials. While our company believe that we would not face difficulties in finding additional suppliers of raw materials, any disruption of supply of raw materials from these suppliers or our procurement of raw materials at terms not favourable to us can

adversely affect our operations and financial cost. The contributions of our top 5 suppliers to our total supplies are as follows:

Particulars	For the year ended March 31, 2017	For the period ended March September 30, 2017
% wise Top 5 of Total Purchase	35.10	60.00
% wise Top 10 of Total Purchase	49.76	81.00

17. ***Our top five and top ten customers contribute major portion our revenues for the year ended March 31, 2017 and for the period ended September 30, 2017. Any loss of business from one or more of them may adversely affect our revenues and profitability.***

Our top five and ten customers contribute to a substantial portion of our revenues for the year ended March 31, 2017 and for the period ended September 30, 2017. Further these customers are generally distributors who further sell to the wholesalers and retailers. However, the composition and revenue generated from these clients might change as we continue to add new customers in normal course of business. Any decline in our quality standards, growing competition and any change in the demand for our services by these customers may adversely affect our ability to retain them. We believe we have maintained good and long term relationships with our customers. However, there can be no assurance that we will continue to have such long term relationship with them also any delay or default in payment by these customers may adversely affect our business, financial condition and results of operations. We cannot assure that we shall generate the same quantum of business, or any business at all, from these customers, and loss of business from one or more of them may adversely affect our revenues and profitability.

Particulars	For the year ended March 31, 2017	For the period ended March September 30, 2017
% wise Top 5 of Total Sale	74.87	53.49
% wise Top 10 of Total Sale	80.39	64.64

18. ***Our lenders have imposed certain restrictive conditions on us under our financing arrangements. Further as on the date of the Draft Prospectus our Company has not received "No-objection" certificate from some of our lenders to undertake this Offer. Non receipt of such "No-Objection" certificate could lead to non compliance of the terms of loan agreements entered into by our Company with said lenders.***

We have entered into agreements for availing debt facilities from lenders. Certain covenants in these agreements require us to obtain approval/permission from our lenders in certain conditions. In the event of default or the breach of certain covenants, our lender has the option to make the entire outstanding amount payable immediately. There can be no assurance that we will be able to comply with these financial or other covenants or that we will be able to obtain consents necessary to take the actions that we believe are required to operate and grow our business.

Further, as on the date of the Draft Prospectus, we have not received "No Objection" certificates from the lenders. We cannot assure you that such lenders will grant us the "No-Objection" certificate for this Offer. Non-receipt of such "No-Objection" certificate could lead to non-compliance of the terms of loan agreements entered into by our Company with the lenders.

For further details in this regard, please refer chapter titled '*Financial Indebtedness'* beginning on page 142 of this Draft Prospectus.

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

We believe that the industry in which we operate faces competitive pressures in recruiting and retaining skilled and unskilled labour. Our industry being labour intensive is highly dependent on labour force for carrying out its business operations. Shortage of skilled/unskilled personnel or work stoppages caused by disagreements with employees could have an adverse effect on our business and results of operations. To maintain a lower attrition rate among the employees, we offer various in house facilities to the employees. We have not experienced any major disruptions to our business operations due to disputes or other problems with our work force in the past; there can be no assurance that we will not experience such disruptions in the future.

Such disruptions may adversely affect our business and results of operations and may also divert the management's attention and result in increased costs.

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

20. Our failure to compete effectively could have an adverse effect on our business, results of operations, financial condition and future prospects.

We operate in a highly competitive market with competitors who have been in business longer than we have, with financial and other resources that are far greater than ours. Some of our competitors may have certain other advantages over us, including established track record, superior product offerings, wide distribution tie-ups, larger product portfolio, technology, research and development capability and greater market penetration, which may allow our competitors to better respond to market trends. They may also have the ability to spend more aggressively on marketing and distribution initiatives and may have more flexibility to respond to changing business and economic conditions than we do. Further, some of our competitors are large domestic and international textile or yarn spinning companies. We may not be able to compete with them to engage some of the large distributors, who may prefer to distribute products for such companies with a large portfolio of cotton yarn and other products.

21. We face stiff competition in our business from organized and unorganized players, which may adversely affect our business operation and financial condition. Moreover, we have a limited product portfolio when compared to industry peers in the organized sector which may affect our ability to compete effectively

The market for our products is highly competitive on account of both the organized and unorganized players. Players in this industry generally compete with each other on key attributes such as the quality of products, the quality of the after sales services, the strength of the distribution network and pricing. Some of our competitors may have greater financial, technical and other resources and greater market share and goodwill which may enable them to compete effectively. We also anticipate entry by international players into the domestic market which should further increase the competition. Moreover, the unorganized sector offers their products at highly competitive prices which may not be matched by us and consequently affect our sales volume and growth prospects. Growing competition may result in a decline in our market share and may affect our margins which may adversely affect our business operations and our financial condition. While we believe we are able to compete effectively with our product portfolio, our competitors' wider product range offers them the opportunity to cater to wider customer base and develop a greater brand recall. We propose to diversify our product portfolio but are unable to assure you whether the same shall be as successful as our existing products. In the event we are unable to compete effectively with our existing product range and are unable to successfully develop and market the new product range within a definite timeline or at all, our business and results of operations shall be adversely affected.

22. *Our Company does not own the office on which our registered office is located.*

Our Company does not own the land on which our registered office is located. The office has been taken on lease from one of our promoter and selling shareholder Prafulaben Dudhagara. If we are unable to renew the lease or if the lease is not renewed on favourable conditions, it may affect our operations adversely. Also if we do not comply with certain conditions of the lease agreement, it may lead to termination of the lease. In the event of non-renewal or termination of the lease, we may have to vacate our current premises and shift to new premises. There can be no assurance that we shall be able to find a suitable location, or one at present terms and conditions. Any additional burden due to shifting of premises, or increased rental expenses, may adversely affect our business operations and financial conditions.

For details on properties taken on lease/rent by us please refer to the heading titled "Land & Property" in chapter titled "Our Business" beginning on page *94* of this Draft Prospectus.

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

Our business is working capital intensive primarily on account of Inventory levels. A significant portion of our working capital is utilized towards trade receivables and inventories. Summary of our working capital position is given below:-

Particulars	For the period ended September 30, 2017	For the year ended				
		2017	2016	2015	2014	2013
A. Current Assets						
A. Inventories	2470.60	2207.74	1534.24	0.00	0.00	0.00
B. Trade Receivables	961.75	404.17	138.20	0.00	0.00	0.00
C. Cash and Cash Equivalents	120.50	108.92	200.54	254.18	81.68	0.00
D. Short Term Loans & Advances	34.26	350.13	44.01	9.42	100.00	0.00
E. Other Current Assets	913.03	648.67	491.68	363.72	0.00	0.00
Total Current Assets	4500.16	3719.64	2408.68	627.33	181.68	0.00
B. Current Liabilities						
A. Short Term Borrowings	701.33	707.02	706.81	0.00	0.00	0.00
B. Trade Payables	1593.08	919.22	320.29	91.37	0.00	0.00
C. Other Current Liabilities	678.71	725.85	593.17	0.00	0.00	0.00
D. Short Term provision	141.86	79.86	37.87	0.65	0.00	0.00
Working Capital (A-B)	1385.18	1287.69	750.53	535.30	181.68	0.00
Inventories as % of total current assets	54.90%	59.35%	63.70%	0.00	0.00	0.00
Trade receivables as % of total current assets	21.37%	10.87%	5.74%	0.00	0.00	0.00

Our Company intend to continue growing by reaching out to newer customers and also increasing the sales in the existing customers. All these factors may result in increase in the quantum of current assets. Our inability to maintain sufficient cash flow, credit facility and other sources of fund, in a timely manner, or at all, to meet the requirement of working capital or pay out debts, could adversely affect our financial condition and result of our operations. For further details regarding working capital requirement, please refer to the chapter titled "Objects of the Offer" beginning on page 75 of this Draft Prospectus.

24. Our Company has negative cash flows from its operating activities, investing activities and financing activities in the past years, details of which are given below. Sustained negative cash flows could impact our growth and business.

Our Company had negative cash flows from our operating activities, investing activities, financing activities in the previous year(s) as per the Restated Financial Statements and the same are summarized as under:

Amount (Rs. in Lakhs)

Particulars	For the period ended September 2017	For The Year Ended March 31,				
		2017	2016	2015	2014	2013
Cash Flow from / (used in) Operating Activities	483.19	1,426.68	258.84	(498.00)	-	-
Cash Flow from / (used in)			(2,696.76)		-	-

Particulars	For the period ended September 2017	For The Year Ended March 31,				
		2017	2016	2015	2014	2013
Investing Activities	(70.77)	(24.14)		(3,788.68)		
Cash Flow from / (used in) Financing Activities	(400.83)	(1,494.17)	2,384.28	4,459.19	82.23	-

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. If we are not able to generate sufficient cash flows in future, it may adversely affect our business and financial operations.

25. ***Our Company has made non compliances and lapsed/made delay in certain filings under various Statutory Acts applicable to it in the past years.***

Our Company has made delay in certain filings under various Statutory Acts applicable to it in the past years. Due to these delays in filings, our Company had on several occasions paid the requisite late fees. Further our Company has not complied with certain statutory provisions such as the following:

- The Company was required to appoint a Whole-time Company Secretary under Section 383A of Companies Act 1956 and Section 203 of Companies Act 2013. The Company had in the past contravened the said provision. However as on date, they have appointed a Whole-time Company Secretary and stands compliant with the said provisions.

Although they have not been furnished with any notices by the RoC/any other statutory authority with respect to this non-compliance, such non-compliance may in the future render us liable to statutory penalties and could have serious consequences on our operations. While this could be attributed to technical lapses and human errors, our Company has appointed a whole time Company Secretary and is in the process of setting up a system to ensure that requisite filings and compliances are done within the applicable timelines.

26. ***Our Company has lapsed /delayed/ erroneous in making the required filings under Companies Act, 2013 and under the applicable provisions of Companies Act, 1956.***

Our Company is required to make filings under various rules and regulations as applicable under the Companies Act, 2013 and under the applicable provisions of the Companies Act, 1956. Some of which forms such as Form SH-7, Form MGT-14, PAS-3 and DIR 12 has not been done within the stipulated time period at some instances. Due to these delays in filings, our Company had on several occasions paid the requisite late fees. In past, our company has made erroneous filling of annual returns for certain financial years which reflects incorrect details pertaining to members of the company and transfer executed in the respective annual return. Although, we have not received any show-cause notice in respect of the above, such delay/noncompliance may in the future render us liable to statutory penalties and could have serious consequences on our operations. While this could be attributed to technical lapses and human errors, our Company is in the process of setting up a system to ensure that requisite filings are done appropriately with the requisite timeline.

27. ***Conflicts of interest may arise out of common business undertaken by our Entities forming part of our Promoter group.***

Entities forming part of our promoter group is authorised to deal in the similar business activities as that of our Company. As a result, conflicts of interests may arise in allocating business opportunities amongst our Company and Entities forming part of our promoter group, in circumstances where our respective interests diverge. In cases of conflict, our Promoters may favour entities where they have interest over our Company. There can be no assurance that our Promoters 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. For further details please refer to the chapters titled "*Our Promoters and Promoter Group*" beginning on page 126 of this Draft Prospectus, respectively.

28. ***We have not entered into any definitive agreements with our customers. If our customers choose not to buy their products from us, our business, financial condition and results of operations may be adversely affected and our business are on purchase order basis with our customers.***

We have not entered into any definitive agreements with our customers, and instead we majorly rely on purchase orders to govern the volume, pricing and other terms of sales of our products. However, such orders may be amended or cancelled prior to finalisation, and should such an amendment or cancellation take place. Consequently, there is no commitment on the part of the customer to continue
to source their requirements from us, and as a result, our sales from period to period may fluctuate significantly as a result of changes in our customers vendor preferences. Any failure to meet our customers expectations could result in cancellation of orders. There are also a number of factors other than our performance that are beyond our control and that could cause the loss of a customer. Customers may demand price reductions, set-off any payment obligations, require indemnification for themselves or their affiliates, any of which may have an adverse effect on our business, results of operations and financial condition. Our business is conducted on purchase order basis, depending on the requirements of the client preferences and demand. We do not have long-term contracts with most of our customers and there can be no assurance that we will continue to receive repeat orders from any of them, including our long-standing customers. Further, even if we were to continue receiving orders from our clients, there can be no assurance that they will be on the same terms, and the new terms may be less favourable to us than those under the present terms.

29. ***We*** will ***be subject to risks arising from foreign exchange rate movements.***

Since we are exporting our products to country viz., Bangladesh we face an exchange rate risk. The exchange rate between the Indian Rupee and other currencies has been volatile in recent years and may fluctuate in the future. Therefore, changes in the exchange rate may have a material adverse effect on our product cost, thereby increasing our operating costs which may in turn have a negative impact on our business, operating results and financial conditions. Fluctuations in the exchange rates may affect the Company to the extent of cost of goods sold or purchased in foreign currency terms. Any adverse fluctuations with respect to the exchange rate of any foreign currency for Indian Rupees may affect the Company's profitability.

30. If we do not successfully commercialise products under our Brand "Angel Fibers", or if the commercialization is delayed, our business, financial conditions and the results of operations may be adversely affected.

Our present and future results of operations depend upon our ability to successfully develop and commercialize our products. The development process requires extensive research and results may be uncertain and we may not be successful that can ultimately be commercially viable. However, there can be no assurance that we will be able to maintain this record in the future as well, and we may face undue delays in commercializing our products. Decrease in product quality due to reasons beyond our control or allegations of product defects, misbranding, and adulteration even when false or unfounded, could tarnish the image and may cause customers to choose other brand. Further, there can be no assurance that our brand name will not be adversely affected in the future by events that are beyond our control. In the event that (i) we are unable to leverage on the brand name for any reason, (ii) our group companies' actions or incidences adversely affect the ‖ brand name, or (iii) customer complaints or adverse publicity from any other source damages our brand, our business, financial condition and results of operations may be adversely affected. We anticipate that as our business expands into new markets and as our markets become increasingly competitive, maintaining and enhancing our brand may become increasingly difficult and expensive. If we are unable to enhance the visibility of our brands, it would have an adverse effect on our business, and our financial condition.

31. There may be delays in repayment of term loans and over utilization of working capital limits.

We cannot assure that the monies payable to our secured lenders will be made in timely manner. We however, shall refund such monies, with the interest due and payable if applicable, thereon as prescribed under applicable statutory and/or regulatory provisions. Also sometimes, we may run over our utilization of working capital limits to serve our customers in fulfilling our timely commitments.

32. We require a number of approvals, NOCs, licences, registrations and permits in the ordinary course of our business; some of the approvals are required to be transferred in the name of Angel Fibers Private Limited from Angel Fibers Limited pursuant to conversion and change of name of our company and any failure or

delay in obtaining such approvals or renewal of the same in a timely manner may adversely affect our operations.

We require a number of approvals, licenses, registrations and permits in the ordinary course of our business. Additionally, we may need to apply for renewal of approvals which expire, from time to time, as and when required in the ordinary course. We were a private limited company in the name of "Angel Fibers Private Limited". After complying with the relevant procedure of Companies Act, 2013, the Company was converted into a public limited company followed by a change of name of the company to "Angel Fibers Limited". We shall be taking necessary steps for transferring the approvals in new name of our company. In case we fail to transfer/ obtain the same in name of the company, the same may adversely affect our business operations.

Any failure to apply for and obtain the required approvals, licences, registrations or permits in a timely manner, or any suspension or revocation of any of the approvals, licences, registrations and permits would result in a delay in the our business operations which could otherwise adversely affect our financial condition, results of operations and prospects of the Company. We cannot assure you that the approvals, licences, registrations and permits issued to us would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. In addition to same, our failure to comply with existing or increased regulations, or the introduction of changes to existing regulations, could adversely affect our business and results of operations.

For further details, please refer the Chapter "Government and other Statutory Approvals" on page 150 of this Draft Prospectus.

33. ***Intellectual property rights are important to our business. Our Company has made application for registration of our logo to the Registrar of Trademarks, which is awaited. We may not be able to protect our intellectual property rights and may not be allocated to us, which may harm our business.***

As on date of this Draft Prospectus, we have filed application for registration of our Company trademarks and wordmark. We applied for the registration of such trademarks and logo, result of which are still pending and awaited. Our ability to market and sell our products depends upon the recognition of our brand names and associated consumer goodwill, it is very critical for us to protect our intellectual property and trade secrets with respect to our employees who have access to such information. Consequently, we do not enjoy the statutory protections accorded to registered trademarks in India. There is no guarantee that the application for registration of our logo will be accepted in favour of the Company. This may affect our ability to protect our trademark in the event of any infringement of our intellectual property. Further in the absence of such registrations, competitors and other companies may challenge the validity or scope of our intellectual property right over these brands or our logo. As a result, we may be required to invest significant resources in developing new brands or names, which could materially and adversely affect our business, financial condition, results of operations and prospects. This may lead to litigations and any such litigations could be time consuming and costly and their outcome cannot be guaranteed. Our Company may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our intellectual property, which may adversely affect our business, financial condition and results of operations. In the event we are not able to obtain registration in respect of such trade mark application, we may not be able to obtain statutory protections available under the Trade Marks Act, 1999, as otherwise available for registered logos and trademarks. Consequently, we are subject to the various risks arising out of the same, including but not limited to infringement or passing off our name and logo by a third party. For details on the trademark applications, kindly refer to chapter titled "Government and Other Statutory Approvals" and —"Our Business" appearing on page 150 and 94 of this Draft Prospectus.

For further details regarding our intellectual properties, please refer the chapter titled "Our Business" and "Government Approval" beginning on page 150 of this Draft Prospectus.

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

Our manufacturing processes requires substantial amount of power facilities. The quantum and nature of power requirements of our industry and Company is such that it cannot be supplemented/ augmented by alternative/ independent sources of power supply since it involve significant capital expenditure and per unit cost of electricity produced is very high. We are mainly dependent on State Government for meeting our

electricity requirements. Further we source our water requirements from borewells. Any disruption / non availability of power or water facilities shall directly affect our production which in turn shall have an impact on profitability and turnover of our Company.

35. ***The loss of or shutdown of operations at our production facility may have a material adverse effect on our business, financial condition and results of operations.***

We have one manufacturing unit for undertaking the manufacture of our products which is located at Kalavad, Jamnagar. The breakdown or failure of the equipments and/ or civil structure can disrupt our production schedules, resulting in performance being below expected levels. In addition, the development or operation of our facilities may be disrupted for reasons that are beyond our control, including explosions, fires, earthquakes and other natural disasters, breakdown, failure or sub-standard performance of equipment, improper installation or operation of equipment, accidents, operational.

36. ***Our Company is partially dependent on third party transportation for the delivery of raw materials/ finished products and any disruption in their operations or a decrease in the quality of their services could affect our Company's reputation and results of operations.***

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

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

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

Our manufacturing facilities are subject to operating risks, such as unavailability of machinery, break-down, obsolescence or failure of machinery, disruption in power supply or processes, performance below expected levels of efficiency, labour disputes, natural disasters, industrial accidents and statutory and regulatory restrictions. In the event of a breakdown or failure of such machinery, replacement parts may not be available and such machinery may have to be sent for repairs or servicing. This may lead to delay and disruption in our production process that could have an adverse impact on our sales, results of operations, business growth and prospects.

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

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

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

Our Company has entered into certain transactions with our related parties including our Promoters, the Promoter Group, our Directors and their relatives. Further we have loans taken from directors. While we believe that all such transactions have been conducted on the arm’s length basis, there can be no assurance

that we could not have achieved more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that we will enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation. For details on the transactions entered by us, please refer to section "Related Party Transactions" in Section "Financial Statements" beginning on page 133 of this Draft Prospectus.

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

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

41. Failure to manage our inventory could have an adverse effect on our net sales, profitability, cash flow and liquidity.

The results of operations of our business are dependent on our ability to effectively manage our inventory and stocks. To effectively manage our inventory, we must be able to accurately estimate customer demand and supply requirements and manufacture new inventory accordingly. If our management has misjudged expected customer demand it could adversely impact the results by causing either a shortage of products or an accumulation of excess inventory. Further, if we fail to sell the inventory we manufacture or get manufactured by third parties on our account, we may be required to write-down our inventory or pay our suppliers without new purchases or create additional vendor financing, which could have an adverse impact on our income and cash flows.

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

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

a. The Environment Protection Act, 1986 ("Environment Protection Act")

b. Air (Prevention and Control of Pollution) Act, 1981

c. Water (Prevention and Control of Pollution) Act, 1974

d. Hazardous Waste Management & Handling Rules, 2008

Any failure on our part to comply with any existing or future regulations applicable to us may result in legal proceedings being initiated against us, third party claims or the levy of regulatory fines, which may adversely affect our business, results of operations and financial condition. Further amendments to such statutes may impose additional provisions to be followed by our Company and accordingly our Company may need to avoid use of certain ingredients in preparation of our products, discontinue any range of product, incur clean-up and remediation costs, as well as damages, payment of fines or other penalties, closure of production facilities for non-compliance, other liabilities and related litigation, which could adversely affect our business, prospects, financial condition and results of operations.

43. Our insurance policies do not cover all risks, specifically risks like loss of profits, terrorism, etc. In the event of the occurrence of such events, our insurance coverage may not adequately protect us against possible risk of loss.

Our Company has obtained insurance coverage in respect of certain risks. Our significant insurance policies consist of, among others, standard fire and special perils, earthquake etc. While we believe that we maintain insurance coverage in adequate amounts consistent with size of our business, our insurance policies do not cover all risks, specifically risks like loss of profits, terrorism, etc. There can be no assurance that our insurance policies will be adequate to cover the losses in respect of which the insurance has been availed. If

we suffer a significant uninsured loss or if insurance claim in respect of the subject-matter of insurance is not accepted or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and results of operations may be materially and adversely affected.

44. We generally do business with our customers on purchase order basis and do not enter into long-term contracts with most of them.

Our business is dependent on our continuing relationships with our customers. Our Company mostly does not has any long-term contract except for customers. Any change in the buying pattern of our end users or disassociation of major customers can adversely affect the business of our Company. The loss of or interruption of work by, a significant customer or a number of significant customers or the inability to procure new orders on a regular basis or at all may have an adverse effect on our revenues, cash flows and operations.

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

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

46. Negative publicity could adversely affect our revenue model and profitability.

Our business is dependent on the trust our customers have in the quality of our products. Any negative publicity regarding our company, brand, or products, including those arising from a drop in quality of merchandise from our vendors, mishaps resulting from the use of our products, or any other unforeseen events could affect our reputation and our results from operations. Further our brand may also be affected if there is any negative publicity associated with our products.

47. Some of our Promoters and Directors have given guarantees in relation to certain debt facilities provided to us, which if revoked may require alternative guarantees, repayment of amounts due or termination of the facilities.

Our Promoters and members of Promoter Group have given personal guarantee and collateral security in respect of the loan availed by us. In the event that any of these guarantees/collaterals are revoked, the lenders for such facilities may require alternate guarantees, repayment of amounts outstanding under such facilities, or even terminate such facilities. We may not be successful in procuring guarantees satisfactory to the lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could significantly affect our financial condition and cash flows.

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

Our Company have taken secured loan from banks by creating a charge over our movable and immovable properties in respect of loans/facilities availed by us. The total amounts outstanding and payable by us for secured loans including maturities were Rs. 3899.59 lakhs as on September 30, 2017. In the event we default in repayment of the loans / facilities availed by us and any interest thereof, our properties may be forfeited by lenders, which in turn could have significant adverse effect on our business, financial condition and results of operations. For further details please refer to " *Annexure B, B(B)- Details of Long Term Borrowings as Restated"* and "*Annexure B(C)" - Details of Short Term Borrowings as Restated"* of chapter titled *"Financial Statements as Restated"* beginning on page 133 and Financial Indebtedness in chapter titled *"Financial Indebtedness"* on page *142* of this Draft Prospectus.

49. Our Company has unsecured loans which are repayable on demand. Any demand loan from lenders for repayment of such unsecured loans, may adversely affect our cash flows.

As on September 30, 2017, our Company has unsecured loans amounting to Rs. 575.02 lakhs from related and other parties that are repayable on demand to the relevant lender. Such loans are not repayable in accordance

with any agreed repayment schedule and may be recalled by the relevant lender at any time. Any such unexpected demand or accelerated repayment may have a material adverse effect on the business, cash flows and financial condition of the borrower against which repayment is sought. Any demand from lenders for repayment of such unsecured loans, may adversely affect our cash flows. For further details of unsecured loans of our Company, please refer Annexure B - Details of Long Term Borrowings as Restated of chapter titled "Financial Statements" beginning on page *133* of this Draft Prospectus.

50. The requirements of being a listed company may strain our resources.

We have no experience as a listed company and have not been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public that is associated with being a listed company. As a listed company, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the SEBI (LODR) Regulations, which require us to file audited / unaudited reports periodically with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as timely as other listed companies. As a listed company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, for which significant resources and management overview will be required. As a result, management's attention may be diverted from other business concerns, which could adversely affect our business, prospects, financial condition and results of operations. Further, we may need to hire additional legal and accounting staff with appropriate and relevant experience and technical accounting knowledge and we cannot assure you that we will be able to do so in a timely manner or at all.

51. We have not made any alternate arrangements for meeting our capital requirements for the 'Objects of the Offer'. Further we have not identified any alternate source of financing the 'Objects of the Offer'. 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 Offer. We meet our capital requirements through our owned funds, bank borrowings 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 Offer or any shortfall in the Offer proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details please refer to the chapter titled "Objects of the Offer" beginning on page 75 of this Draft Prospectus.

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

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see "Dividend Policy" on page 132 of this Draft Prospectus.

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

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

decrease our cash flows, thus prejudicially affecting our profitability and ability to pay dividends to our shareholders.

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

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

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

After completion of the Offer, our Promoters and Promoter Group will collectively own 56.47% of the Equity Shares. As a result, our Promoters together with the members of the Promoter Group will be able to exercise a significant degree of influence over us and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act and our Articles of Association. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of our Company. In addition, our Promoters will continue to have the ability to cause us to take actions that are not in, or may conflict with, our interests or the interests of some or all of our creditors or minority shareholders, and we cannot assure you that such actions will not have an adverse effect on our future financial performance or the price of our Equity Shares.

56. In addition to normal remuneration or benefits and reimbursement of expenses, some of our Directors and key managerial personnel are interested in our Company to the extent of their shareholding and dividend entitlement in our Company and as creditors of the Company.

Our Directors and Key Managerial Personnel are interested in our Company to the extent of remuneration paid to them for services rendered and reimbursement of expenses payable to them. In addition, some of our Directors and Key Managerial Personnel may also be interested to the extent of their shareholding and dividend entitlement in our Company, for the loan given by them to the Company or as partners of the entities which are creditors of the Company. For further information, see *"Capital Structure"* and *"Our Management"* and "Related Party Transactions" beginning on pages 61, 115 and 131, respectively, of this Draft Prospectus.

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

Modernization and technology upgradation is essential to reduce costs and increase the output. Our technology and machineries may become obsolete or may not be upgraded timely, hampering our operations and financial conditions and we may lose our competitive edge. Although we believe that we have installed latest technology and that the chances of a technological innovation are not very high in our sector we shall continue to strive to keep our technology, plant and machinery in line with the latest technological standards. In case of a new found technology in the manufacturing facilities, we may be required to implement new technology or upgrade the machineries and other equipment's employed by us. Further, the costs in upgrading our technology and modernizing the plant and machineries are significant which could substantially affect our finances and operations.

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

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

59. Proceeds of the offer will not be available to us.

As on the date of this Draft Prospectus, Ashok Dudhagara and Prafulaben Dudhagara have, severally and not jointly, specifically confirmed that they hold 1,70,12,320 Equity Shares and 38,54,360 Equity Shares respectively and that they have consented to offer up to 55,50,000 and 12,00,000 Equity Shares each for sale in the Offer for Sale.

For further details, please refer chapter titled "The Offer" and "Objects of the Offer" on page 53 and 75 of this Draft Prospectus. The proceeds from the Offer for Sale will be remitted to the Promoter Selling Shareholders and our Company will not benefit from such proceeds.

Offer Specific Risks

60. The Offer price of our Equity Shares may not be indicative of the market price of our Equity Shares after the Offer and the market price of our Equity Shares may decline below the Offer price and you may not be able to sell your Equity Shares at or above the Offer Price.

The Offer Price of our Equity Shares has been determined by fixed price method. This price is be based on numerous factors (For further information, please refer chapter titled "Basis for Offer Price" beginning on page 77 of this Draft Prospectus) and may not be indicative of the market price of our Equity Shares after the Offer. The market price of our Equity Shares could be subject to significant fluctuations after the Offer, and may decline below the Offer Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Offer Price. Among the factors that could affect our share price include without limitation. The following:

- Half yearly variations in the rate of growth of our financial indicators, such as earnings per share, net income and revenues;
- Changes in revenue or earnings estimates or publication of research reports by analysts;
- Speculation in the press or investment community;
- General market conditions; and
- Domestic and international economic, legal and regulatory factors unrelated to our performance.

61. Sale of Equity Shares by our Promoter or other significant shareholder(s) may adversely affect the trading price of the Equity Shares.

Any instance of disinvestments of equity shares by our Promoter or by other significant shareholder(s) may significantly affect the trading price of our Equity Shares. Further, our market price may also be adversely affected even if there is a perception or belief that such sales of Equity Shares might occur.

EXTERNAL RISK FACTORS

62. The Companies Act, 2013 has effected significant changes to the existing Indian company law framework, which may subject us to higher compliance requirements and increase our compliance costs.

A majority of the provisions and rules under the Companies Act, 2013 have recently been notified and have come into effect from the date of their respective notification, resulting in the corresponding provisions of the Companies Act, 1956 ceasing to have effect. The Companies Act, 2013 has brought into effect significant changes to the Indian company law framework, such as in the provisions related to issue of capital, disclosures in draft prospectus, corporate governance norms, audit matters, related party transactions, introduction of a provision allowing the initiation of class action suits in India against companies by shareholders or depositors, a restriction on investment by an Indian company through more than two layers of subsidiary investment companies (subject to certain permitted exceptions), prohibitions on loans to directors and insider trading and

restrictions on directors and key managerial personnel from engaging in forward dealing. To ensure compliance with the requirements of the Companies Act, 2013, we may need to allocate additional resources, which may increase our regulatory compliance costs and divert management attention.

The Companies Act, 2013 introduced certain additional requirements which do not have corresponding equivalents under the Companies Act, 1956. Accordingly, we may face challenges in interpreting and complying with such provisions due to limited jurisprudence on them. In the event, our interpretation of such provisions of the Companies Act, 2013 differs from, or contradicts with, any judicial pronouncements or clarifications issued by the Government in the future, we may face regulatory actions or we may be required to undertake remedial steps. We may face difficulties in complying with any such overlapping requirements. Further, we cannot currently determine the impact of provisions of the Companies Act, 2013 which are yet to come in force. Any increase in our compliance requirements or in our compliance costs may have an adverse effect on our business and results of operations.

63. 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 longterm 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

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

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realised on the sale of shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if the securities transaction tax ("STT") has been paid on the transaction. The STT will be levied on and collected by an Indian stock exchange on which equity shares are sold. Further, any gain realised 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, if securities transaction tax has been paid on the transaction. Any gain realised on the sale of shares held for more than 36 months to an Indian resident, which are sold other than on a recognised stock exchange and as a result of which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realised on the sale of equity shares held for a period of 36 months or less which are sold other than on a recognised stock exchange and on which no STT has been paid, may be subject to short term capital gains tax at a relatively higher rate as compared to the transaction where STT has been paid in India.

65. *Significant differences exist between Indian GAAP and other accounting principles, such as U.S. GAAP and IFRS, which may be material to the financial statements prepared and presented in accordance with SEBI ICDR Regulations contained in this Draft Prospectus.*

As stated in the reports of the Auditor included in this Draft Prospectus under chapter "Financial Statements as restated" beginning on page *133* of this Draft Prospectus, the financial statements included in this Draft Prospectus are based on financial information that is based on the audited financial statements that are prepared and presented in conformity with Indian GAAP and restated in accordance with the SEBI ICDR Regulations, and no attempt has been made to reconcile any of the information given in this Draft Prospectus to any other principles or to base it on any other standards. Indian GAAP differs from accounting principles and auditing standards with which prospective investors may be familiar in other countries, such as U.S. GAAP and IFRS. Significant differences exist between Indian GAAP and U.S. GAAP and IFRS, which may be material to the financial information prepared and presented in accordance with Indian GAAP contained in this Draft Prospectus. Accordingly, the degree to which the financial information included in this Draft Prospectus will provide meaningful information is dependent on familiarity with Indian GAAP, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian GAAP on the financial disclosures presented in this Draft Prospectus should accordingly be limited.

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

Taxes and other levies imposed by the Central or State Governments in India that affect our industry include:

- custom duties on imports of raw materials and components;
- excise duty on certain raw materials and components;
- central and state sales tax, value added tax and other levies; and
- Other new or special taxes and surcharges introduced on a permanent or temporary basis from time to time.

These taxes and levies affect the cost and prices of our products and therefore demand for our product. An increase in any of these taxes or levies, or the imposition of new taxes or levies in the future, may have a material adverse effect on our business, profitability and financial condition.

67. Political instability or a change in economic liberalization and deregulation policies could seriously harm business and economic conditions in India generally and our business in particular.

The Government of India has traditionally exercised and continues to exercise influence over many aspects of the economy. Our business and the market price and liquidity of our Equity Shares may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. The rate of economic liberalization could change, and specific laws and policies affecting the information technology sector, foreign investment and other matters affecting investment in our securities could change as well. Any significant change in such liberalization and deregulation policies could adversely affect business and economic conditions in India, generally, and our business, prospects, financial condition and results of operations, in particular.

68. We cannot guarantee the accuracy or completeness of facts and other statistics with respect to India, the Indian economy and Plastic industry contained in the Draft Prospectus.

While facts and other statistics in this Draft Prospectus relating to India, the Indian economy and the plastic industry has been based on various government publications and reports from government agencies that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the chapter titled *'Our Industry'* beginning on page 82 of this Draft Prospectus. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

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

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

70. Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions

referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/ tax clearance certificate from the income tax authority. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

71. ***The extent and reliability of Indian infrastructure could adversely affect our Company's results of operations and financial condition.***

India's physical infrastructure is in developing phase compared to that of many developed nations. Any congestion or disruption in its port, rail and road networks, electricity grid, communication systems or any other public facility could disrupt our Company's normal business activity. Any deterioration of India's physical infrastructure would harm the national economy, disrupt the transportation of goods and supplies, and costs to doing business in India. These problems could interrupt our Company's business operations, which could have an adverse effect on its results of operations and financial condition.

72. ***Any downgrading of India's sovereign rating by an independent agency may harm our ability to raise financing.***

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

73. ***Natural calamities could have a negative impact on the Indian economy and cause our Company's business to suffer.***

India has experienced natural calamities such as earthquakes, tsunami, floods etc. in recent years. The extent and severity of these natural disasters determine their impact on the Indian economy. Prolonged spells of abnormal rainfall or other natural calamities could have a negative impact on the Indian economy, which could adversely affect our business, prospects, financial condition and results of operations as well as the price of the Equity Shares.

74. ***Terrorist attacks, civil unrests and other acts of violence or war involving India or other countries could adversely affect the financial markets, our business, financial condition and the price of our Equity Shares.***

Any major hostilities involving India or other acts of violence, including civil unrest or similar events that are beyond our control, could have a material adverse effect on India's economy and our business. Incidents such as the terrorist attacks, other incidents such as those in US, Indonesia, Madrid and London, and other acts of violence may adversely affect the Indian stock markets where our Equity Shares will trade as well the global equity markets generally. Such acts could negatively impact business sentiment as well as trade between countries, which could adversely affect our Company's business and profitability. Additionally, such events could have a material adverse effect on the market for securities of Indian companies, including the Equity Shares.

PROMINENT NOTES

1. Public Offer of Upto 67,50,000 Equity Shares of face value of Rs. 10 each of our Company for cash at a price Of Rs. [•] per Equity Share, (including a share premium of Rs. [•] per equity Share ("Offer Price"), aggregating upto Rs. [•] Lakhs ("The Offer") Consisting of an offer for Sale of upto 67,50,000 Equity Shares by the Selling Shareholders (The offer for Sale to as the "Offer"), of which upto 3,42,000 Equity Shares Of Face Value Rs. 10/- Each For Cash At A Price of Rs. [•] per Equity Share, Aggregating Rs. [•] Lakhs will be reserved for subscriptions by the Market Maker to the Offer (The "Market Maker Reservation Portion"). The Offer Less Market Maker Reservation Portion i.e. Offer of upto 64,08,000 Equity Shares of face value of Rs. 10 each for cash at a price of Rs. [•] Per Equity Share, aggregating Rs. [•] Lakhs is hereinafter referred to as the "Net Offer". The Offer and the Net Offer will constitute 27.00% and 25.63%, respectively of the post Offer paid up equity share capital of the Company.

2. Investors may contact the Lead Manager or the Company Secretary & Compliance Officer for any complaint/clarification/information pertaining to the Offer. For contact details of the Lead Manager and the Company Secretary & Compliance Officer, please refer to chapter titled "*General Information*" beginning on page 54 of this Draft Prospectus.

   The pre-Offer net worth of our Company was Rs. 2835.85 Lakhs as at September 30, 2017 and Rs. 2688.75 for the financial year ended March 31, 2017, respectively. The book value of each Equity Share was Rs. 11.34 as at September 30, 2017 and Rs. 10.36 for the financial year ended March 31, 2017, respectively as per the restated financial statements of our Company. For more information, please refer to section titled "Financial Statements" beginning on page 133 of this Draft Prospectus.

3. The average cost of acquisition per Equity Share by our Promoters is set forth in the table below:

Name of the Promoters	No. of Shares held	Average cost of Acquisition (in Rs.)
Ashok Dudhagara	1,70,12,320	10.00
Prafulaben Dudhagara	38,58,360	10.00

   For further details relating to the allotment of Equity Shares to our Promoter, please refer to the chapter titled "Capital Structure" beginning on page 61 of this Draft Prospectus. For details on related party transactions and loans and advances made to any company in which Directors are interested, please refer "Annexure R" "Related Party Transactions" under chapter titled "Financial Statements as restated" beginning on page 133 of this Draft Prospectus.

4. Investors may note that in case of over-subscription in the Offer, allotment to Retail applicants and other applicants shall be on a proportionate basis. For more information, please refer to the chapter titled *"Offer Structure"* beginning on page 176 of this Draft Prospectus.

5. Except as disclosed in the chapter titled *"Capital Structure", "Our Promoter and Promoter Group*", "*Our Management*" and *"Related Party Transaction"* beginning on pages 61, 126 ,115 and 131 respectively, of this Draft Prospectus, none of our Promoters, group Company, Directors or Key Management Personnel has any interest in our Company.

6. Except as disclosed in the chapter titled "*Capital Structure*" beginning on page 61 of this Draft Prospectus, we have not issued any Equity Shares for consideration other than cash.

7. Trading in Equity Shares of our Company for all investors shall be in dematerialized form only.

8. Investors are advised to refer to the chapter titled *"Basis for Offer Price"* beginning on page 77 of the Draft Prospectus.

9. There are no financing arrangements whereby the Promoter Group, the Directors of our Company and their relatives have financed the purchase by any other person of securities of our Company during the period of six months immediately preceding the date of filing of this Draft Prospectus with the Stock exchange.

10. Our Company was originally incorporated in the name and style of as "Angel Fibers Private Limited" at Ahmedabad on February 14, 2014 as a private limited company under the Companies Act, 1956 with the Registrar of Companies, Gujarat, Dadra and Nagar Havelli, bearing Corporate Identification Number U17200GJ2014PLC078738. Subsequently our Company was converted to public limited Company pursuant to shareholders resolution passed at the Extra-ordinary General Meeting held on December 7, 2017 and the name of our Company was changed to 'Angel Fibers Limited'. A fresh certificate of incorporation consequent upon conversion to public limited Company was issued by the Registrar of Companies, Gujarat, Ahmedabad, on December 11, 2017 bearing Corporate Identification Number U17200GJ2014PLC078738.

    Except as stated in the chapter titled "Our Group Companies" beginning on page 130 and chapter titled "Related Party Transactions" beginning on page 131 of this Draft Prospectus, our Group Companies have no business interest or other interest in our Company.

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 has emerged as the fastest growing major economy in the world as per the Central Statistics Organization (CSO) and International Monetary Fund (IMF). India has retained its position as the third largest startup base in the world with over 4,750 technology startups, with about 1,400 new start-ups being founded in 2016, according to a report by NASSCOM. As per the Economic Survey 2016-17, the Indian economy should grow between 6.75 and 7.5 per cent in FY 2017-18. The improvement in India's economic fundamentals has accelerated in the year 2015 with the combined impact of strong government reforms, Reserve Bank of India's (RBI) inflation focus supported by benign global commodity prices. Demonetization is expected to have a positive impact on the Indian economy, which will help foster a clean and digitized economy in the long run, according to Ms Kristalina Georgieva, Chief Executive Officer, The World Bank. The growth momentum should rise, driven by the Government's policy initiatives in areas such as taxation (GST), foreign direct investment (FDI), and the ease of doing business, among others other major factors helping India stay as a bright spot in the global economic landscape include the lower global oil price, with positive impact on the country's import bill, a well-regulated monetary policy by the Reserve Bank to stabilize prices, and improving fiscal condition.

INDIAN TEXTILE INDUSTRY

The Indian textile industry has a significant presence in the economy as well as in the international textile economy. Its contribution to the Indian economy is manifested in terms of its contribution to the industrial production and foreign exchange earnings. With over 45 million people, the industry is one of the largest source of employment generation in the country. It contributes 14 per cent to industrial production, 9 percent of excise collections, and 18 percent of employment in the industrial sector, nearly 15 percent to the country's total export earnings and 4 percent to the Gross Domestic Product.

The Indian textiles industry is extremely varied, with the hand-spun and hand-woven textiles sectors at one end of the spectrum, while the capital intensive sophisticated mills sector at the other end of the spectrum. The decentralized power looms/ hosiery and knitting sector form the largest component of the textiles sector. The close linkage of the textile industry to agriculture (for raw materials such as cotton) and the ancient culture and traditions of the country in terms of textiles make the Indian textiles sector unique in comparison to the industries of other countries. The Indian textile industry has the capacity to produce a wide variety of products suitable to different market segments, both within India and across the world.

GLOBAL OVERVIEW OF TEXTILE INDUSTRY

The Global Textile Industry has become very organised and impressive industry in modern times. After the exclusion of global quota scheme, the textile industry is flourishing at high speed. The world is on a new corridor of industrial revolution. High production of wool, cotton, and silk in all over the world has given boost to the textile industry in recent years. Analysts are anticipating more expansion with latest technologies in Textile Machineries. The textile machinery manufacturing hubs like China, Germany, Italy, Switzerland and India have already jumped in gigantic competition to craft and bid best technologies in textile machineries. Global Industry Analysts, Inc. (GIA) has declared that the global bazaar for textile machinery is estimated to reach US$22.9 billion by 2017.Demand for sophisticated machines that produce high quality cloth is increasing. Key factors for dynamic growth in the textile machinery market contain economic revival

post recession, rising demand for nonwoven disposable textile products, increasing demand from promising regions, especially Asia-Pacific, and going up demand for environmentally-friendly fibers.

GLOBAL TEXTILE BUSINESS & APPAREL BUSINESS OVERVIEW

- China dominates global T&A exports with 40% share of made ups, 37% of apparel, and 39% of fabric. India, Bangladesh, Vietnam, Turkey, Pakistan etc. are the other major T&A exporters.
- The top five Textile & garment importing nations are US, China, Germany, and Turkey. China is the single largest exporter with 39 percent share while India stood at a distant second place with 5 percent share.
- The global fabric trade was worth USD 137 billion in 2013 while the global apparel trade was worth USD 428 billion. It is expected that the rate of growth of the trade in knit fabric and apparel will be higher than that for the woven counterparts.
- Asia is the leader in terms of the installed capacity of textile machinery,86% of short-staple spindles,45% long staple spindles, 55% rotor spinning machines,73% of shuttle fewer looms & 85% of shuttle looms are installed in Asia alone. China, India, Pakistan, Indonesia & Thailand are among the leaders in terms of this installed capacity
- The US, EU-27 countries and Japan remain the key apparel importers. However, the appeal imports of emerging countries like Russia, China and India have registered some momentum in recent times.

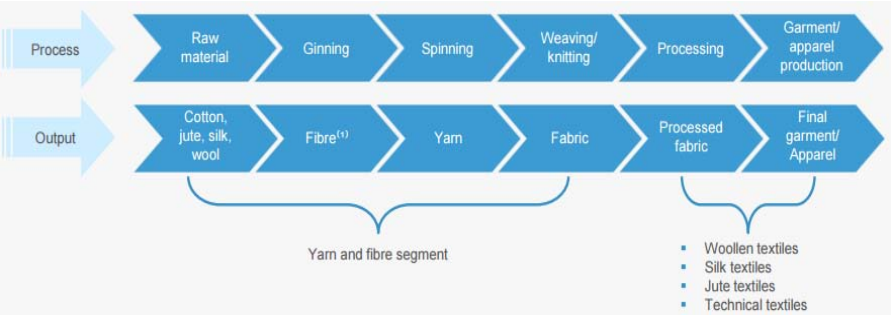
SEGMENTS IN TEXTILE & APPAREL SECTOR

The textile & apparel industry can be broadly divided into two segments:

- Yarn & fibre (include natural & man-made).

  Processed fabrics (including woolen textiles, silk textiles, jute textiles, cotton textiles & technical textiles), Readymade Garments (RMGs) & apparel.

The key segments of textile industry



MARKET SIZE

The size of India's textile market in 2016 was around US$ 137 billion, which is expected to touch US$ 226 billion market by 2023, growing at a CAGR of 8.7 per cent between 2009-23E. As of June 2017, the central government is planning to finalize and launch the new textile policy in the next three months. The policy aims to achieve US$ 300 billion worth of textile exports by 2024-25 and create an additional 35 million jobs.

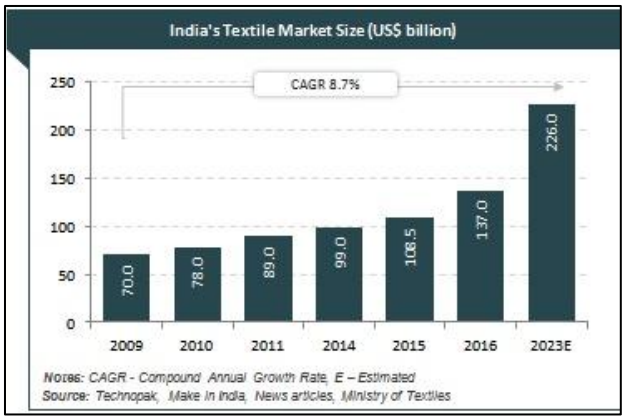
Production of raw cotton in India grew from 28 million bales in FY07 and further increased to 35.1 million bales in FY17. During FY 07-17, raw cotton production expanded at a CAGR of 2.3 per cent. During FY16(1), of the overall amount of raw cotton produced in the country, domestic consumption totaled to 30 million bales, while in FY15(1), the domestic consumption of raw cotton stood at 30.4 million bales. Further cotton's high prices in 2016-17 will encourage farmers to grow more cotton in 2017-18. The area under cotton cultivation will increase by 7 per cent to reach 11.3 million hectares in 2017-18, due to better returns on improved crop yield in 2016-17.

Indian khadi products sales increased by 33% year-on-year to Rs. 2,005 crore (US$ 311.31 million) in 2016-17and is expected to exceed Rs. 5,000 crore (US$ 776.33 million) sales target for 2018-19, as per Khadi and Village ission (KVIC).

Production of man-made fibre has also been on an upward trend. During FY171, production of man-made fibre in India stood at 1.364 million tonnes and the production until July 2017 in FY18 has been 0.455 million tones. On the other hand Fabric production in the country rose to 64,775 million square metre in FY171 from 52,665 million square metre in FY07, implying a CAGR growth of 2.09 per cent.

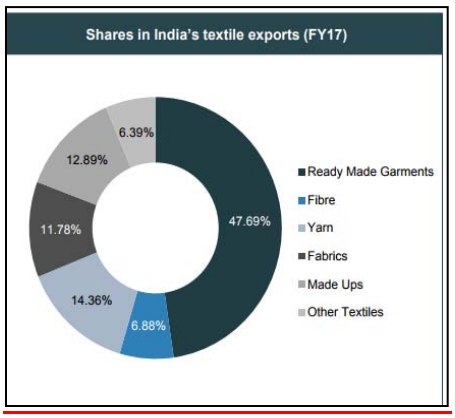
Production of yarn grew to 5,662 million Kgs in FY17 from 4712 million Kgs in FY11, implying a CAGR of 3.11 per cent. Cotton yarn accounts for the largest share in total yarn production; in FY17, the segment's share amounted to 71.64 per cent. Production of yarn between April to July'17 stood at 1,884 million Kg.

(https://www.ibef.org/exports/apparel-industry-india.aspx).



EXPORT

India is the world's second-largest manufacturer and exporter of textiles and apparels, with a massive raw material and manufacturing base. The industry is a significant contributor to the economy, both in terms of its domestic share and exports. India took the top spot in market share in the men/boys knitwear shirts cotton' category with respect to garment exports to the US between January-June 2017. During FY17, India exported textile items worth US$ 36.6 billion. Ready made garments had a share of 47.7 per cent in these exports and reached US$ 17.5 billion. During the same period, fibre, yarn, fabric, and made ups exports reached US$ 2.5 billion, US$ 5.3 billion, US$ 4.3 billion, and US$ 4.7 billion, respectively. During April-June 2017, India exported cotton items worth US$ 4.6 billion which includes cotton yarn, fiber, fabric, made ups, and readymade garments from cotton. Handicrafts reached US$ 443.64 million during the same period and had a share of 4.53 per cent in overall textile exports In order to boost export the government is also planning to conduct roadshows to promote the country's textiles in non-traditional markets such as South America, Russia & select countries in West Asia. To promote apparel exports 12 locations have been approved by the government to set up apparel parks for exports. As of November 2016, the Central Board of Excise and Customs extended draw back facility for textiles industries from7.3 per cent to 7.5 per cent. This would improve the competitiveness of textile exporters based in India. The Goods and Services Tax that rolled out in July 2017 is expected to make imported garments cheaper by 5-6 per cent, as the GST regime will levy 5 per cent tax for both domestic textile manufacturers and importers.



NOTABLE TRENDS IN INDIA'S TEXTILE SECTOR

Increasing investment in Technology Up-gradation Fund Scheme (TUFS)	•Ministry of Textiles is encouraging investments through increasing focus on schemes such as TUFS & cluster development activities. •TUFS for the textile sector to continue in the 12th Five Year plan with an investment target of USD24.8 billion. The Ministry of Textiles released a subsidy of US$259.79 million in FY17
Multi-Fibre Arrangement (MFA)	•With the expiry of MFA in January 2005, cotton prices in India are now fully integrated with international rates. In 2014, the government has cleared 13 proposal of new textile parks in different states.
Public-Private Partnership (PPP)	•The Ministry of Textiles commenced an initiative to establish institutes under the Public Private Partnership (PPP) model to encourage private sector participation in the development of the industry
Technical textiles	•Technical textiles, which has been growing at around twice the rate of textiles for clothing applications over the past few years, is now expected to post a CAGR of 20 per cent over FY11-17. •USD70.83 million has been allocated to promote the use of geotechnical textiles in the North East states

ADVANTAGE INDIA:-

Robust demand

- Increased penetration of organized retail, favorable demographics & rising income levels to drive textile demand.
- Growth in building & construction will continue to drive demand for non-clothing textiles.

Increasing Investments

- Huge investments are being made by Government under Scheme for Integrated Textile Parks (SITP)-(USD184.98 million) & Technology Upgradation Fund Scheme (TUFS)-(term loan sanctioned in February, 2015-USD 2198.45 million) to encourage more private equity & to train workforce.

Competitive Advantage

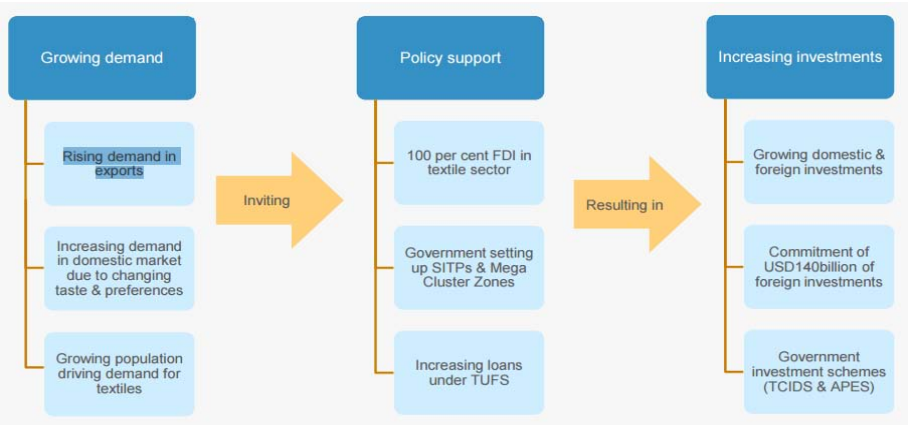
- Abundant availability of raw materials such as cotton, wool, silk and jute.
- India enjoys a comparative advantage in terms of skilled manpower & in cost of production relative to major textile producers.

Policy Support

- 100 per cent FDI (automatic route) is allowed in the Indian textile sector.
- Under Union Budget 2016-17, the government has allocated USD7.43 million for setting up integrated parks in India.
- Free trade with ASEAN countries & proposed agreement with European Union will boost exports.

GROWTH DRIVERS:

Strong Fundamentals and Policy Support Aiding Growth

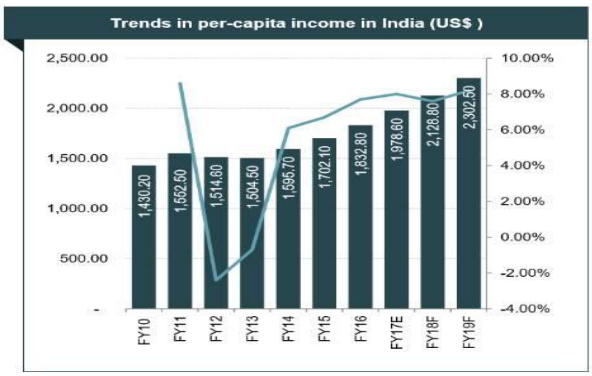


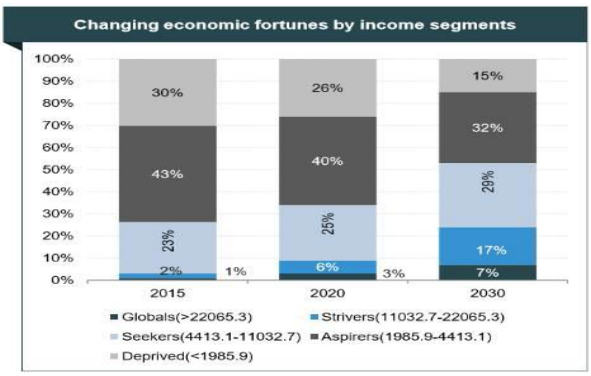
Changing demographics has also contributed significantly to the Sector

- By 2014, India's population had almost doubled compared to figures 30 years before.
- India's growing population has been a key driver of textile consumption growth in the country.
- Moreover, according to World Bank, urban population accounts for 32.7 per cent of the total population of India. This also works as demand driver due to changing taste and preferences in the urban part of India.
- It has been complemented by a young population which is growing and at the same time is exposed to changing tastes and fashion.
- Complementing this factor is rising female workforce participation in the country.

Rising incomes and a growing middle-class have been key demand drivers

- Rising incomes has been a key determinant of domestic demand for the sector; with incomes rising in the rural economy as well, the upward push on demand from the income side is set to continue.
- Rising industrial activity would support the growth in the per capita income.





GROWTH PROSPECTS FOR INDIAN TEXTILE AND APPAREL INDUSTRY

Expansion of Ready-to-Wear Market

The market for readymade segment is rapidly expanding in India especially in menswear section. The preference of Indian consumers has also undergone a major shift as they just prefer to go out and buy rather than opting for stitching.

Rising Urbanization

Urbanization is a trend that everyone has to contend with. The urban population is set to increase up to 42% by 2030 according to census figures. This is due to the fact that people migrate to cities to look for better job opportunities and living standards. Therefore, organized retail is set to witness a major expansion to fulfill the needs of growing population.

Demographic Structure

India is home to 17% of the world's population. Being one of the youngest countries in the world, it is tipped to have one of the largest work forces for years to come. At 24 years, it has the lowest median age of population in the world, with 50% of the population less than 25 years and 70% less than 35 years of age. Indian T & C Industry envisages to reach US

$ 100 Billion by 2015 Also, as more and more women become part of the workforce, the demand for women wear including accessories is set for expansion.

Growing prosperity

India has the second largest working population with approx 700 million people between 20-60 years of age. In addition, corporate salaries have grown at 14% p.a. which is fastest globally. Also, the salaries for freshers have gone up by 2-3 times over the last decade. These all factors contribute to increasing disposable incomes in the hands of individuals. With a consumption rate of around 34%, the appetite for high value branded products is ever increasing.

Changing Consumer Lifestyle and Preferences

Indian consumer has become more demanding, as a result, there is a continuous shift in the demand pattern from basic necessities to spending on the lifestyle products and service, largely because of:

- Higher Income levels
- Increasing knowledge and awareness levels
- Higher adaptability to technology
- Greater participation of women and children in household decision making
- Increasing demand for better products and service experience

The Indian government has come up with a number of export promotion policies for the textiles sector. It has also allowed 100 per cent FDI in the Indian textiles sector under the automatic route.

The key initiatives announced in the Union Budget 2017-18 to boost the textiles sector are listed below:

- Encourage new entrepreneurs to invest in sectors such as knitwear by increasing allocation of funds to Mudra Bank from Rs 1,36,000 crore (US$ 20.4 billion) to Rs 2,44,000 crore (US$ 36.6 billion).
- Upgrade labour skills by allocating Rs 2,200 crore (US$ 330 million).

Some of initiatives taken by the government to further promote the industry are as under:

- The Government of India plans to introduce a mega package for the powerloom sector, which will include social welfare schemes, insurance cover, cluster development, and upgradation of obsolete looms, along with tax benefits and marketing support, which is expected to improve the status of power loom weavers in the country.
- The Ministry of Textiles has signed memorandum of understanding (MoU) with 20 e-commerce companies, aimed at providing a platform to artisans and weavers in different handloom and handicraft clusters across the country for selling their products directly to the consumer.
- Memorandum of Understanding (MoU) worth Rs 8,835 crore (US$ 1.3 billion) in areas such as textile parks, textile processing, machinery, carpet development and others, were signed during the Vibrant Gujarat 2017 Summit.
- The Union Minister for Textiles inaugurated Meghalaya's first-ever apparel and garment making centre to create employment opportunities in the region. The Union Minister for Textiles also mentioned Meghalaya has been sanctioned Rs 32 crore (US$ 4.8 million) for promotion of handlooms.
- The Government of India has announced a slew of labour-friendly reforms aimed at generating around 11.1 million jobs in apparel and made-ups sectors, and increasing textile exports to US$ 32.8 billion and investment of Rs 80,630 crore (US$ 12.09 billion) in the next three years.

ROAD AHEAD

The future for the Indian textile industry looks promising, buoyed by both strong domestic consumption as well as export demand. With consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the past decade with the entry of several international players like Marks & Spencer, Guess and Next into the Indian market. The apparel market in India is estimated to grow at a Compound Annual Growth Rate (CAGR) of 11.8 per cent to reach US$ 180 billion by 2025. (Source: www.ibef.com)

SUMMARY OF BUSINESS

Some of the information contained in the following discussion, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the chapter titled ―Forward-Looking Statements beginning on page 15 of this Draft Prospectus, for a discussion of the risks and uncertainties related to those statements and also the section ―Risk Factors‖ for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal are to the twelve-month period ended March 31 of that year. The financial information used in this section, unless otherwise stated, is derived from our Consolidated Financial Information, prepared in accordance with Indian GAAP and Companies Act and restated in accordance with the SEBI Regulations. The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Prospectus, including the information contained in the sections titled ―Risk Factors‖ and ―Financial Information as restated‖ beginning on pages 16 and 133, respectively.

Unless otherwise stated, reference to this section to "Angel", "the Company", or "our Company" are to Angel Fibers Limited", and references to "we", "our" or "us" are to the Company

Overview

Incorporated in 2014, we are primarily affianced in the business of spinning of cotton yarn . We also trade in cotton waste which is by-product of our manufactured product. The manufacturing facility of our Company is situated at Kalavad in Jamanagar district of Gujarat state which is close to the cotton growing areas of Maharashtra and Saurashtra (region) of Gujarat. The company has established a capacity of the spindlage of total 19584 spindles having installed capacity of 4363MT per annum to manufacture cotton yarn viz.,30s Ne Combed and 40s Compact variety of the Ginning and Spinning unit used to make products like bed sheets, socks, knitted fabrics, etc. and 40s Ne Compact Combed yarn used to make Shirtings, Sheeting, Bottom Weights, etc. By setting up of the Ginning and Spinning unit our Company has entered into a forward integration of the textile industry to cope up with the changes in the fashion consciousness, development in the cotton textile sector and synchronizing with the initiatives provided by the Central and the State Government. Our plant is equipped with modern and automatic plant and machinery. Technology is a crucial aspect of the cotton yarn industry. Our technical team in spinning is well equipped with modern spinning technology and processing techniques by virtue of which we are able to ensure quality yarn.

After creating niche in the domestic market for our product we are aiming to produce yarn of export quality and entering the overseas market. This year we started exporting our product to Bangladesh. To augment our international demand and preference, we have recently procured fully automatic plant for spinning yarn with state of the art modern machines. Our Company's core competency lies in our understanding of our customer's buying preferences and behavior across the domestic market. Our Company has a diversified customer base catering to various segments. In domestic we have created market in states viz. Delhi Gujarat, Haryana, Madhya Pradesh, Maharashtra, Punjab, Rajasthan, Tamil Nadu, Union Territories and West Bengal.

Our Company is maneuvered by our promoters Mr. Ashok Dudhagara and Mrs. Prafulaben Dudhagara and experienced management team. Mr. Ashok Dudhagara has experience in Cotton industry including developing healthy relations with brokers dealing in Cotton and Cotton Yarn which helps us to market our product in domestic and overseas market. We believe that our market position has been achieved by adherence to the vision of our Promoters and well supported by qualified and experienced management at different levels with appropriate functional responsibilities.

We have expanded our business and operations significantly during the past three years since our incorporation . In financial year 2017, 2016, our turnover (net) was Rs. 8873.73, 5101.77 and for the period ended September 30, 2017 was Rs. 4607.94 respectively. Our restated profits in the financial year 2017, were Rs. 311.10 and for the period ended September 30, 2017 was Rs. 259.03 respectively.

For information on our Company's incorporation and history and financial details, please refer to chapters titled "Our history and certain other Corporate matters", and "Financial statement as Restated", "beginning on page 112 and 133 respectively of this Draft Prospectus.

OUR COMPETITIVE STRENGTHS

- ***Experience of our Promoters and management personnel***

  We believe in offering customised solution and are focused on delivering what we promise to our customers through our dedicated team of competent personnel having knowledge of core aspects of our Business. We have an experienced, dedicated and skilled workforce with wide experience in their respective fields. Our Promoters have years of experience in Cotton ginning and pressing, spinning and various other activities. We believe that the experience of our management team and its in-depth knowledge of business will enable us to continue to take advantage of both current and future market opportunities.

- ***State of Art Infrastructure***

  We have setup cotton yarn spinning unit with 19584 spindles having installed capacity of 4363MT per annum to manufacture cotton yarn specifically 30s Ne Combed and 40s Compact variety. We have procured fully automatic plant for spinning yarn with state of the art modern machines from Germany and Japan in order to produce yarn of export quality. With our In-house Manufacturing Facilities we provide genuine quality of cotton fabrics to our customers. Our manufacturing facility is well equipped with all the modern and requisite machineries required in our production process. Further we have designed our factory in such a manner that most of our processes are automated to the extent possible.

- ***Quality Assurance***

  Our Company adheres strictly on supplying quality products. Each of the Company's products passes through quality checks. The quality assurance measures taken by the Company include checking of all raw materials and production process and intensive care is taken to determine the standard of each and every product dispatched.

- ***Established client relationship***

  Customer satisfaction is the prime focus of our organization and we serve our level best to give them opportunity services. We are able to provide all kinds of solution for our customer due to in house team of professional expert in various fields. We believe that our existing relationship with our clients represents a competitive advantage in gaining new clients and growing our business.

- F***avourable Government Policies for our sector***

  Government of India through the Ministry of Textile, has formulated number of policies for extending assistance in the form of grant, subsidy and soft loan to Textile industries. In order to give impetus to promotion of all micro textile Industries several incentives and subsidies have been granted. We believe that since our core business adds value to the supply chain of agro produce and empowers farmers/traders to be able to get good prices for their produce, this sector shall continue to get support and encouragement from the government going forward. The unit is registered under EPCG scheme wherein the unit is eligible for 100% Excise/custom Duty Exemption and 2% Interest Subsidy on Term Loan from Ministry of Textiles as well as 7% Interest Subsidy from State Government. Also it is eligible for electricity subsidy of Re 1 per unit in electricity charges from State Government and Vat Exemption on capital cost of Project**.**

OUR BUSINESS STRATEGY

We envisage long term growth by supplying qualitative products and efficient services and building long term relations with our customers. In line with this vision, our Company is implementing a business strategy with the following key components. Our strategy will be to focus on capitalizing on our core strengths and expanding the operations of our business. We intend to focus on our existing range of products and services with specific emphasis on the following factors as business and growth strategy:

- ***Training and Motivation of the staff***

  Training is an investment employers make in their work force. We focus on training and motivation of our staff on continuous basis. We educate our staff about product and market knowledge. Our

Company gives opportunity to employees to continue to grow and develop through such trainings. Our management and employees exchange their ideas, views and opinions and for maintaining good competitive work atmosphere at all levels.

- ***Improve and increase operational efficiencies***

  We will continue to focus on further increasing our operations and improving operational effectiveness at our production facilities. Higher operational effectiveness results in greater production volumes and higher sales, and therefore allows us to spread fixed costs over a higher number of units sold, thereby increasing profit margins. We will also continue to identify various strategic initiatives to improve our operational efficiencies and reduce operating costs. We continue to focus on investing in automation, modern technology and equipment to continually upgrade our products including the quality of our products to address changing customer preferences as well as to improve operational efficiency. We continue to target economies of scale to gain increased negotiating power on procurement and to realize cost savings through centralized deployment and management of production, maintenance, accounting and other support functions.

- ***Enhancing client relationships***

  We plan to grow our business primarily by growing the number of client relationships, as we believe that increased client relationships will add stability to our business. We seek to build on existing relationships and also focus on bringing into our portfolio more clients. Our Company believes that business is a by-product of relationship. Our Company believes that a long-term client relationship with large clients fetches better dividends. Long-term relations are built on trust and continuous meeting with the requirements of the customers

- ***Increase geographical presence***

  We are currently located in Gujarat, Maharashtra, Punjab, Rajasthan among other states. Going forward, we plan to establish our presence in the other geographical areas. Our emphasis is on expanding the scale of our operations as well as growing our supply chain network, which we believe will provide attractive opportunities to grow our client base and revenues.

- ***Maintain Operational Efficiencies and Cost Competitiveness***

  We intend to maintain operational efficiencies to the highest possible level as compared with our peers in the industry. Further, we intend to maintain the competitiveness and offer the quality products at reasonable prices.

SUMMARY OF FINANCIAL STATEMENTS

STATEMENT OF ASSETS AND LIABILITIES AS RESTATED **ANNEXURE-I**

(Amount in Lakhs)

Particulars	As at Sept 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
I. EQUITY AND LIABILITIES						
1. Shareholders' funds						
(a) Share capital	2500.00	2500.00	2500.00	2350.00	1.00	0.00
(b) Reserves and surplus	4.64	-254.39	-565.50	-0.42	0.00	0.00
Sub-Total	**2504.64**	**2245.61**	**1934.50**	**2349.58**	**1.00**	**0.00**
2. Share application money pending allotment						
Sub-Total						
3. Non-current liabilities						
(a) Long-term borrowings	3183.15	3622.82	4228.19	2734.27	181.23	0.00
(b) Deferred tax liabilities (Net)	168.06	204.05	317.14	0.00	0.00	0.00
(c) Long term provisions	16.85	9.92	2.95	0.00	0.00	0.00
Sub-Total	**3368.07**	**3836.79**	**4548.27**	**2734.27**	**181.23**	**0.00**
4. Current liabilities						
(a) Short-term borrowings	701.33	707.02	706.81	0.00	0.00	0.00
(b) Trade payables	1593.08	919.22	320.29	91.37	0.00	0.00
(c) Other current liabilities	678.71	725.85	593.17	0.00	0.00	0.00
(d) Short-term provisions	141.86	79.86	37.87	0.648	0.00	0.00
Sub-Total	**3114.98**	**2431.95**	**1658.15**	**92.02**	**0.00**	**0.00**
TOTAL	**8987.68**	**8514.35**	**8140.93**	**5175.87**	**182.23**	**0.00**
II. ASSETS						
1. Non-current assets						
(a) Fixed assets	**4424.50**	**4761.83**	**5692.54**	**83.99**	**0.00**	**0.00**
(b)Capital Work in Progress	0.00	0.00	0.00	3693.27	0.00	0.00
(c) Non-current investments	30.28	11.41	11.41	11.41	0.00	0.00
(d) Deferred tax assets (net)	0.00	0.00	0.00	0.00	0.00	0.00
(e) Long-term loans and advances	32.41	21.13	27.85	533.01	0.00	0.00
(f)Other Non Current Assets	0.33	0.33	0.44	226.86	0.55	0.00
Sub-Total	**63.03**	**32.88**	**39.70**	**4464.56**	**0.55**	**0.00**
2. Current assets						
(a) Current investments	-	-	-	-	-	-
(b) Inventories	2470.61	2207.75	1534.24	0.00	0.00	0.00
(c) Trade receivables	961.75	404.17	138.20	0.00	0.00	0.00
(d) Cash and cash equivalents	120.50	108.92	200.55	254.19	81.68	0.00
(e) Short-term loans and advances	34.26	350.13	44.01	9.42	100.00	0.00
(f) Other current assets	913.03	648.67	491.68	363.72	0.00	0.00
Sub-Total	**4500.16**	**3719.64**	**2408.68**	**627.33**	**181.68**	**0.00**
TOTAL	**8987.68**	**8514.35**	**8140.92**	**5175.87**	**182.23**	**0.00**

STATEMENT OF PROFIT AND LOSS AS RESTATED **ANNEXURE-II**

(Amount in Lakhs)

Particulars	For the period ended Sept 30, 2017	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2013
I.Revenue from operations	4464.06	8478.53	4810.49	0.00	0.00	0.00
II.Other income	143.88	395.20	291.29	0.00	0.00	0.00
III. Total Revenue (I + II)	**4607.94**	**8873.73**	**5101.77**	**0.00**	**0.00**	**0.00**
IV. Expenses:						
Cost of materials consumed	3168.81	6036.28	3746.51	0.00	0.00	0.00
Purchases of Stock-in-Trade	33.41	0.00	0.00	0.00	0.00	0.00
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	-16.92	24.53	-443.18	0.00	0.00	0.00
Employee benefits expense	132.51	196.19	145.60	0.00	0.00	0.00
Finance costs	260.06	589.60	437.02	0.00	0.00	0.00
Depreciation and amortization expense	395.40	961.16	781.67	0.00	0.00	0.00
Other expenses	411.62	867.94	682.10	0.00	0.00	0.00
Total expenses	**4384.90**	**8675.72**	**5349.71**	**0.00**	**0.00**	**0.00**
V. Profit before exceptional and extraordinary items and tax (III-IV)	**223.04**	**198.01**	**-247.93**	**0.00**	**0.00**	**0.00**
VI. Exceptional items	0.00	0.00	0.00	0.00	0.00	0.00
VII. Profit before extraordinary items and tax (V - VI)	**223.04**	**198.01**	**-247.93**	**0.00**	**0.00**	**0.00**
VIII. Extraordinary Items-	0.00	0.00	0.00	0.00	0.00	0.00
IX. Profit before tax (VII- VIII)	**223.04**	**198.01**	**-247.93**	**0.00**	**0.00**	**0.00**
X. Tax expense:						
(1) Current tax	45.46	40.36	0.00	0.42	0.00	0.00
(2)MAT Credit Availed	-45.46	-40.36	0.00	0.00	0.00	0.00
(3) Deferred tax	-35.99	-113.09	317.14	0.00	0.00	0.00
(4) Current tax expense relating to prior years	0.00	0.00	0.00	0.00	0.00	0.00
XI. Profit (Loss) for the period from continuing operations (VII-VIII)	**259.03**	**311.10**	**-565.08**	**-0.42**	**0.00**	**0**
XII. Profit/(loss) from discontinuing operations	-	-	-	-	-	-
XIII. Tax expense of discontinuing operations	-	-	-	-	-	-
XIV. Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)	-	-	-	-	-	-
XV. Profit (Loss) for the period (XI + XIV)	**259.03**	**311.10**	**-565.08**	**-0.42**	**0.00**	**0**
XVI Earnings per equity share:						
(1) Basic	1.04	1.24	-2.28	-0.01	0.00	0.00
(2) Diluted	1.04	1.24	-2.28	-0.01	0.00	0.00

STATEMENT OF CASH FLOW AS RESTATED **ANNEXURE-III**

Particulars	For the period ended Sept 30, 2017	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2013
Net Profit before tax and extraordinary items.	**259.03**	**311.10**	**-565.08**	**-0.42**	**-**	**-**
Add Expenses Not Requiring Cash:						
Depreciation	395.40	961.16	781.67	-	-	-
Interest Received	-6.16	-6.31	-0.18	-	-	-
Interest & Finance Charges	260.06	589.60	437.02	-	-	-
Operating Profit before Working Capital Charges	**908.33**	**1,855.56**	**653.43**	**-0.42**	**-**	**-**
Other : Preliminary Expenses	-			-	-	-
Other Adjustments:	-	-	-	-	-	-
Add Increase in Trade Payables	673.86	598.93	228.92	91.37	-	-
Add Deffered Tax Liabilty	-35.99	-113.09	317.14	-	-	-
Add Increase in Short Term Provision	62.00	41.99	37.22	0.65	-	-
Add Increase in Long Term Provision	6.93	6.98	2.95	-	-	-
Add Decrease Other current assets	-264.36	-156.99	-	-	-	-
Less Increase Other current assets	-	-	127.96	363.72	-	-
Less Increase Other non current assets	-	-0.11	-226.42	226.31	0.55	-
Less Increase in Inventory	262.86	673.51	1,534.24	-	-	-
Add Decrease in Inventory	-	-	-	-	-	-
Less Decrease in Other Payables	47.14	-132.68	-593.17	-	-	-
Less Increase in Accounts Receivable	557.58	265.97	138.20	-	-	-
Cash generation from Operating Activities	**483.19**	**1,426.68**	**258.84**	**-498.42**	**-0.55**	**-**
Taxes Paid	**-**	**-**	**-**	**0.42**	**-**	
Net Cash from Operating Activities	**483.19**	**1,426.68**	**258.84**	**-498.00**	**-0.55**	**-**
Cash Flows from Investing Activities						
Interest Received	6.16	6.31	0.18	-	-	-
Less: Addition of Fixed						

Assets	-58.06	-30.45	6,390.22	-83.99	-	-
Less: Addition of Capital WIP	-	-	3,693.27	3,693.27		
Less Increase Other non current investments	-18.87	-	-	-11.41		
Net Cash Used for Investing Activities	**-70.77**	**-24.14**	**-2,696.76**	**3,788.68**	**-**	**-**
Cash Flows from Financing Activities						
Interest and Finance Charges	(260.06)	(589.60)	(437.02)	-	-	-
Add Proceeds on long term loans & Advances	-11.28	6.71	505.16	-533.01	-	-
Less Increase on short term loans & Advances	-315.87	306.12	34.59	-90.58	100.00	-
Add increase of long term loans & borrowings	-439.67	-605.37	1,493.91	2,553.04	181.23	-
Less Repayment of long term loans & borrowings	-	-	-	-	-	-
Add Increase in share capital			150.00	2,348.58	1.00	-
Less Repayment of short term loans & borrowings	5.69	-0.21	-706.81	-	-	-
Net Cash from Financing Activities	**-400.83**	**-1,494.17**	**2,384.28**	**4,459.19**	**82.23**	**-**
NET INCREASE/(DECREASE) IN CASH	11.59	-91.63	-53.64	172.51	81.68	-
CASH, BEGINNING OF YEAR	108.92	200.55	254.19	81.68	-	-
CASH, END OF YEAR	**120.51**	**108.92**	**200.55**	**254.19**	**81.68**	**-**

I. The Cash Flow statement has been prepared under Indirect method as per Accounting Standard-3 "Cash Flow Satements"
II. Figures in Brackets represent outflows
III. The above statement should be read with the Restated Statement of Assets and Liabilities, Statement of Profit and loss, Significant Accounting Policies and Notes to Accounts as appearing in Annexure I,II, IV(A) respectively.

THE OFFER

Following table summarises the present Offer in terms of this Draft Prospectus

Particulars	Details of Equity Shares
Offer of Equity Shares by our Company#	Initial Public Offer of upto 67,50,000**Equity Shares having face value of Rs. 10.00 each at a price of Rs. [•] per Equity Share (including a share premium of Rs. [•] per Equity share) aggregating Rs.[•] lakhs
Of which:	
Market Maker Reservation Portion	Offer of upto 3,42,000 Equity Shares having face value of Rs.10.00 each at a price of Rs. [•] per Equity Share aggregating Rs.[•] lakhs
Net Offer to the Public*	Offer of upto 64,08,000 Equity Shares having face value of Rs.10.00 each at a price of Rs. [•] per Equity Share aggregating Rs. [•] lakhs
	Of which:
	Upto 32,04,000 Equity Shares having face value of Rs.10.00 each at a price of Rs.[•] per Equity Share aggregating Rs. [•] lakhs will be available for allocation to Retail Individual Investors
	Upto 32,04,000 Equity Shares having face value of Rs.10.00 each at a price of Rs.[•] per Equity Share aggregating Rs. [•] lakhs will be available for allocation to other than Retail Individual Investors
Pre and Post Offer Share Capital of our Company	
Equity Shares outstanding prior to the Offer	2,50,00,000 Equity Shares
Equity Shares outstanding after the Offer	2,50,00,000 Equity Shares
Use of Proceeds(Objects of the Offer)	For further details please refer chapter titled *"**Objects of the Offer**"* beginning on page 75 of this Draft Prospectus for information on use of Offer Proceeds

1. The Offer has been authorized by the Board of Directors *vide* a resolution passed at its meeting held on December 12, 2017 and by the shareholders of our Company *vide* a special resolution passed at the Extra-Ordinary General Meeting held on January 3,2018. Each of the Selling Shareholders have confirmed and authorized their respective participation in the Offer for Sale by their consent dated January 3, 2018. The Selling Shareholders, severally and not jointly, confirm that the portion of the Offered Shares by each of them is eligible for inclusion in the Offer in accordance the SEBI ICDR Regulations.

2. This Offer is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. *As per Regulation 43(4) of the SEBI (ICDR) Regulations, as amended, as present offer 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.

**Note: Number of shares may need to be adjusted for lot size upon determination of offer price. For further details please refer to section titled "Offer Information" beginning on page 170 of this Draft Prospectus.

GENERAL INFORMATION

Our Company was originally incorporated in the name and style of as "**Angel Fibers Private Limited"** at Rajkot on February 14, 2014 as a private limited company under the Companies Act, 1956 with the Registrar of Companies, Gujarat, Dadra and Nagar Havelli, bearing Corporate Identification Number U17200GJ2014PLC078738. Subsequently our Company was converted to public limited Company pursuant to shareholders resolution passed at the Extra-ordinary General Meeting held on December 7, 2017 and the name of our Company was changed to **'Angel Fibers Limited'**. A fresh certificate of incorporation consequent upon conversion to public limited Company was issued by the Registrar of Companies, Gujarat, Ahmedabad, on December 11, 2017 bearing Corporate Identification Number U17200GJ2014PLC078738.

For details of incorporation, Change of name and Registered Office of our Company, please refer to chapter titled '*Our History and Certain Other Corporate Matters*' beginning on page 112 of this Draft Prospectus

Registration Number	78738
Corporate Identification Number	U17200GJ2014PLC078738
Address of Registered office of Company	Shivalik-2, Shop No.6, Nr. Pushkardham Temple, University Road, Rajkot – 360005, Gujarat, India **Tel:** + 91-094267 45557 **Fax:** Not Available **E-mail**: info@angelfibers.com **Website: www.angelfibers.com**
Address of Manufacturing Unit of Company	Survey No.100 /1 plot no. 1, Village: Haripar, Taluka Kalavad, District: Jamnagar in the State of Gujarat. **Tel:** + 91-07622022349 **Fax:** Not Available **E-mail**: info@angelfibers.com **Website: www.angelfibers.com**
Address of Registrar of Companies	ROC Bhavan , Opp Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad- 380013, Gujarat Tel: +91 79 2743 7597 Fax: +91 79 2743 8371 Email: roc.ahmedabad@mca.gov.in Website: www.mca.gov.in
Designated Stock Exchange	BSE Limited
Listing of Shares offered in this Offer	SME Platform of BSE Limited
Contact Person:	Reena Kanabar Company Secretary and Compliance officer **Tel:** + 91-094267 45557 **Fax:** Not Available **E-mail: cs@angelfibers.com** **Website: www.angelfibers.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 112 of this Draft Prospectus.

Our Board of Directors

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

Sr. No.	Name and Designation	DIN	Address
1.	**Ashok Dudhagara** *Chairman & Managing Director*	06604661	Alap Avenue A-88 University Road Rajkot 360005, Gujarat, India
2.	**Prafulaben Dudhagara** *Executive Director*	07965907	Alap Avenue A-88 University Road Rajkot 360005, Gujarat, India
3.	**Nirav Bhupatbhai Baldha** *Non Executive and Independent Director*	07872780	Block No.5, Kailash Park-1, Near Green City, Near Swaminarayan Gurukul, Mavdi Rajkot 360004 Gj In
4.	**Ankur Bakulesh Jani** *Non Executive Director*	08005274	Alap Avenue A-34University Road Rajkot 360005, Gujarat, India
5.	**Ketanbhai Vadaliya** *Non Executive and Independent Director*	08041695	Flat No.204, Sarita Appartment University Road, Opp Aalap Avenue, Rajkot, Gujarat, India-360005

For detailed profile of our Directors, refer *"Our Management"* beginning on page 115 of this Draft Prospectus.

Company Secretary and Compliance Officer.

Reena Kanabar
Shivalik-2, Shop No.6, Nr. Pushkardham Temple, University Road,
Rajkot – 360005, Gujarat, India
Tel: + 91-094267 45557
Fax: Not Available
E-mail: **cs@angelfibers.com**
Website: **www.angelfibers.com**

Chief Financial Officer

Paraskumar Chovatiya
Shivalik-2, Shop No.6, Nr. Pushkardham Temple, University Road,
Rajkot – 360005, Gujarat, India
Tel: + 91-094267 45557
Fax: Not Available
E-mail: **cfo@angelfibers.com**
Website: **www.angelfibers.com**

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

Lead Manager of the Offer	Registrar to the Offer
Guiness Corporate Advisors Private Limited Registered Office:18 Deshapriya Park Road, Kolkata - 700 40575555 Fax: +91-33- 3001 5531 Email: gcapl@guinessgroup.net Website: www.guinessonline.net Contact Person: Ms. Alka Mishra SEBI Registration No.: INM 000011930	Bigshare Services Pvt. Ltd. 1st Floor, Bharat Tin works Building, Opp vasant Oasis, Makwana Road,Marol, Andheri East, Mumbai-400059 Tel : +91 022-62638200 Fax : +91 022-62638299 E-mail: ipo@bigshareonline.com Investor grievance e-mail: ipo@bigshareonline.com Website: www.bigshareonline.com Contact Person: Babu Raphael SEBI Registration No: INR000001385
Banker to the Company	**Legal Advisor to the Offer**
State Bank of India	Mishra and Mishra, Advocates

Dhebar Road (SME), Near Kanta Stri Vikash Gruh, Rajkot- 360 002. Tel: 0281-2232080 Email: sbi.60068@sbi.co.in Allahabad Bank Main Branch, Branch Code 211058 Rajkot- 360 002. Tel: 0281-2231830 Email: br.rajkot@allahabadbank.in	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
Statutory Auditor of the Company	**Peer Review Auditor**
H. B. Kalaria & Associates Chartered Accountants A-601/602, the imperial heights, Opp. Big Bazar 150. ft. Ring Road, Rajkot-360005 Tel No.: + 91 -0281-2581501 | 02 / 03 E-mail: hbkalaria@gmail.com Contact Person: Hardik Kalaria Membership Number: 155474 Firm Registration No.- 104571W	G P Kapadia & Co. Chartered Accountants Fourth Floor, Hamam House Ambalal Doshi Marg, Mumbai-400001 Tel No.: +91 9737721594 E-mail: habhani@gmail.com Contact Person-Hiten Abhani Membership Number:132275 Firm Registration No.- 104768W
Public Offer Banker/Refund Banker to the Offer	
ICICI Bank Limited Capital Market Division, 1st Floor, 122, Mistry Bhavan, Dinshaw Vachha Road Backbay Reclamation, Churchgate, Mumbai-400020 Tel: 022-66818932 Fax: 022- 22611138 Email: shweta.surana@icicibank.com Contact Person: Shweta Surana Website: www.icicibank.com SEBI Registration Number: INBI00000004	

Applicants can contact the Compliance Officer or the Lead Manager or the Registrar to the Offer in case of any pre-Offer or post-Offer 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 Offer.

All grievances may be addressed to the Registrar to the Offer 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 Centers, 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 websites of the BSE Limited at www.bseindia.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 websites of Stock Exchange at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6, 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 websites of Stock Exchanges at http://www.bseindia.com/Static/Markets/PublicOffers/RtaDp.aspx?expandable=6, as updated from time to time.

Credit Rating

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

IPO Grading

Since the offer 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 Offer

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

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. G P Kapadia & Co.Chartered Accountants to include its name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Draft 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 *January 5, 2018* and the statement of special tax benefits dated *January 5, 2018* included in this Draft Prospectus and such consent has not been withdrawn as on the date of this Draft Prospectus.

Debenture Trustees

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

Appraisal and Monitoring Agency

The objects of the Offer have not been appraised by any agency. The objects of the Offer 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 Offer size is not in excess of Rs. 10,000 Lakhs. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Offer.

Underwriting Agreement

This Offer is 100% Underwritten. The Underwriting agreement is dated January 5, 2018. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Offer.

Details of the Underwriters	No. of shares underwritten*	Amount Underwritten (Rs. in lakhs)	% of the Total Offer Size Underwritten
GUINESS CORPORATE ADVISORS PRIVATE LIMITED 18, Deshapriya Park Road, Kolkata-700 026 **Tel** : +91-33-40575555 **Fax**: +91-33-3001 5531 **Email**: gcapl@guinessgroup.net **Website**: www.guinessonline.net **Contact Person:** Ms. Alka Mishra **SEBI Registration No**: INM 000011930	Upto 67,50,000	[•]	100%

**Includes upto 3,42,000 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 Underwriters are sufficient to enable them to discharge the underwriting obligations in full. The abovementioned Underwriters are 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 Offer

Our Company has entered into Market Making Agreement dated January 5, 2018 with the Lead Manager and Market Maker, duly registered with BSE 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.	+91-33-40575555
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 BSE 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. . The spread (difference between the sell and the buy quote) shall not be more than 10% or as specified 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 (individually or jointly) 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 Offer.) Any Equity Shares allotted to Market Maker under this Offer over and above 5% of

Offer 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 its 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 it.

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 SME Platform of BSE Limited and Market Maker will remain present as per the guidelines mentioned under BSE 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 Makers: BSE Limited, SME Platform will have all margins which are applicable on the BSE Limited Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE Limited can impose any other margins as deemed necessary from time-to-time.

11) Punitive Action in case of default by Market Makers: BSE Limited 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 offer size and as follows:

Offer Size	Buy quote exemption threshold (including mandatory initial inventory of 5% of the Offer Size)	Re-Entry threshold for buy quote (including mandatory initial inventory of 5% of the Offer Size)
Up to Rs.20 Crores	25%	24%

Offer Size	Buy quote exemption threshold (including mandatory initial inventory of 5% of the Offer Size)	Re-Entry threshold for buy quote (including mandatory initial inventory of 5% of the Offer Size)
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 Draft Prospectus and after giving effect to the Offer is set forth below:

S. No.	Particulars	Amount (Rs. in lakhs)	
		Aggregate nominal value	Aggregate value at Offer Price
A.	**Authorised Share Capital**		
	2,50,00,000 Equity Shares of Rs.10.00 each	2500.00	
B.	**Issued, Subscribed and Paid-Up Share Capital before the Offer**		
	2,50,00,000 Equity Shares of Rs.10.00 each	2500.00	
C.	**Present Offer in terms of this Draft Prospectus**		
	Offer for Sale of upto 67,50,000 Equity Shares of Face Value Rs 10 each for cash at a price of Rs. [●] per Equity Share.	675.00	[●]
	Which comprises:		
	Upto 3,42,000 Equity Shares of Rs. 10.00 each at a price of Rs. [●] per Equity Share reserved as Market Maker portion.	34.20	[●]
	Net Offer to the Public of upto 64,08,000 Equity Shares of Rs. 10.00 each at a price of Rs. [●]per Equity Share	640.80	[●]
	Of which:		
	Upto 32,04,000 Equity Shares of Rs. 10.00 each at a price of Rs. [●]per Equity Share will be available for allocation to Retail Individual Investors upto Rs. 2.00 Lakhs	320.40	[●]
	Upto 32,04,000 Equity Shares of Rs. 10.00 each at a price of Rs. [●]per Equity Share will be available for allocation to Other than Retail Individual Investors above Rs. 2.00 Lakhs	320.40	[●]
D.	**Issued, Subscribed and Paid-up Share Capital after the Offer**		
	2,50,00,000 Equity Shares of Face Value Rs. 10 each	2500.00	
E.	**Securities Premium Account**		
	Before the Offer	NIL	
	After the Offer	[●]	

The offer has been authorised by the Board of Directors of our Company vide a resolution passed at its meeting held on December 12, 2017.

The offer for sale has been authorised by the Selling Shareholder by its consent letter dated January 3, 2018 as follows:

Sr. No.	Name of Selling Shareholder	No. of Equity Shares Offered
1	Ashok Mavjibhai Dudhagara	Upto 55,50,000 shares
2	Prafulaben A Dudhagara	Upto 12,00,000 shares

The Company has only one class of share capital i.e. Equity Shares of face value of Rs. 10/- each only. All Equity Shares offered are fully paid-up. Our Company has no outstanding convertible instruments as on the date of this Draft Prospectus.

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		
1,00,000 Equity Shares of Rs.10 each		On incorporation	-
1,00,000 Equity Shares of Rs.10 each	70,00,000 Equity Shares of Rs.10 each	16/10/2014	EGM
70,00,000 Equity Shares of Rs.10 each	2,50,00,000 Equity Shares of Rs.10 each	13/11/2014	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.)
12.02.2014	10,000	10.00	10.00	Cash	Subscription to MoA(i)	10,000	1,00,000
13.11.2014	90,00,000	10.00	10.00	Cash	Further Allotment(ii)	90,10,000	9,01,00,000
21.01.2015	59,90,000	10.00	10.00	Cash	Further Allotment(iii)	1,50,00,000	15,00,00,000
28.03.2015	85,00,000	10.00	10.00	Cash	Further Allotment(iv)	2,35,00,000	23,50,00,000
05.06.2015	15,00,000	10.00	100.00	Cash	Further Allotment(V)	2,50,00,000	25,00,00,000

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

Sr. No.	Name	No. of Equity Shares
1.	Ashok Mavjibhai Dudhagara	5,100
2.	Bakulesh Bipinchandra Jani	4,900
Total		**10,000**

(ii) Further Allotment of 90,00,000 Equity Shares through Preferential Issue by passing special resolution in the meeting of the members of the company held on 13.11.2014:

Sr. No.	Name	No. of Equity Shares
1.	Ashok Mavjibhai Dudhagara	50,00,000
2.	Bakulesh Bipinchandra Jani	7,00,000
3.	Hasmukhbhai V Pansariya	3,22,200
4.	Jaydeepbhai R Dobariya	4,00,000
5.	Jayesh G Boghara	1,40,000
6.	Kantilal G Savalia	18,25,000
7.	Parsottambhai Dudhagara	6,12,800
Total		**90,00,000**

(iii) Further Allotment of 59,90,000 Equity Shares through Preferential Issue by passing special resolution in the meeting of the members of the company held on 21.01.2015:-

Sr.	Name	No. of Equity Shares

No.		
1.	Ashok Mavjibhai Dudhagara	11,36,740
2.	Bakulesh Bipinchandra Jani	1,00,000
3.	Hasmukhbhai V Pansariya	3,01,800
4.	Jaydeepbhai R Dobariya	7,49,300
5.	Diwaliben P. Dudhagara	2,10,000
6.	Kantilal G Savalia	6,50,000
7.	Parsottambhai Dudhagara	3,32,200
8.	Harish P Trivedi	4,44,960
9.	Kantilal Savalia Huf	4,80,000
10.	Maheshbhai Pansuriya	10,85,000
11.	Prafulaben A Dudhagara	5,00,000
Total		**59,90,000**

(iv) Further Allotment of 85,00,000 Equity Shares through Preferential Issue by passing special resolution in the meeting of the members of the company held on 28.03.2015:-

Sr. No.	Name	No. of Equity Shares
1.	Ashok Mavjibhai Dudhagara	36,84,760
2.	Ankur B. Jani	2,94,420
3.	Jaydeepbhai R Dobariya	31,000
4.	Diwaliben P. Dudhagara	1,00,000
5.	Harish P Trivedi	2,25,080
6.	Bhartiben B. Jani	2,85,380
7.	Rasilaben K. Savalia	8,70,700
8.	Kantilal G Savalia	21,30,000
9.	Prafulaben A Dudhagara	8,78,660
Total		**85,00,000**

(v) Further Allotment of 15,00,000 Equity Shares through Preferential Issue by passing special resolution in the meeting of the members of the company held on 05.06.2015:-

Sr. No.	Name	No. of Equity Shares
1.	Prafullaben A Dudhagara	2,60,000
2.	Bakulesh Bipinchandra Jani	50,000
3.	Harish P Trivedi	2,00,000
4.	Rasilaben K. Savalia	50,000
5.	Kantilal G Savalia	1,10,000
6.	Narendrabhai Dhanjibhai Virani	3,60,000
7.	Jahanvi Kantilal Savaliya	1,70,000
8.	Maheshbhai Vaghjibhai Savaliya	1,00,000
9.	Maheshbhai Pansuriya	2,00,000
Total		**15,00,000**

3. **Issue of Equity Shares for Consideration other than Cash.**

   Our Company has not issued any Equity Shares for consideration other than cash.

4. No Equity Shares have been allotted pursuant to 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 "*Share Capital History of Our Company*" on page 61 of this Draft Prospectus.

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

Our Company has not issued any Equity Shares in the one year immediately preceding the date of this Draft Prospectus at a price which is lower than the Offer Price.

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

As on the date of this Draft Prospectus, our Promoters hold 2,08,66,680 Equity Shares, constituting 83.47% of the pre-issued, subscribed and paid-up Equity Share capital of our Company. Of such equity shares our promoters are offering to sell upto 67,50,000 Equity Shares as part of the Offer for Sale, after which our Promoter shall continue to hold up to 56.47% of our post-Offer paid-up Equity Share capital.

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

Ashok Dudhagara

Date of Allotment	No. of Shares Alloted	Status of Allotment	Face Value	Issue Price	Nature of Allotment	% of Pre – Offer Share Capital	% Of Post Offer Share Capital
12.02.14	5100	Fully paid-up	10	10	Subcription to MoA	0.02	0.02
13.11.14	50,00,000	Fully paid-up	10	10	Preferential Issue	20.00	20.00
21.01.15	11,36,740	Fully paid-up	10	10	Preferential Issue	4.55	4.55
28.03.15	36,84,760	Fully paid-up	10	10	Preferential Issue	14.74	14.74
06.02.17	25,000	Fully paid-up	10	10	Transferred from Jaydeep R Dobariya	0.10	0.10
06.02.17	50,000	Fully paid-up	10	10	Transferred from Parsottambhai C. Dudhagara	0.20	0.20
06.02.17	100000	Fully paid-up	10	10	Transferred from Kantilal G. Savaliya	0.40	0.40
06.02.17	50000	Fully paid-up	10	10	Transferred from Maheshbhai V.Savaliya	0.20	0.20
21.02.17	75000	Fully paid-up	10	10	Transferred from Jaydeep R Dobariya	0.30	0.30
21.02.17	50000	Fully paid-up	10	10	Transferred from Maheshbhai V.Savaliya	0.20	0.20
21.02.17	400000	Fully paid-up	10	10	Transferred from Kantilal G. Savaliya	1.60	1.60
21.02.17	150000	Fully paid-up	10	10	Transferred from Parsottambhai C. Dudhagara	0.60	0.60
21.02.17	100000	Fully paid-up	10	10	Transferred from Jayesh G. Boghara	0.40	0.40
11.04.17	50000	Fully paid-up	10	10	Transferred from Diwaliben P. Dudhagara	0.20	0.20
27.03.17	40000	Fully paid-up	10	10	Transferred from Jayesh G. Boghara	0.16	0.16

Date of Allotment	No. of Shares Alloted	Status of Allotment	Face Value	Issue Price	Nature of Allotment	% of Pre – Offer Share Capital	% Of Post Offer Share Capital
17.04.17	280000	Fully paid-up	10	10	Transferred from Rasilaben K. Savaliya	1.12	1.12
18.04.17	270000	Fully paid-up	10	10	Transferred from Kantilal G. Savaliya	1.08	1.08
26.04.17	350000	Fully paid-up	10	10	Transferred from Kantilal G. Savaliya	1.40	1.40
26.04.17	90000	Fully paid-up	10	10	Transferred from Parsottambhai C. Dudhagara	0.36	0.36
29.04.17	150000	Fully paid-up	10	10	Transferred from Jaydeep R Dobariya	0.60	0.60
01.05.17	100000	Fully paid-up	10	10	Transferred from Diwaliben P. Dudhagara	0.40	0.40
04.05.17	60000	Fully paid-up	10	10	Transferred from Diwaliben P. Dudhagara	0.24	0.24
16.05.17	250000	Fully paid-up	10	10	Transferred from Kantilal G. Savaliya	1.00	1.00
18.05.17	450000	Fully paid-up	10	10	Transferred from Kantilal G. Savaliya	1.80	1.80
18.05.17	150000	Fully paid-up	10	10	Transferred from Parsottambhai C. Dudhagara	0.60	0.60
20.05.17	300000	Fully paid-up	10	10	Transferred from Rasilaben K. Savaliya	1.20	1.20
25.05.17	450000	Fully paid-up	10	10	Transferred from Kantilal G. Savaliya	1.80	1.80
30.05.17	150000	Fully paid-up	10	10	Transferred from Parsottambhai C. Dudhagara	0.60	0.60
30.05.17	150000	Fully paid-up	10	10	Transferred from Jaydeep R Dobariya	0.60	0.60
31.05.17	280000	Fully paid-up	10	10	Transferred from Kantilal G. Savaliya	1.12	1.12
13.06.17	170000	Fully paid-up	10	10	Transferred from Jahanvi K. Savaliya	0.68	0.68
19.06.17	480000	Fully paid-up	10	10	Transferred from Kantilal G. Savaliya	1.92	1.92
19.06.17	450000	Fully paid-up	10	10	Transferred from Kantilal G. Savaliya	1.80	1.80
27.06.17	155000	Fully paid-up	10	10	Transferred from Parsottambhai C. Dudhagara	0.62	0.62
03.01.18	100000	Fully paid-up	10	10	Transferred from Jayesh R. Dobariya	0.40	0.40
04.01.18	100000	Fully paid-up	10	10	Transferred from Jayesh R. Dobariya	0.40	0.40
04.01.18	285380	Fully paid-up	10	10	Transferred from Bhartiben B. Jani.	1.14	1.14

Date of Allotment	No. of Shares Alloted	Status of Allotment	Face Value	Issue Price	Nature of Allotment	% of Pre – Offer Share Capital	% Of Post Offer Share Capital
04.01.18	215000	Fully paid	10	10	Transferred from Kantilal G. Savaliya	0.86	0.86
06.01.18	255300	Fully paid	10	10	Transferred from Jayesh R. Dobariya	1.02	1.02
08.01.18	370040	Fully paid	10	10	Transferred from Harish P Trivedi	1.48	1.48
08.01.18	35000	Fully paid	10	10	Transferred from Maheshbhai V. Pansuriya	0.14	0.14
Total	**1,70,12,320**					**68.05**	**68.05**

Prafulaben Dudhagara

Date of Allotment	No. of Shares Alloted	Status of Allotment	Face Value	Issue Price	Nature of Allotment	% of Pre – Offer Share Capital	% Of Post Offer Share Capital
21.01.15	5,00,000	Fully paid-up	10	10	Preferential Issue	2	2
28.03.15	8,78,660	Fully paid-up	10	10	Preferential Issue	3.51	3.51
05.06.15	2,60,000	Fully paid-up	10	10	Preferential Issue	1.04	1.04
14.03.17	2,70,000	Fully paid-up	10	10	Transferred from Kantilal G. Savaliya	1.08	1.08
27.03.17	2,70,000	Fully paid-up	10	10	Transferred from Kantilal G. Savaliya	1.08	1.08
22.03.17	1,00,000	Fully paid-up	10	10	Transferred from Parsottambhai C. Dudhagara	0.40	0.40
27.03.17	1,00,000	Fully paid-up	10	10	Transferred from Parsottambhai C. Dudhagara	0.40	0.40
28.03.17	60,000	Fully paid-up	10	10	Transferred from Kantilal G. Savaliya	0.24	0.24
28.03.17	1,00,000	Fully paid-up	10	10	Transferred from Jaydeep R Dobariya	0.40	0.40
26.04.17	3,50,000	Fully paid-up	10	10	Transferred from Bakulesh B. Jani	1.40	1.40
16.05.17	3,00,000	Fully paid-up	10	10	Transferred from Bakulesh B. Jani	1.20	1.20
13.06.17	3,40,700	Fully paid-up	10	10	Transferred from Rasilaben K. Savaliya	1.36	1.36
27.06.17	1,00,000	Fully paid-up	10	10	Transferred from Diwaliben P. Dudhagara	0.40	0.40
03.07.17	2,25,000	Fully paid-up	10	10	Transferred from Jayesh R. Dobariya	0.90	0.90
Total	**38,54,360**					**15.42**	**15.42**

Our Promoters have confirmed to the Company and the LMs that the acquisition of the Equity Shares forming part of the Promoters' Contribution have been financed from personal funds/internal accruals and no loans or financial assistance from any banks or financial institution has been availed by for this purpose. All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares. As on the date of this Draft Prospectus, none of the Equity Shares held by our Promoters are pledged.

(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 Draft 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:

Name of the Promoter	Number of Equity Shares to be locked-in	Date of Allotment/ Acquisition	Face Value per Equity Share (in Rs.)	Nature of Transaction	Allotment/ Acquisition Price	% of Pre-Offer Equity Share Capital	% of Post-Offer Equity Share Capital
Ashok Mavjibhai Dudhagara	50,00,000	13.11.14	10.00	Cash	10.00	20.00	20.00
Prafullaben A. Dudhagara	1,25,000	21.01.15	10.00	Cash	10.00	0.50	0.50
Total	**51,25,000**	**-**	**-**	**-**	**-**	**-**	**-**

For details on build-up of Equity Shares held by our Promoters, refer "Build-up of our Promoters' shareholding in our Company" at page 64 of this Draft 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 Draft 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 Draft 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***

In terms of Regulation 37 of SEBI ICDR Regulations, the entire pre-Offer Equity Share Capital will be locked-in for a period of one year from the date of allotment in the offer, except Minimum Promoter's Contribution which shall be locked in as above and equity shares which are successfully transferred as part of the Offer for Sale. Any unsubscribed portion of the equity shares being offered by the Selling Shareholders in the Offer for Sale would also be locked- in as required under SEBI ICDR Regulations.

(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:*

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	2	2,08,66,680	-	-	2,08,66,680	83.47	2,08,66,680	-	2,08,66,680	83.47	-	83.47	-		-		[●]
(B)	Public	7	41,33,320	-	-	41,33,320	16.53	41,33,320	-	41,33,320	16.53	-	16.53	-		-		[●]
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-		-		-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-		-		-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-		-		-
	Total	**9**	2,50,00,000	**-**	**-**	2,50,00,000	**100.00**	2,50,00,000	**-**	2,50,00,000	**100.00**	**-**	**100.00**	**-**		**-**		[●]

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

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 BSE before commencement of trading of our Equity Shares.

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

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

Sr. No.	Particulars	Pre Offer		Post Offer	
		No. of Shares	% Holding	No. of Shares	% Holding
a)	Promoters	2,08,66,680	83.47	1,41,16,680	56.47
b)	Promoter Group	-	-	-	-
c)	Public	41,33,320	16.53	1,08,83,320	43.53
	Total	**2,50,00,000**	**100**	**2,50,00,000**	**100.00**

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

S. N.	Particulars	Pre Offer		Post Offer	
		No. of Shares	% Holding	No. of Shares	% Holding
A)	**Promoters**				
1.	Ashok Mavjibhai Dudhagara	1,70,12,320	68.05	1,14,62,320	45.85
2.	Prafullaben A Dudhagara	38,54,360	15.42	26,54,360	10.62
Total (A)		**2,08,66,680**	**83.47**	**1,41,16,680**	**56.47**
B)	**Promoter Group**	-	-	-	-
Total (B)					
Total(A+B)		**2,08,66,680**	**83.47**	**1,41,16,680**	**56.47**

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.)
Ashok Mavjibhai Dudhagara	1,70,12,320	10.00
Prafullaben A Dudhagara	38,54,360	10.00

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-Offer percentage of Shareholding
Ashok Mavjibhai Dudhagara	1,70,12,320	68.05
Prafullaben A Dudhagara	38,54,360	15.42
Ankur Bakulesh Jani	4,99,320	2.00

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 Draft Prospectus:

Sr. No.	Name of shareholder*	No. of Equity Shares	% of Pre Offered Capital
1.	Ashok Mavjibhai Dudhagara	1,70,12,320	68.05
2.	Prafullaben A Dudhagara	38,54,360	15.42
3.	Hansmukhbhai V. Pansariya	984000	3.94
4.	Kantilal G Savalia	9,00,000	3.60
5.	Maheshbhai Pansuriya	9,00,000	3.60
6.	Harish P. Trivedi	5,00,000	2.00

Sr. No.	Name of shareholder*	No. of Equity Shares	% of Pre Offered Capital
7.	Ankur Bakulesh Jani	4,99,320	2.00
8.	Jitendra G Unadakat	2,50,000	1.00
9.	Neeru Bansal	1,00,000	0.40
Total		**2,50,00,000**	**100**

**As on date of this Draft Prospectus our Company has 9 shareholders*

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

Sr. No.	Name of shareholder*	No. of Equity Shares	% of Pre Issued Capital
1.	Ashok Mavjibhai Dudhagara	1,70,12,320	68.05
2.	Prafullaben A Dudhagara	38,54,360	15.42
3.	Hansmukhbhai V. Pansariya	984000	3.94
4.	Kantilal G Savalia	9,00,000	3.60
5.	Maheshbhai Pansuriya	9,00,000	3.60
6.	Harish P. Trivedi	5,00,000	2.00
7.	Ankur Bakulesh Jani	4,99,320	2.00
8.	Jitendra G Unadakat	2,50,000	1.00
9.	Neeru Bansal	1,00,000	0.40
Total		**2,50,00,000**	**100**

**Ten days prior filing of this Draft Prospectus our Company had 9 shareholders*

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

Sr. No.	Name of shareholder*	No. of Equity Shares	% of Issued Capital
1.	Ashok Mavjibhai Dudhagara	50,05,100	55.55
2.	Kantilal G Savalia	18,25,000	20.26
3.	Bakulesh Bipinchandra Jani	7,04,900	7.82
4.	Parsottambhai Dudhagara	6,12,800	6.80
5.	Hasmukhbhai V Pansariya	3,22,200	3.58
6.	Jaydeepbhai R Dobariya	4,00,000	4.44
7.	Jayesh G Boghara	1,40,000	1.55
Total		**90,10,000**	**100**

**Two years prior filing of this Draft Prospectus our Company had 9 shareholders*

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 Draft 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 the period of six months preceding the date on which this Draft Prospectus is filed with BSE; except as stated below:

Date of Acquisition/Transfer	Name of Shareholder	Promoter/Promoter Group/ Director	Number of Equity Shares	Face Value (Rs.)	Acquisition/Transfer Price (Rs.)	% of Pre-Offer Capital	Nature of Transaction
03.07.17	Prafulaben Dudhagara	Promoter	2,25,000	10	10	0.90	Transferred from Jayesh R. Dobariya
03.01.18	Ashok Dudhagara	Promoter	100000	10	10	0.40	Transferred from Jayesh R. Dobariya
04.01.18	Ashok Dudhagara	Promoter	100000	10	10	0.40	Transferred from Jayesh R. Dobariya
04.01.18	Ashok Dudhagara	Promoter	285380	10	10	1.14	Transferred from Bhartiben B. Jani.
04.01.18	Ashok Dudhagara	Promoter	215000	10	10	0.86	Transferred from Kantilal G. Savaliya
06.01.18	Ashok Dudhagara	Promoter	255300	10	10	1.02	Transferred from Jayesh R. Dobariya

Date of Acquisition/Transfer	Name of Shareholder	Promoter/Promoter Group/ Director	Number of Equity Shares	Face Value (Rs.)	Acquisition/Transfer Price (Rs.)	% of Pre-Offer Capital	Nature of Transaction
08.01.18	Ashok Dudhagara	Promoter	370040	10	10	1.48	Transferred from Harish P Trivedi
08.01.18	Ashok Dudhagara	Promoter	35000	10	10	0.14	Transferred from Maheshbhai V. Pansuriya

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 Draft Prospectus with the BSE.

20. Our Company, our Promoters, our Directors and the Lead Managers 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 Draft Prospectus.

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

22. An oversubscription to the extent of 10% of the Offer 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 Offer as a result of which, the post-issue paid up capital after the Offer 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 Offer paid-up capital is locked in for 3 years.

23. Under-subscription in the net offer, 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 Managers and the BSE.

24. As on the date of filing of this Draft 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 Draft Prospectus. Further, since the entire money in respect of the Issue is being called on application, all the successful applicants will be issued fully paid-up equity shares.

26. Our company has not made any public issue since its incorporation. As per RBI regulations, OCBs are not allowed to participate in this Offer.

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

31. We have 9 Shareholders as on the date of this Draft Prospectus.

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

33. As on the date of this Draft Prospectus, the Lead Managers 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.

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

35. For the details of transactions by our Company with our Promoter Group, Group Companies during the financial years ended March 31, 2015, 2016 and 2017 and during the six months ended September 30,2017 please refer *'Financial* Statements' on page 133 of this Draft Prospectus.

OBJECTS OF THE OFFER

The objects of the Offer are to achieve the benefits of listing the Equity Shares on the Stock Exchange and for the Offer for Sale. Further, our Company expects that listing of the Equity Shares will enhance our visibility and brand image and provide liquidity to our Shareholders. The listing will also provide a public market for the Equity Shares in India. Our Company will not receive any proceeds from the Offer and all the proceeds will be received by the Selling Shareholders, in proportion to the Equity Shares offered by the respective Selling Shareholders as part of the Offer. For details of Offered Shares by each Selling Shareholder, see "Other Regulatory and Statutory Disclsoures" on page 155.

Offer related expenses

The total Offer related expenses are estimated to be approximately [●] lakhs. The Offer related expenses consist of listing fees, selling commission and brokerage, fees payable to the LM, legal counsels, Registrar to the Offer, Banker to the Offer including processing fee to the SCSBs for processing ASBA Forms submitted by ASBA Bidders procured by the Syndicate and submitted to SCSBs, brokerage and selling commission payable to Registered Brokers, SCSCBs, RTAs and CDPs, printing and stationery expenses, advertising and marketing expenses and all other incidental expenses for listing the Equity Shares on the Stock Exchanges. The break-up for the estimated Offer expenses are as follows:

Expenses	Expenses (Rs. in Lakhs)*	Expenses (% of total Issue expenses)	Expenses (% of Gross Issue Proceeds)
Payment to Merchant Banker including expenses towards printing, advertising, and payment to other intermediaries such as Registrars, Bankers etc.	[●]	[●]	[●]
Regulatory fees	[●]	[●]	[●]
Marketing and Other Expenses	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

Other than listing fees, which will be borne by the Company, all costs, fees and expenses with respect to the Offer will be shared between the Selling Shareholders, in proportion to their respective Offered Shares sold pursuant to the Offer, upon successful completion of the Offer. Upon the successful completion of the Offer, each of the Selling Shareholders agree that they shall severally and not jointly reimburse our Company, on a pro-rata basis, in proportion to their respective Offered Shares sold pursuant to the Offer, for any expenses (other than listing fees) incurred by our Company on behalf of the Selling Shareholder

Monitoring of Utilization of Funds

As the Offer is an offer for sale and our Company will not receive any proceeds from the Offer, our Company is not required to appoint a monitoring agency for the Offer.

BASIC TERMS OF THE OFFER

The Equity Shares, now being issued, are subject to the terms and conditions of this Draft 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. The Offer has been authorized by a resolution passed by our Board of Directors at its meeting held on December 12, 2017 and by the shareholders of our Company by a special resolution, passed at the Extra-Ordinary General Meeting of our Company held on January 3, 2018 at the Registered Office of the Company.

The Selling Shareholders have approved the transfer of their respective portion of the Offered Shares pursuant to the Offer for Sale as set out below:

Sr. No	Name of the Selling Shareholder	Category of Shareholders	Date of Authority Letter	No. of Equity Shares offered for sale
1	Ashok Dudhagara	Promoter	January 3,2018	Upto 55,50,000
2	Prafulaben Dudhagara	Promoter	January 3,2018	Upto 12,00,000

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.[●] each and is at [●] times of Face Value.
Market Lot and Trading Lot	The Market lot and Trading lot for the Equity Share is [●] and the multiple of [●] subject to a minimum allotment of [●]Equity Shares to the successful applicants.
Terms of Payment	100% of the issue price of Rs. [●] each shall be payable on Application. For more details please refer "Offer Procedure" on page 178 of this Draft 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 227 of this Draft 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 offer" beginning on page 170 of this Draft Prospectus.

BASIS FOR OFFER PRICE

The Offer Price of Rs. [•] per Equity Share will determined by our Company in consultation with the Selling Shareholders and Lead Manager on the basis of an assessment of market demand for the Equity shares through Fixed Price process and on the basis of the following qualitative and quantitative factors.

The face value of the Equity Shares of our Company is Rs.10/- each and the Offer Price is [•] times of the face value.

QUALITATIVE FACTORS

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

- Diversified Product Basket
- State of art Infrastructure

For further details, refer to heading "*Our Competitive Strengths*" under chapter titled "*Our Business"* beginning on page 94 of this Draft Prospectus.

QUANTITATIVE FACTORS

The information presented below relating to the Company is based on the restated financial statements of the Company for Financial Year 2015, 2016, 2017 and for the period ended September 30, 2017 prepared in accordance with Indian GAAP. Some of the quantitative factors, which form the basis for computing the price, are as follows:

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

Year ended	EPS (Rs.)	Weight
March 31, 2015*	(0.00)	1
March 31, 2016	(2.26)	2
March 31, 2017	1.24	3
Weighted average	(0.13)	
For the period ended September 30, 2017**		1.04

* The commercial production of the company started from July 11, 2015 and hence there was no turnover.

***Not Annualized*

Note:-

- The earnings per share has been computed by dividing net profit as restated, attributable to equity shareholders by restated weighted average number of equity shares outstanding during the period/year. 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 to Earnings (P/E) ratio in relation to Offer Price of Rs. [•] per Equity Share of Rs. 10 each fully paid up.

Particulars	PE Ratio
P/E ratio based on Basic EPS for FY 2016-17	[•]
P/E ratio based on Weighted Average EPS	[•]
Industry P/E	
Lowest	6.55
Highest	52.41
Average	24.83

3. ***Return on Net worth (RoNW)*** *as per restated financial statements*

Year ended	RoNW (%)	Weight
March 31, 2015*	(0.02)	1
March 31, 2016	(29.21)	2
March 31, 2017	13.85	3
Weighted Average	(2.81)%	
For the period ended September 30, 2017**	10.34%	

* The commercial production of the company started from July 11, 2015 and hence computation cannot be done.

**Not Annualized.

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

4. ***Minimum Return on Total Net Worth post offer needed to maintain Pre Offer EPS for the year ended March 31, 2017 is [•]***

5. ***Net Asset Value (NAV)***

Particulars	Amount (in Rs.)
Net Asset Value per Equity Share as of March 31, 2017	8.98
Net Asset Value per Equity Share as of September 30, 2017	10.02
Net Asset Value per Equity Share after the Offer	[•]
Offer Price per equity share	[•]

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

6. ***Comparison with other listed companies***

Companies	CMP	EPS	PE Ratio	RONW %	NAV (Per Share)	Face Value	Total Income (In Crores)
Angel fibers Limited	**[●]**	1.24	[●]	13.85	8.92	10.00	**8.87**
Peer Group*							
Bannari Amman Spinning Mills Ltd.	368.55	12.58	29.29	6.866	(50.9895)	10.00	87.49
Ginni Filaments Ltd.	44.85	2.54	17.66	10.76	(5.39425)	10.00	77.25
Nagreeka Export Ltd.	43.4	0.83	52.41	1.01	13.75746	5.00	61.61
PBM Polytex Ltd.	98.8	8.09	12.21	6.19	65.45506	10.00	18.28
Pioneer Embroideries Ltd.	46	0.96	48.14	3.11	(2.37584)	10.00	24.03
Suryalata Spinning Mills Ltd.	167.65	22.12	7.58	9.48	(7.11952)	10.00	35.11
Pashupati Cotspin Limited	74.75	11.41	6.55	22.71	50.27	10.00	27.92

**Source: www.bseindia.com*. The data for Pashupati Cotspin Limited is taken from its Prospectus dated August 17, 2017.

Notes:

- Considering the nature and size of business of the Company the peers are not strictly comparable. However same have been included for broad comparison.
- The figures for Angel Fibers Limited are based on the restated results for the year ended March 31, 2017
- The figures for the peer group are based on standalone audited results for the respective year ended March 31, 2017
- Current Market Price (CMP) is the closing prices of respective scrips as on January 11, 2018.
- The Offer Price of Rs. [•] per equity share will be determined by our company in consultation with the Selling Shareholders and the LM on the basis of assessment of market demand from investors for the Equity shares through Fixed Price process and is justified based on the above accounting ratios.

For further details see section titled *"Risk Factors"* beginning on page 16 of this Draft Prospectus and the financials of the Company including profitability and return ratios, as set out in the section titled *"Financial Statements"*beginning on page 133 of this Draft Prospectus for a more informed view.

STATEMENT OF POSSIBLE TAX BENEFIT

The Board of Directors
Angel Fibers Limited
Shivalik-2, Shop No. 6,
Nr. Pushkardham Temple,
University Road,
Rajkot-360005**.**

Dear Sirs,

Sub: Statement of possible special tax benefits ("the Statement") available to Angel Fibers 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 Offer, 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 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,
G. P. Kapadia& Co.
Chartered Accountants
Firm Registration No.: 104678W

Sd/-
Hiten Abhani, Partner
Membership No.: 132275

Date: 05.01.2018
Place: Ahmedabad

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

Outlined below are the possible 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.

For,
G. P. Kapadia& Co.
Chartered Accountants
Firm Registration No.: 104678W

Sd/-
Hiten Abhani
Partner
Membership No.: 132275

Date: 05.01.2018
Place: Ahmedabad

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 has emerged as the fastest growing major economy in the world as per the Central Statistics Organization (CSO) and International Monetary Fund (IMF). India has retained its position as the third largest startup base in the world with over 4,750 technology startups, with about 1,400 new start-ups being founded in 2016, according to a report by NASSCOM. As per the Economic Survey 2016-17, the Indian economy should grow between 6.75 and 7.5 per cent in FY 2017-18. The improvement in India's economic fundamentals has accelerated in the year 2015 with the combined impact of strong government reforms, Reserve Bank of India's (RBI) inflation focus supported by benign global commodity prices. Demonetization is expected to have a positive impact on the Indian economy, which will help foster a clean and digitized economy in the long run, according to Ms Kristalina Georgieva, Chief Executive Officer, The World Bank. The growth momentum should rise, driven by the Government's policy initiatives in areas such as taxation (GST), foreign direct investment (FDI), and the ease of doing business, among others other major factors helping India stay as a bright spot in the global economic landscape include the lower global oil price, with positive impact on the country's import bill, a well-regulated monetary policy by the Reserve Bank to stabilize prices, and improving fiscal condition.

INDIAN TEXTILE INDUSTRY

The Indian textile industry has a significant presence in the economy as well as in the international textile economy. Its contribution to the Indian economy is manifested in terms of its contribution to the industrial production and foreign exchange earnings. With over 45 million people, the industry is one of the largest source of employment generation in the country. It contributes 14 per cent to industrial production, 9 percent of excise collections, and 18 percent of employment in the industrial sector, nearly 15 percent to the country's total export earnings and 4 percent to the Gross Domestic Product.

The Indian textiles industry is extremely varied, with the hand-spun and hand-woven textiles sectors at one end of the spectrum, while the capital intensive sophisticated mills sector at the other end of the spectrum. The decentralized power looms/ hosiery and knitting sector form the largest component of the textiles sector. The close linkage of the textile industry to agriculture (for raw materials such as cotton) and the ancient culture and traditions of the country in terms of textiles make the Indian textiles sector unique in comparison to the industries of other countries. The Indian textile industry has the capacity to produce a wide variety of products suitable to different market segments, both within India and across the world.

GLOBAL OVERVIEW OF TEXTILE INDUSTRY

The Global Textile Industry has become very organised and impressive industry in modern times. After the exclusion of global quota scheme, the textile industry is flourishing at high speed. The

world is on a new corridor of industrial revolution. High production of wool, cotton, and silk in all over the world has given boost to the textile industry in recent years. Analysts are anticipating more expansion with latest technologies in Textile Machineries. The textile machinery manufacturing hubs like China, Germany, Italy, Switzerland and India have already jumped in gigantic competition to craft and bid best technologies in textile machineries. Global Industry Analysts, Inc. (GIA) has declared that the global bazaar for textile machinery is estimated to reach US$22.9 billion by 2017.Demand for sophisticated machines that produce high quality cloth is increasing. Key factors for dynamic growth in the textile machinery market contain economic revival post recession, rising demand for nonwoven disposable textile products, increasing demand from promising regions, especially Asia-Pacific, and going up demand for environmentally-friendly fibers.

GLOBAL TEXTILE BUSINESS AND APPAREL BUSINESS OVERVIEW

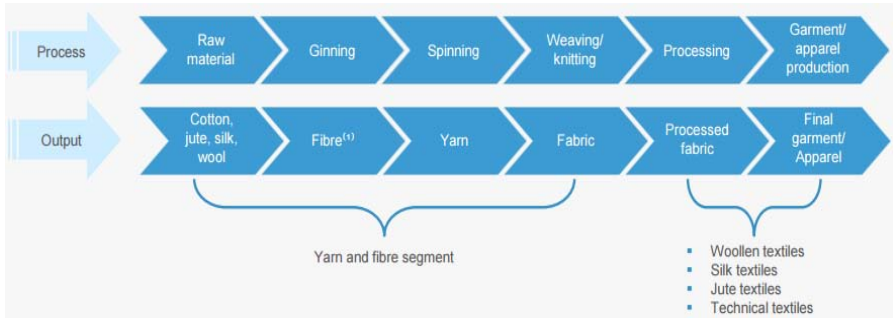
- China dominates global T&A exports with 40% share of made ups, 37% of apparel, and 39% of fabric. India, Bangladesh, Vietnam, Turkey, Pakistan etc. are the other major T&A exporters.
- The top five Textile & garment importing nations are US, China, Germany, and Turkey. China is the single largest exporter with 39 percent share while India stood at a distant second place with 5 percent share.
- The global fabric trade was worth USD 137 billion in 2013 while the global apparel trade was worth USD 428 billion. It is expected that the rate of growth of the trade in knit fabric and apparel will be higher than that for the woven counterparts.
- Asia is the leader in terms of the installed capacity of textile machinery,86% of short-staple spindles,45% long staple spindles, 55% rotor spinning machines,73% of shuttle fewer looms & 85% of shuttle looms are installed in Asia alone. China, India, Pakistan, Indonesia & Thailand are among the leaders in terms of this installed capacity
- The US, EU-27 countries and Japan remain the key apparel importers. However, the appeal imports of emerging countries like Russia, China and India have registered some momentum in recent times.

SEGMENTS IN TEXTILE & APPAREL SECTOR

The textile & apparel industry can be broadly divided into two segments:

- Yarn & fibre (include natural & man-made).

  Processed fabrics (including woolen textiles, silk textiles, jute textiles, cotton textiles & technical textiles), Readymade Garments (RMGs) & apparel.



KEY FACTS

- The fundamental strength of the textile industry in India is its strong production base of wide range of fibre / yarns from natural fibres like cotton, jute, silk & wool to synthetic / man-made fibres like polyester, viscose, nylon & acrylic.

- India accounts 63 per cent of the market share of textiles & garments.
- With production of 6,106 million kg, India was the largest producer of cotton in 2016-17.
- Indian textile industry accounts for about 24 per cent of the world's spindle capacity and 8 per cent of global rotor capacity.
- India has the highest loom capacity (including hand looms) with 63 per cent of the world's market share.
- India accounts for about 14 per cent of the world's production of textile fibres & yarns (largest producer of jute, 2nd largest producer of silk & cotton; & 3 rd largest in cellulosic fibre).
- India is the 2nd largest producer of Manmade Fibre & Filament, globally, with production of around 2,11 million kg in 2016- 17(1).

MARKET SIZE

The size of India's textile market in 2016 was around US$ 137 billion, which is expected to touch US$ 226 billion market by 2023, growing at a CAGR of 8.7 per cent between 2009-23E. As of June 2017, the central government is planning to finalize and launch the new textile policy in the next three months. The policy aims to achieve US$ 300 billion worth of textile exports by 2024-25 and create an additional 35 million jobs.

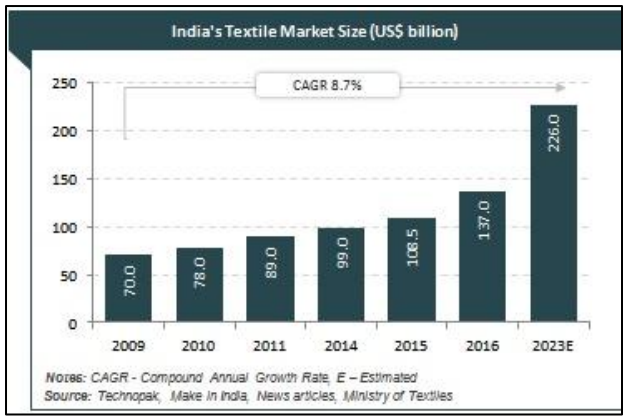
Production of raw cotton in India grew from 28 million bales in FY07 and further increased to 35.1 million bales in FY17. During FY 07-17, raw cotton production expanded at a CAGR of 2.3 per cent. During FY16(1), of the overall amount of raw cotton produced in the country, domestic consumption totaled to 30 million bales, while in FY15(1), the domestic consumption of raw cotton stood at 30.4 million bales. Further cotton's high prices in 2016-17 will encourage farmers to grow more cotton in 2017-18. The area under cotton cultivation will increase by 7 per cent to reach 11.3 million hectares in 2017-18, due to better returns on improved crop yield in 2016-17.

Indian khadi products sales increased by 33% year-on-year to Rs. 2,005 crore (US$ 311.31 million) in 2016-17and is expected to exceed Rs. 5,000 crore (US$ 776.33 million) sales target for 2018-19, as per Khadi and Village ission (KVIC).

Production of man-made fibre has also been on an upward trend. During FY171, production of man-made fibre in India stood at 1.364 million tonnes and the production until July 2017 in FY18 has been 0.455 million tones. On the other hand Fabric production in the country rose to 64,775 million square metre in FY171 from 52,665 million square metre in FY07, implying a CAGR growth of 2.09 per cent.

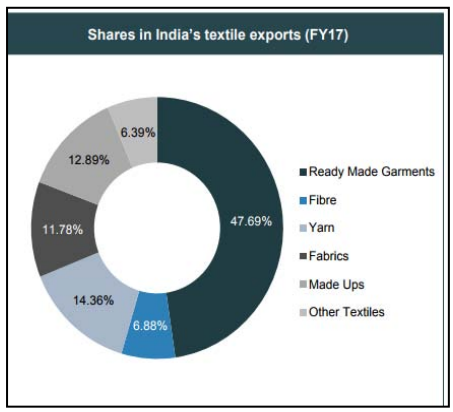
Production of yarn grew to 5,662 million Kgs in FY17 from 4712 million Kgs in FY11, implying a CAGR of 3.11 per cent. Cotton yarn accounts for the largest share in total yarn production; in FY17, the segment's share amounted to 71.64 per cent. Production of yarn between April to July'17 stood at 1,884 million Kg.

(https://www.ibef.org/exports/apparel-industry-india.aspx).



EXPORT

India is the world's second-largest manufacturer and exporter of textiles and apparels, with a massive raw material and manufacturing base. The industry is a significant contributor to the economy, both in terms of its domestic share and exports. India took the top spot in market share in the men/boys knitwear shirts cotton' category with respect to garment exports to the US between January-June 2017. During FY17, India exported textile items worth US$ 36.6 billion. Ready made garments had a share of 47.7 per cent in these exports and reached US$ 17.5 billion. During the same period, fibre, yarn, fabric, and made ups exports reached US$ 2.5 billion, US$ 5.3 billion, US$ 4.3 billion, and US$ 4.7 billion, respectively. During April-June 2017, India exported cotton items worth US$ 4.6 billion which includes cotton yarn, fiber, fabric, made ups, and readymade garments from cotton. Handicrafts reached US$ 443.64 million during the same period and had a share of 4.53 per cent in overall textile exports In order to boost export the government is also planning to conduct roadshows to promote the country's textiles in non-traditional markets such as South America, Russia & select countries in West Asia. To promote apparel exports 12 locations have been approved by the government to set up apparel parks for exports. As of November 2016, the Central Board of Excise and Customs extended draw back facility for textiles industries from7.3 per cent to 7.5 per cent. This would improve the competitiveness of textile exporters based in India. The Goods and Services Tax that rolled out in July 2017 is expected to make imported garments cheaper by 5-6 per cent, as the GST regime will levy 5 per cent tax for both domestic textile manufacturers and importers.



Increasing investment in Technology Up-gradation Fund Scheme (TUFS)	•Ministry of Textiles is encouraging investments through increasing focus on schemes such as TUFS & cluster development activities. •TUFS for the textile sector to continue in the 12th Five Year plan with an investment target of USD24.8 billion. The Ministry of Textiles released a subsidy of US$259.79 million in FY17
Multi-Fibre Arrangement (MFA)	•With the expiry of MFA in January 2005, cotton prices in India are now fully integrated with international rates. In 2014, the government has cleared 13 proposal of new textile parks in different states.
Public-Private Partnership (PPP)	•The Ministry of Textiles commenced an initiative to establish institutes under the Public Private Partnership (PPP) model to encourage private sector participation in the development of the industry
Technical textiles	•Technical textiles, which has been growing at around twice the rate of textiles for clothing applications over the past few years, is now expected to post a CAGR of 20 per cent over FY11-17. •USD70.83 million has been allocated to promote the use of geotechnical textiles in the North East states

Robust demand

- Increased penetration of organized retail, favorable demographics & rising income levels to drive textile demand.
- Growth in building & construction will continue to drive demand for non-clothing textiles.

Increasing Investments

- Huge investments are being made by Government under Scheme for Integrated Textile Parks (SITP)- (USD184.98 million) & Technology Upgradation Fund Scheme (TUFS)-(term loan sanctioned in February, 2015-USD 2198.45 million) to encourage more private equity & to train workforce.

Competitive Advantage

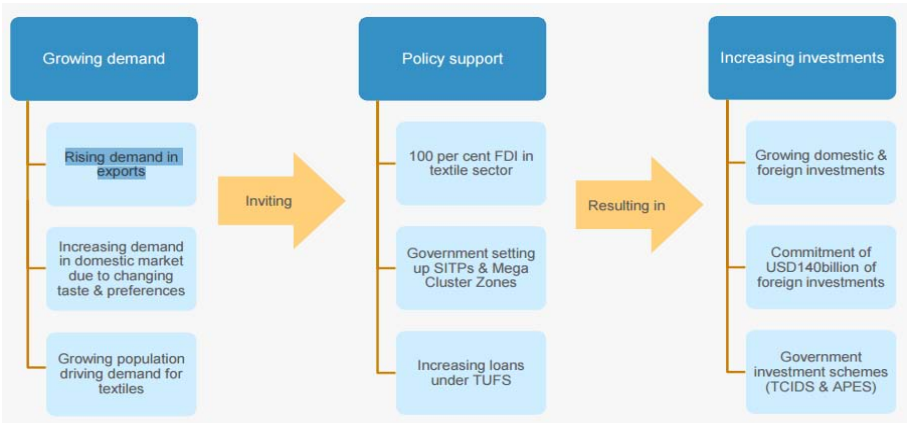
- Abundant availability of raw materials such as cotton, wool, silk and jute.
- India enjoys a comparative advantage in terms of skilled manpower & in cost of production relative to major textile producers.

Policy support

- 100 per cent FDI (automatic route) is allowed in the Indian textile sector.
- Under Union Budget 2016-17, the government has allocated USD7.43 million for setting up integrated parks in India.
- Free trade with ASEAN countries & proposed agreement with European Union will boost exports.

GROWTH DRIVERS

Strong Fundamental and policy support aiding growth

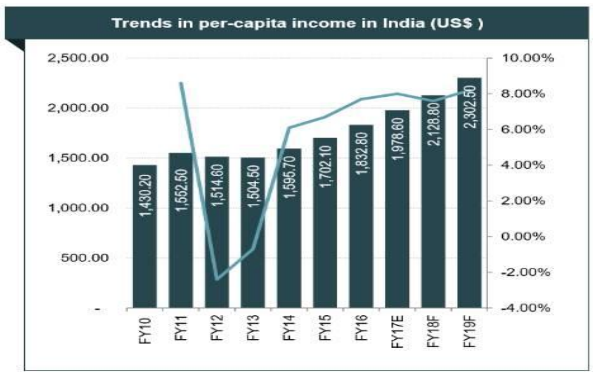


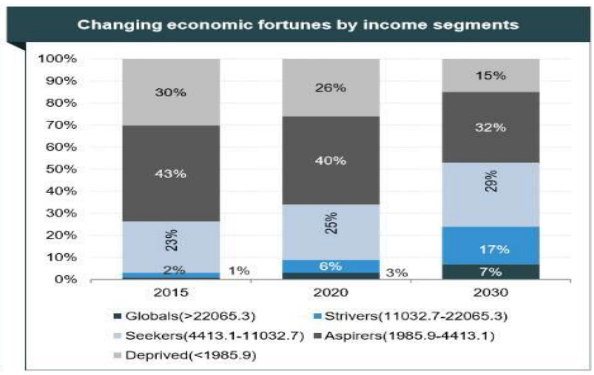
Changing demographics has also contributed significantly to the sector

- By 2014, India's population had almost doubled compared to figures 30 years before.
- India's growing population has been a key driver of textile consumption growth in the country.
- Moreover, according to World Bank, urban population accounts for 32.7 per cent of the total population of India. This also works as demand driver due to changing taste and preferences in the urban part of India.
- It has been complemented by a young population which is growing and at the same time is exposed to changing tastes and fashion.
- Complementing this factor is rising female workforce participation in the country.

Rising income and a growing middle class have been key demand drivers

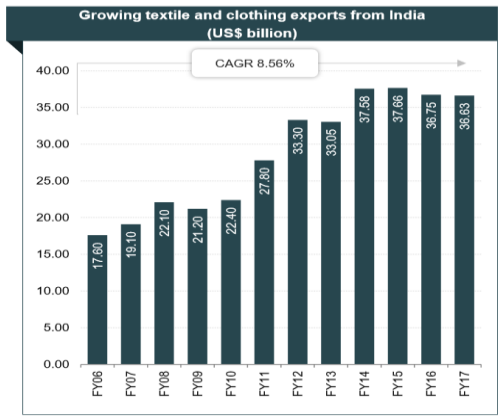
- Rising incomes has been a key determinant of domestic demand for the sector; with incomes rising in the rural economy as well, the upward push on demand from the income side is set to continue.
- Rising industrial activity would support the growth in the per capita income.



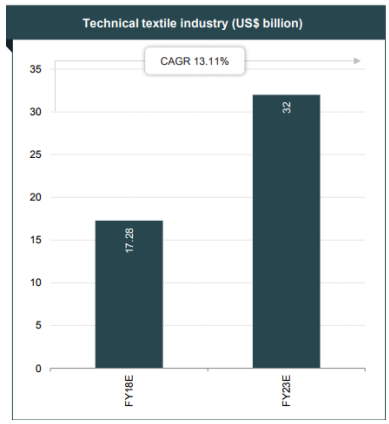


- Capacity built over years has led to low cost of production per unit in India's textile industry; this has lent a strong competitive advantage to the country's textile exporters relative to key global peers.
- The sector has also witnessed increasing outsourcing over the years as Indian players moved up the value chain from being mere converters to vendor partners of global retail giants.

- The strong performance of textile exports is reflected in the value of exports from the sector over the years. Textile exports witnessed a growth (CAGR) of 8.56 per cent over the period of FY06 to FY16.
- In the coming decades, Africa and Latin America could very well turn out to be key markets for Indian textiles.
- In April 2017, the government unveiled Textiles India 2017, its 1st ever global B2B handicrafts and textile event, in Delhi. event showcased a 1000 stalls, and saw about 1,600 buyers from more than 100 countries.
- Around 1,300 exhibitors and 2,000 delegates had registered for the event and total participation, including domestic buyers, artisans and visitors, crossed 6,000. During the second day of the event, the Ministry of Textiles signed 65 MoUs.



- The major service offerings of the technical textile industry include thermal protection and blood-absorbing materials, seatbelts and adhesive tapes.
- The technical textile industry is expected to expand at a CAGR of 13.11 per cent during FY18–23 to US$ 32 billion in FY23.
- The targeted market size would be achieved by targeting non-woven technical textiles.
- Healthcare and infrastructure sectors are major drivers of the technical textile industry.
- India is expected to be a key growth market for the technical textile sector due to cost effectiveness, durability and versatility of technical textiles.
- The government has supported the technical textile industry with an allotment of US$ 1 billion for SMEs and an exemption in custom duty for raw materials used by the sector.



Technology Upgradation fund scheme (TUFS)

This scheme is implemented by Ministry of Textiles, Govt. of India to provide support for modernization/upgradation of Textile industries by offering incentives and to create more employment generation. The main purpose of this scheme is to upgrade & modernize the Indian Textile Industry by encouraging it to undertake & adopt modern technological process & or undertake capacity expansion. The GoI (Ministry of Textile), vide its Resolution dated January 13, 2016, has launched new variant of TUFS scheme - Amended TUFS. In order to promote ease of doing business in the Country and achieve the vision of generating employment and promoting export through "Make in India" with "Zero effect and Zero defect" in manufacturing, the government would provide additional 10% Capital Investment Subsidy (CIS) for made-up units who availed 15% CIS benefit under ATUFS The GoI have allocated US$0.23 billion for ATUFS scheme for FY16-17, under Union Budget 2016-17.

National Textile Policu-2000

The policy was introduced for the overall development of textile industry**.** Key areas of focus include technological upgrades, enhancement of productivity, product diversification & financing arrangements. New draft for this policy ensures to employ 35 million by attracting foreign investments. It also focuses on establishing a modern apparel garment manufacturing centre in every North Eastern state for which Government has invested an amount of USD3.27 million.

Foreign Direct Investment

India has most liberal and transparent policies in Foreign Direct Investment (FDI) amongst emerging countries. India is a promising destination for FDI in the textile sector. 100% FDI is allowed in the textile sector under the automatic route. FDI in sectors to the extent permitted under automatic route does not require any prior approval either by the Government of India or Reserve Bank of India (RBI). Ministry of Textiles has set up FDI Cell to attract FDI in the textile sector in the country.

Scheme for integrated Textiles parks (SITP)

The Scheme for Integrated Textile Parks (SITP) was approved in July 2005, to provide the industry with world-class infrastructure facilities for establishing their textile units by merging the erstwhile Apparel Parks for Exports Scheme (APES) and Textile Centre Infrastructure Development Scheme (TCIDS). Under SITP, 40 projects (worth USD678 million) have been sanctioned. Out of these 40 projects, 27 have started production. 16 projects has been completed in November 2014. Government has invested a total of USD21.96 million for 21 new textile parks & the remaining 13 textile parks has been given the in-principle approval under SITP. In 2015, textile parks set up under the Scheme for Integrate Textile Park (SITP) attracted an investment of USD4.58 billion.

Technical Textile Industry

Technical textile sector is one of the most emerging and inventive industries of the world. It secures fifth place in the world for being one of the sectors which has high potential of growth in the textile industry. The technical textile industry is successful because of the fact that it continuously develops innovative textiles, fabrics that can be used for various purpose, and create yarns that have multi-utility and useful in almost all types of industries. The Government of India has planned an increase in the fund outlay for technical textiles industry to more than USD117 million during the current 12th Five Year Plan (2012-17) along with an exemption in custom duty for raw materials used by the sector. The demand from infrastructure and defence sector under the "Make in India" program shall further boost the demand from this segment.

The Scheme facilitates import of capital goods at 3% concessional rate of duty with appropriate export obligation. The Foreign Trade Policy also permits EPCG license holders to opt for technological upgradation for their existing capital goods imported under the EPCG license, subject to certain prescribed conditions.

OPPORTUNITIES

- The Indian textile industry is set for strong growth, buoyed by both strong domestic consumption as well as export demand.
- The sector is expected to reach USD226 billion by FY2023.
- Population is expected to reach to 1.34 billion by FY2019.
- Urbanisation is expected to support higher growth due to change in fashion & trends.
- The Central Silk Board sets targets for raw silk production & encourages farmers & private players to grow silk.
- To achieve these targets, alliances with the private sector, especially major agro-based industries in pre-cocoon & post-cocoon segments has been encouraged.
- For the textile industry, the proposed hike in FDI limit in multi-brand retail will bring in more players, thereby providing more options to consumers.
- It will also bring in greater investments along the entire value chain – from agricultural production to final manufactured goods.
- With global retail brands assured of a domestic foothold, outsourcing will also rise significantly.
- With consumerism & disposable income on the rise, the retail sector has experienced a rapid growth in the past decade with several international players like Marks & Spencer, Guess & Next having entered Indian market.
- The organised apparel segment is expected to grow at a Compound Annual Growth Rate of more than 13 per cent over a 10-year period.
- India & Bangladesh plans to increase their cooperation in order to increase promote the investment & trade of jute & fabrics.
- Future Group plans to expand with 80 stores in order to reach the target sales of 80 million units. This would add to their portfolio of 300 stores spread across the country.
- The CoEs are aimed at creating testing & evaluation facilities as well as developing resource centres & training facilities.
- Existing 4 CoEs, BTRA for Geotech, SITRA for Meditech, NITRA for Protech & SASMIRA for Agrotech, would be upgraded in terms of development of incubation centre

& support for development of prototypes. Fund support would be provided for appointing experts to develop these facilities.

- The government is taking initiatives to attract foreign investments in the textile sector through promotional visits to countries such as Japan, Germany, Italy & France.
- According to the new Draft of the National Textile Policy, the government is planning to attract foreign investments thereby creating employment opportunities to 35 million people.
- FDI inflows in textiles sector, inclusive of dyed & printed textile, stood at USD2.41 billion from April 2000 to December 2016.

THREATS

- The size of the Indian apparel market and its inherent long-term growth potential makes it extremely attractive to branded players across the world. With the Government allowing 100% Foreign Direct Investment (FDI) in retail, several foreign brands and fashion retailers continue to enter India thereby enhancing the fashion culture and raising fashion consciousness in the country. This would lead to great deal of competition among the organised players to grab the largest share of the pie.
- The absence of significant entry barriers leads to an increase in the number of players, especially the unorganized players. This can escalate the degree of competition, making market penetration and sustaining of higher margins even tougher.
- Rainfall plays an important role in the apparel industry. Absence of adequate rainfall can lead to a significant decline in the availability of cotton, besides having an adverse impact on the economy, and consequently, the consumer demand. This can adversely impact the top line and margins. Shorter and less intense winters can also adversely impact sales of the woolen segment.

The market for readymade segment is rapidly expanding in India especially in menswear section. The preference of Indian consumers has also undergone a major shift as they just prefer to go out and buy rather than opting for stitching.

Urbanization is a trend that everyone has to contend with. The urban population is set to increase up to 42% by 2030 according to census figures. This is due to the fact that people migrate to cities to look for better job opportunities and living standards. Therefore, organized retail is set to witness a major expansion to fulfill the needs of growing population.

India is home to 17% of the world's population. Being one of the youngest countries in the world, it is tipped to have one of the largest work forces for years to come. At 24 years, it has the lowest median age of population in the world, with 50% of the population less than 25 years and 70% less than 35 years of age. Indian T & C Industry envisages to reach US

$ 100 Billion by 2015 Also, as more and more women become part of the workforce, the demand for women wear including accessories is set for expansion.

GROWING PROSPERITY

India has the second largest working population with approx 700 million people between 20-60 years of age. In addition, corporate salaries have grown at 14% p.a. which is fastest globally. Also, the salaries for freshers have gone up by 2-3 times over the last decade. These all factors contribute to increasing disposable incomes in the hands of individuals. With a consumption rate of around 34%, the appetite for high value branded products is ever increasing.

Changing Consumer Lifestyle and Preferences

Indian consumer has become more demanding, as a result, there is a continuous shift in the demand pattern from basic necessities to spending on the lifestyle products and service, largely because of:

- Higher Income levels
- Increasing knowledge and awareness levels
- Higher adaptability to technology
- Greater participation of women and children in household decision making
- Increasing demand for better products and service experience

INVESTMENTS

The textiles sector has witnessed a spurt in investment during the last five years. The industry (including dyed and printed) attracted Foreign Direct Investment (FDI) worth US$ 2.55 billion during April 2000 to June 2017.

Some of the major investments in the Indian textiles industry are as follows:

- Raymond has partnered with Khadi and Village Industries Commission (KVIC) to sell Khadi-marked readymade garments and fabric in KVIC and Raymond outlets across India.
- Max Fashion, a part of Dubai based Landmark Group, plans to expand its sales network to 400 stores in 120 cities by investing Rs 400 crore (US$ 60 million) in the next 4 years.
- Future Group is planning to open 80 new stores under its affordable fashion format, Fashion at Big Bazar (FBB), and is targeting sales of 230 million units of garments by March, 2018, which is expected to grow to 800 million units by 2021.

GOVERNMENT INITIATIVES

The Indian government has come up with a number of export promotion policies for the textiles sector. It has also allowed 100 per cent FDI in the Indian textiles sector under the automatic route.

The key initiatives announced in the Union Budget 2017-18 to boost the textiles sector are listed below:

- Encourage new entrepreneurs to invest in sectors such as knitwear by increasing allocation of funds to Mudra Bank from Rs 1,36,000 crore (US$ 20.4 billion) to Rs 2,44,000 crore (US$ 36.6 billion).
- Upgrade labour skills by allocating Rs 2,200 crore (US$ 330 million).

Some of initiatives taken by the government to further promote the industry are as under:

- The Government of India plans to introduce a mega package for the powerloom sector, which will include social welfare schemes, insurance cover, cluster development, and upgradation of obsolete looms, along with tax benefits and marketing support, which is expected to improve the status of power loom weavers in the country.
- The Ministry of Textiles has signed memorandum of understanding (MoU) with 20 e-commerce companies, aimed at providing a platform to artisans and weavers in different handloom and handicraft clusters across the country for selling their products directly to the consumer.
- Memorandum of Understanding (MoU) worth Rs 8,835 crore (US$ 1.3 billion) in areas such as textile parks, textile processing, machinery, carpet development and others, were signed during the Vibrant Gujarat 2017 Summit.

- The Union Minister for Textiles inaugurated Meghalaya's first-ever apparel and garment making centre to create employment opportunities in the region. The Union Minister for Textiles also mentioned Meghalaya has been sanctioned Rs 32 crore (US$ 4.8 million) for promotion of handlooms.
- The Government of India has announced a slew of labour-friendly reforms aimed at generating around 11.1 million jobs in apparel and made-ups sectors, and increasing textile exports to US$ 32.8 billion and investment of Rs 80,630 crore (US$ 12.09 billion) in the next three years.

ROAD AHEAD

The future for the Indian textile industry looks promising, buoyed by both strong domestic consumption as well as export demand. With consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the past decade with the entry of several international players like Marks & Spencer, Guess and Next into the Indian market. The apparel market in India is estimated to grow at a Compound Annual Growth Rate (CAGR) of 11.8 per cent to reach US$ 180 billion by 2025.

(*Sources: www.ibef.org)*

OUR BUSINESS

Some of the information contained in the following discussion, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the chapter titled ―Forward-Looking Statements beginning on page 15 of this Draft Prospectus, for a discussion of the risks and uncertainties related to those statements and also the section ―Risk Factors‖ for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal are to the twelve-month period ended March 31 of that year. The financial information used in this section, unless otherwise stated, is derived from our Consolidated Financial Information, prepared in accordance with Indian GAAP and Companies Act and restated in accordance with the SEBI Regulations. The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Prospectus, including the information contained in the sections titled ―Risk Factors‖ and ―Financial Information as restated‖ beginning on pages 16 and 133, respectively.

Unless otherwise stated, reference to this section to "Angel", "the Company", or "our Company" are to Angel Fibers Limited", and references to "we", "our" or "us" are to the Company

Overview

Incorporated in 2014, we are primarily affianced in the business of spinning of cotton yarn . We also trade in cotton waste which is by-product of our manufactured product. The manufacturing facility of our Company is situated at Kalavad in Jamanagar district of Gujarat state which is close to the cotton growing areas of Maharashtra and Saurashtra (region) of Gujarat. The company has established a capacity of the spindlage of total 19584 spindles having installed capacity of 4363MT per annum to manufacture cotton yarn viz.,30s Ne Combed and 40s Compact variety of the Ginning and Spinning unit used to make products like bed sheets, socks, knitted fabrics, etc. and 40s Ne Compact Combed yarn used to make Shirtings, Sheeting, Bottom Weights, etc. By setting up of the Ginning and Spinning unit our Company has entered into a forward integration of the textile industry to cope up with the changes in the fashion consciousness, development in the cotton textile sector and synchronizing with the initiatives provided by the Central and the State Government. Our plant is equipped with modern and automatic plant and machinery. Technology is a crucial aspect of the cotton yarn industry. Our technical team in spinning is well equipped with modern spinning technology and processing techniques by virtue of which we are able to ensure quality yarn.

After creating niche in the domestic market for our product we are aiming to produce yarn of export quality and entering the overseas market. This year we started exporting our product to Bangladesh. To augment our international demand and preference, we have recently procured fully automatic plant for spinning yarn with state of the art modern machines. Our Company's core competency lies in our understanding of our customer's buying preferences and behavior across the domestic market. Our Company has a diversified customer base catering to various segments. In domestic we have created market in states viz. Delhi Gujarat, Haryana, Madhya Pradesh, Maharashtra, Punjab, Rajasthan, Tamil Nadu, Union Territories and West Bengal.

Our Company is maneuvered by our promoters Mr. Ashok Dudhagara and Mrs. Prafulaben Dudhagara and experienced management team. Mr. Ashok Dudhagara has experience in Cotton industry including developing healthy relations with brokers dealing in Cotton and Cotton Yarn which helps us to market our product in domestic and overseas market. We believe that our market position has been achieved by adherence to the vision of our Promoters and well supported by qualified and experienced management at different levels with appropriate functional responsibilities.

We have expanded our business and operations significantly during the past three years since our incorporation . In financial year 2017, 2016, our turnover (net) was Rs. 8873.73, 5101.77 and for the period ended September 30, 2017 was Rs. 4607.94 respectively. Our restated profits in the financial year 2017, were Rs. 311.10 and for the period ended September 30, 2017 was Rs. 259.03 respectively.

For information on our Company's incorporation and history and financial details, please refer to chapters titled "Our history and certain other Corporate matters", and "Financial statement as Restated", "beginning on page 112 and 133 respectively of this Draft Prospectus.

OUR COMPETITIVE STRENGTHS

- ***Experience of our Promoters and management personnel***

  We believe in offering customised solution and are focused on delivering what we promise to our customers through our dedicated team of competent personnel having knowledge of core aspects of our Business. We have an experienced, dedicated and skilled workforce with wide experience in their respective fields. Our Promoters have years of experience in Cotton ginning and pressing, spinning and various other activities. We believe that the experience of our management team and its in-depth knowledge of business will enable us to continue to take advantage of both current and future market opportunities.

- ***State of Art Infrastructure***

  We have setup cotton yarn spinning unit with 19584 spindles having installed capacity of 4363MT per annum to manufacture cotton yarn specifically 30s Ne Combed and 40s Compact variety. We have procured fully automatic plant for spinning yarn with state of the art modern machines from Germany and Japan in order to produce yarn of export quality. With our In-house Manufacturing Facilities we provide genuine quality of cotton fabrics to our customers. Our manufacturing facility is well equipped with all the modern and requisite machineries required in our production process. Further we have designed our factory in such a manner that most of our processes are automated to the extent possible.

- ***Quality Assurance***

  Our Company adheres strictly on supplying quality products. Each of the Company's products passes through quality checks. The quality assurance measures taken by the Company include checking of all raw materials and production process and intensive care is taken to determine the standard of each and every product dispatched.

- ***Established client relationship***

  Customer satisfaction is the prime focus of our organization and we serve our level best to give them opportunity services. We are able to provide all kinds of solution for our customer due to in house team of professional expert in various fields. We believe that our existing relationship with our clients represents a competitive advantage in gaining new clients and growing our business.

- F***avourable Government Policies for our sector***

  Government of India through the Ministry of Textile, has formulated number of policies for extending assistance in the form of grant, subsidy and soft loan to Textile industries. In order to give impetus to promotion of all micro textile Industries several incentives and subsidies have been granted. We believe that since our core business adds value to the supply chain of agro produce and empowers farmers/traders to be able to get good prices for their produce, this sector shall continue to get support and encouragement from the government going forward. The unit is registered under EPCG scheme wherein the unit is eligible for 100%

Excise/custom Duty Exemption and 2% Interest Subsidy on Term Loan from Ministry of Textiles as well as 7% Interest Subsidy from State Government. Also it is eligible for electricity subsidy of Re 1 per unit in electricity charges from State Government and Vat Exemption on capital cost of Project**.**

OUR BUSINESS STRATEGY

We envisage long term growth by supplying qualitative products and efficient services and building long term relations with our customers. In line with this vision, our Company is implementing a business strategy with the following key components. Our strategy will be to focus on capitalizing on our core strengths and expanding the operations of our business. We intend to focus on our existing range of products and services with specific emphasis on the following factors as business and growth strategy:

- ***Training and Motivation of the staff***

  Training is an investment employers make in their work force. We focus on training and motivation of our staff on continuous basis. We educate our staff about product and market knowledge. Our Company gives opportunity to employees to continue to grow and develop through such trainings. Our management and employees exchange their ideas, views and opinions and for maintaining good competitive work atmosphere at all levels.

- ***Improve and increase operational efficiencies***

  We will continue to focus on further increasing our operations and improving operational effectiveness at our production facilities. Higher operational effectiveness results in greater production volumes and higher sales, and therefore allows us to spread fixed costs over a higher number of units sold, thereby increasing profit margins. We will also continue to identify various strategic initiatives to improve our operational efficiencies and reduce operating costs. We continue to focus on investing in automation, modern technology and equipment to continually upgrade our products including the quality of our products to address changing customer preferences as well as to improve operational efficiency. We continue to target economies of scale to gain increased negotiating power on procurement and to realize cost savings through centralized deployment and management of production, maintenance, accounting and other support functions.

- ***Enhancing client relationships***

  We plan to grow our business primarily by growing the number of client relationships, as we believe that increased client relationships will add stability to our business. We seek to build on existing relationships and also focus on bringing into our portfolio more clients. Our Company believes that business is a by-product of relationship. Our Company believes that a long-term client relationship with large clients fetches better dividends. Long-term relations are built on trust and continuous meeting with the requirements of the customers

- ***Increase geographical presence***

  We are currently located in Gujarat, Maharashtra, Punjab, Rajasthan among other states. Going forward, we plan to establish our presence in the other geographical areas. Our emphasis is on expanding the scale of our operations as well as growing our supply chain network, which we believe will provide attractive opportunities to grow our client base and revenues.

- ***Maintain Operational Efficiencies and Cost Competitiveness***

We intend to maintain operational efficiencies to the highest possible level as compared with our peers in the industry. Further, we intend to maintain the competitiveness and offer the quality products at reasonable prices.

SPECTRUM OF OUR PRODUCTS

We manufacture cotton yarn 30s Ne Combed which is specifically used to make a number of textile products like bed sheets, socks, knitted fabrics, etc. and 40s Ne Compact Combed yarn is used to make Shirting, Sheeting, Bottom Weights, etc.

Source: Management representation

(Note: Images are for the graphical presentation only)

State wise Revenue

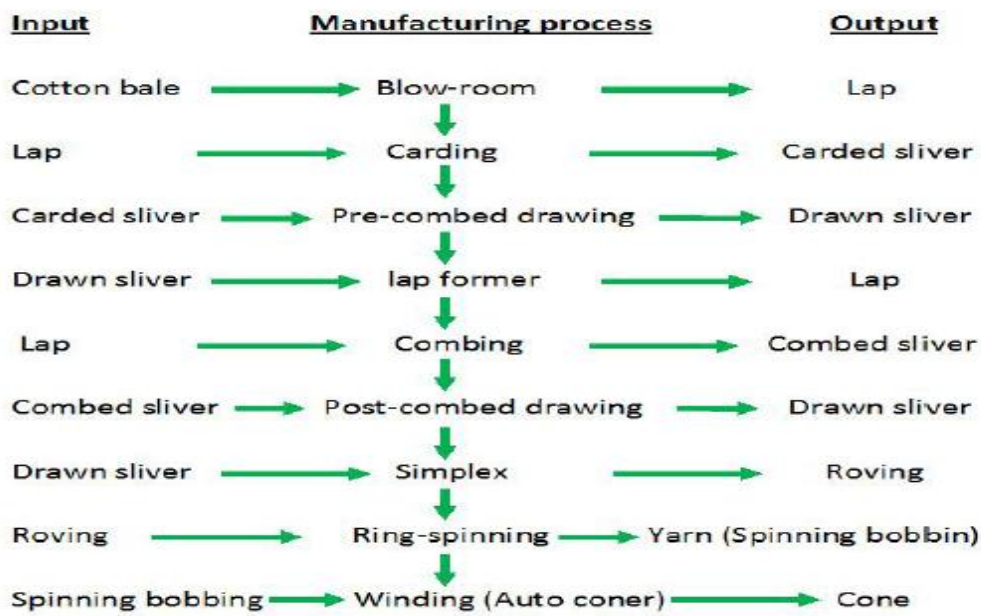
For the year ended March 31, 2017, and for the period ended September 30, 2017 our sales in Gujarat, Rajasthan, Maharashtra, Punjab and Union territories together contributed 97.62 % and 93.16 % respectively of our total revenue as mentioned below:

Sr. No.	States	For the year ended March 31, 2017 (Amount in Rs.)	For the period ended September 30, 2017 (Amount in Rs.)
6.	Gujarat	5806.81	2392.23
7.	Maharashtra	447.23	1100.43
8.	Punjab	726.55	262.07
9.	Rajasthan	552.00	170.22
10.	Union Territories	586.72	111.77

OUR BUSINESS PROCESS

We manufacture cotton yarn by using latest technology for which various processes/operations are described below.

This technology comprises of the following stages.



Blow room: This is the first process of cleaning the cotton. The raw cotton pressed in to the bales is in very compact form and contains a lot of agro impurities and foreign particles. In this process the cotton is opened up for further cleaning. There is homogeneous mixing of cotton. The opening itself liberates some heavy impurities which is sucked away in to waste collection bags. Cotton is further cleaned by beating and saw tooth type combing points

Carding: Carding opens and cleans the cotton further to fine web which then takes shape of sliver and collected in a can.

Drawing: 12 or 14 or 16 ends of card slivers are drawn together so that they are mixed and fed into the drawing machine. The output of this machine is a single sliver of homogenous mixing of 12 /14/ 16 card slivers. According to the required count of yarn the draft is provided in such slivers so that spinning is smooth. Drawing is done at two stages, the first one is called breaker drawing and the other is called finisher drawing.

Lap forming & Combing: After breaker drawing the sliver passes through lap former which prepares feed butt (Lap) for comber. These laps are fed into the combers. The fibers of each sliver are parallelized and short and immature fibers are removed. The out put is extra fine and clean slivers. This process ensures clean fabric without any dots of dust/ trash and immature fibers.

Roving: Drawn slivers are fed in to speed frames, which give suitable draft and spin. The out put of this machine is inter-yarn which is thick and has low twist. This stage facilitates further spinning.

Ring Spinning: Roving inter-yarn is fed into the ring frames wherein further draft and spin is provided so as to produce yarn of the required count. The out put of this machine is wound on bobbins. Slub attachment may be installed to get fancy yarns.

Winders: Ring bobbins contain small qty of yarn and the yarn is unchecked. Autowinders rewind such yarns and splices (joins) the ends of various bobbins to make a large yarn package.

Doubling: For bottom weight 2 /3 ply yarns are often required to enhance yarn properties in terms of strength and appearance. 2/3 threads of the output of winders is assembled and wound together on parallel winding machine. Such packages are then fed to Two – For – One (TFO) twisters. Here twist is imparted to the parallel wound yarns.

Inspection & Packing: Each package of yarn is inspected and packed. Random samples are tested in laboratory.

Computerised Panel: This computerized machine electronically checks the yarn very minutely and discards the yarns beyond the pre set range of parameters. This machine also ensures exact length of the yarn. Print out of various parameters of the yarn from each position can be taken from the machine.

PLANT AND MACHINERY

Our machineries are equipped with latest advanced technologies, online quality control system, auto doffing with link cover, bobbins transfer system, in-house R&D, HVJ, AFIS Uster, etc. This will ensure manufacturing of international quality of yarn.

The Plant & Machinery to be procured would include the following:

Sr. No.	Description/ Name of Machinery	Vendors	Unit (In. Nos)
1.	Blow room	Trutzschler India Pvt. Ltd.	1
2.	Card	Trutzschler India Pvt. Ltd.	11
3.	Breaker D/F	Rieter India Pvt. Ltd.	2
4.	Omegalap	Rieter India Pvt. Ltd.	1
5.	Comber	Rieter India Pvt. Ltd.	6
6.	Finisher D/F	Rieter India Pvt. Ltd.	4
7.	Speed Frame	Electrojet Amchinery Private Limited	4
8.	Ring Frame	Rieter India Pvt. Ltd.	8
9.	Ring Frame	Rieter India Pvt. Ltd.	4
10.	Winding (Link Coner)	Murata Machinery Limited	12
11.	Cleaners With SIRO/FD	Uster Technologies AG	Installed with each machine
12.	Yarn Conditioning Plant	Sieger Spintech Equipments Pvt. Ltd.	1
13.	Humidification	Draft Air India Pvt. Ltd.	1
14.	Lab Equipments	Uster Technologies AG	6

COLLABORATIONS

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

UTILITIES & INFRASTRUCTURE FACILITIES

Infrastructure Facilities

Our Registered Office and Manufacturing Unit are located at Rajkot and Kalavad in Jamnagar, Gujarat respectively and is well equipped with computer systems, internet connectivity, other communication equipment, security and other facilities, which are required for our business operations to function smoothly. It is equipped with requisite utilities and modern facilities including the following:

Water

Water is required only for drinking and sanitary purposes and adequate water sources are available. The requirements are fully met at the existing premises by the borewell.

Power

Our company does not require much power except the normal requirement in the office premise for lighting, systems etc. Adequate power is available. Our Company has obtained Power Tariff subsidy @ Rs. 1 per unit for established as new unit and engaged in Cotton Yarn Spinning activity.

Logistics

We deliver products to our customers through third party transport service providers.

CAPACITY AND CAPACITY UTILIZATION

Product Name	Installed	Actual			Projected		
		2014-15	2015-16	2016-17	2017-18	2018-19	2019-20
Cotton Yarn	4363	-	2278	4094.64	4100	4200	4300

EXPORT AND EXPORT OBLIGATIONS

As on date of this draft prospectus our Company does not have any export and export obligation.

RAW MATERIAL

The basic raw material required for the manufacture of cotton yarn is ginned cotton. The unit requires cotton yarn which is sourced from different suppliers.

HUMAN RESOURCE

We believe that our employees are key contributors to our busienss success. We focus on attracting and retaining the best posible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for our business.

As on the date of this Draft Prospectus, our manufacturing facilities has 134 employees who looks after our business operations, production and factory management. Apart from these employees, we also employ casual labour or temporary labour on need basis. Our manpower is a prudent mix of the experienced and youth which gives us the dual advantage of stability and growth. Our work processes and skilled/ semi-skilled/ unskilled resources together with our strong management team have enabled us to successfully implement our growth plans.Our Company is committed towards creating an organization that nurtures talent. We provide our employees an open atmosphere with a continuous learning platform that recognizes meritorious performance. We believe that our employees are key contributors to our business success. We focus on attracting and retaining the best possible talent. Our Company employs both skilled and semi skilled workers.

MARKETING STRATEGY

We market our product in domestic as well as overseas market. Our company has always focused on meeting the requirement of our clients in the most efficient way by offering them quality

products, reasonable price, just in time delivery. We support our marketing efforts by maintaining regular contacts and meetings. We also participate in exhibition and fairs being conducted at various location.Our success lies in the strength of our relationship with our customers who have been associated with our Company. Our principle markets in India includes the state of Gujarat, Maharashra, Punjab , Union Territories and Rajasthan.

COMPETITION

We face the competition in our business from other existing traders and manufacturer of Cotton Yarn. Many of our competitors have substantially large capital base and resources than we do and offer broader range products. We believe that the principal factors affecting competition in our business include customer relationships, reputation, the abilities of employees, market focus and the relative quality and price of the products. We strive to reduce our cost of production and improve our product offerings, our advertising communications and our operating efficiencies, to remain competitive.

END USERS

Our end users are B2B consumers like textile manufacturing Companies.

OUR PROPERTIES

The following table sets forth the location and other details of the leasehold properties of our Company:

- Land and Properties owned by the Company.

Sr.No	Description of Property	Name of Buyer	Document date	Purpose
1.	Survey No.100 /1 plot no. 1, Village: Haripar, Taluka Kalavad, District- Jamnagar -361112, Gujarat	Mansukhbhai bhikabhai Lunagaria	May 19, 2014	Manufacturing unit

- Land and Properties taken on lease by Company.

Sr. No	Description of Property	Name of Lessor	Document date	Purpose
1.	Shivalik-2, Shop No.6, Nr. Pushkardham Temple, University Road, Rajkot – 360005, Gujarat, India	Prafulaben Dudhagara	January 1, 2018	Registered Office

INTELLECTUAL PROPERTY

Our Company has applied for following trademarks:-

S. No.	Logo	Date of Application	Application No.	Class	Status

S. No.	Logo	Date of Application	Application No.	Class	Status
1.	Angel Fibers Ltd.	19/12/2017	3705789	23	Send To Vienna Codification

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 150 of this Draft Prospectus.

INSURANCE

Our insurance policies are subject to customary exclusions and deductibles. We believe that our insurance coverage is adequate for our business needs and operations. We will continue to review our policies to ensure adequate insurance coverage maintained. We maintain insurance policies in respect of our operations. These policies insure our assets against standard fire and special peril, earthquake, etc.

KEY INDUSTRY REGULATIONS AND POLICIES

Environmental Legislations

The Environment (Protection) Act, 1986 as amended, ("Environment Protection Act"), the Water (Prevention and Control of Pollution) Act, 1974, as amended, ("Water Act") and the Air (Prevention and Control of Pollution) Act, 1981, ("Air Act") provide for the prevention, control and abatement of pollution. Pollution control boards have been constituted in all states in India to exercise the powers and perform the functions provided for under these statutes for the purpose of preventing and controlling pollution. Companies are required to obtain consents of the relevant state pollution control boards for emissions and discharge of effluents into the environment. The Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008 as amended, ("Hazardous Wastes Rules") impose an obligation on every occupier of an establishment generating hazardous waste to recycle or reprocess or reuse such wastes in a registered recycler or to dispose of such hazardous wastes in an authorized disposal facility. Every person engaged, inter alia, in the generation, processing, treatment, package, storage and destruction of hazardous waste is required to obtain an authorization from the relevant state pollution control board for collecting, recycling, reprocessing, disposing, storing and treating the hazardous waste.

The Environmental Impact Assessment Notification dated September 14, 2006 read with notifications dated October 11, 2007, December 1, 2009, April 4, 2011 and January 25, 2012, issued under the Environment Protection Act and the Environment (Protection) Rules, 1986, requires prior environmental clearance of the Ministry of Environment and Forests, GoI and at state level, of the state environment impact assessment authority, if any new project (specified in the notification) is proposed to be undertaken or for expansion and modernization of existing projects beyond certain specified threshold limits. The environment clearance (for commencement of the production operations) is valid for the time period prescribed in the notification.

The Public Liability Insurance Act, 1991 (the "**Public Liability Act**") imposes liability on the owner or controller of hazardous substances for death or injury to any person (other than a workman) or any damage to property arising out of an accident involving such hazardous substances. A list of hazardous substances covered by the legislation has been enumerated by the Government by way of a notification. The owner or handler is also required to obtain an insurance policy insuring him against liability under the legislation. The Public Liability Insurance Rules, 1991 mandate that the owner has to contribute towards the environment relief fund, a sum equal to the premium paid on the insurance policies. The amount is payable to the insurer.

Industry-Specific Regulations

National Textile Policy – 2000 ("NTxP – 2000")

The NTP 2000 aims at facilitating the growth of the textile industry to attain and sustain a pre-eminent global standing in the manufacture and export of clothing. This objective is sought to be achieved by liberalizing controls and regulations so that the different segments of the textile industry are enabled to perform in a greater competitive environment. One of the key focus areas of the NTP 2000 is on the implementation, in a time bound manner, of the Technology Upgradation Fund Scheme ("TUFS") covering all manufacturing segments of the industry, seeking to build world class state of the art manufacturing capabilities in conformity with environmental standards. Additionally, certain sector specific initiatives envisaged under the NTP 2000 include raw materials, clothing, exports, and knitting. The GoI constituted an expert level committee in December 2013 to review the NTP 2000 and to formulate a new textile policy to address concerns of adequate skilled work force, labour reforms, attracting investments in the textile sector and for providing a future road map for the textile and clothing industry.

The Government of India, in July 2014, submitted a draft of a new national textile policy, the Vision, Strategy and Action Plan for Indian Textile and Apparel Sector (2024) ("Draft NTP") with the objective of achieving US$300.0 billion exports and 20% share of the global trade in the textile sector by 2024-25. However, they said the Draft NTP is not yet notified.

Amended Technology Up-Gradation Fund Scheme (ATUFS)

Ministry of Textiles, Government of India has notified Amended Technology Up gradation Fund Scheme by way of a notification dated January 13, 2016. In order to promote ease of doing business, promote make in India and increase the employment, government will be providing credit linked Capital Investment Subsidy (CIS) under the ATUFS. The scheme would facilitate augmenting of investment, productivity, quality, employment and exports. It will also increase investment in textile industry (using benchmarked technology). Entities registered as Companies which have acknowledgment of Industrial Entrepreneur Memorandum (IEM) with DIPP except MSMEs units which will be as per ministry of MSME or units registered with the concerned Directorates of the State Government showing clearly the activity for which the unit is registered, will only be eligible to get benefits under the scheme. Only benchmarked machinery as specified will be eligible for the subsidy under the scheme. The maximum subsidy for overall investment by an individual entity under ATUFS will be restricted to Rs.30 Crore.

Gujarat Textile Policy, 2012

India is the second largest producer of cotton after China in the world. Similarly Gujarat is one of the largest grower of cotton in the Country and hence present very large scope of developing the whole Textile Value chain from Farm to Fiber to Fabrics to Fashion to Foreign. The State possesses a strong industrial base and pool of resources to serve the entire value chain of Textile Industry.

Keeping in view the above scenario, The State Government had introduced the Gujarat Textile Policy, 2012 with the integrated approach to strengthen the entire Textile Value Chain. The Textile Policy, 2012 is a great success and is very effective in terms of bringing in huge amount of investment as well as generating big number of employment especially in Rural Areas. Major benefits under the policy are as follows:

- Starting cotton spinning and weaving parks around cotton growing areas;
- Interest subsidy for value-addition chain from ginning to spinning, weaving, processing, garment manufacturing and technology up-gradation;
- Refund of VAT on expansion of existing and new units in spinning and readymade garments;
- Power tariff concession for new cotton spinning and weaving units;
- Financial assistance to skill development centres for textile industry;
- Financial assistance for technology acquisition for value chain; and
- Support for energy and water conservation and environmental compliance.

The Gujarat Textile Policy was supposed to be end on 04.09.2017 but the State Government has reviewed the impact of Gujarat Textile Policy and extended the Policy for further one year effective from 04.09.2017 to 03.09.2018 pursuant to the Resolution no. TEX/102012/65117/T dated 04.09.2017.

Textile Committee Act, 1963 (the "Committee")

The functions of the Committee shall generally be to ensure by such measures, as it thinks fit, standard qualities of textiles both for internal marketing and export purposes and the manufacture and use of standard type of textile machinery. The Committee may undertake, assist and encourage, scientific, technological and economic research in textile industry and textile machinery; promote export of textiles and textile machinery; establish or adopt or recognize standard specifications for textiles and packing materials used in the packing of textiles or textile machinery, export and for

internal consumption and affix suitable marks on such standardized varieties of textiles and packing materials.

Textile (Development and Regulation) Order, 2001("Textile Order)

The Textile Order was brought into force by the Central Government under section 3 of the Essential Commodities Act, 1995 and repealed the Textile (Development and Regulation) Order, 1993. Under the Textile Order every manufacturer of Textiles, Textile machinery and every person dealing with textiles shall keep books of accounts, data and other records relating to his business in the matter of production, processing, import, export, supply, distribution, sale, consumption, etc. and shall furnish such returns or information in respect of their business as and when directed by the Textile Commissioner.

Cotton Control Order, 1986 ("Cotton Order")

The Cotton Order may specify the maximum quantity of cotton which a manufacturer may have in his possession at any time. The Textile Commissioner may with a view to securing compliance with this Order require any manufacturer to give any information with respect to quantities and varieties of cotton held in his possession, inspect or cause to be inspected any book or other document belonging to the manufacturer; enter and search or authorise any person to enter and search any premises and seize or authorise any person to seize any article in respect of which he has reason to believe that a contravention of this order has been committed and any other article in the premises which he has reason to believe has been or is intended to be used in connection with such contravention.

Employment & Labour Related Laws

The Factories Act, 1948

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

The Factories Act provides that the 'occupier' of a factory (defined as the person who has ultimate control over the affairs of the factory and in the case of a company, any one of the directors) shall ensure the health, safety and welfare of all workers while they are at work in the factory, especially in respect of safety and proper maintenance of the factory such that it does not pose health risks, the safe use, handling, storage and transport of factory articles and substances, provision of adequate instruction, training and supervision to ensure workers' health and safety, cleanliness and safe working conditions. If there is a contravention of any of the provisions of the Factories Act or the rules framed thereunder, the occupier and manager of the factory may be punished with imprisonment or with a fine or with both.

The Gujarat Factories Rules, 1963

The Gujarat Factories Rules, 1963 (the "Rules") seek to regulate labour employed in factories in the State of Gujarat and makes provisions for the safety, health and welfare of the workers. The Rules also mandate maintenance of certain statutory registers in the factory.

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, as amended, ("**Wages Act**") is aimed at regulating the payment of wages to certain classes of persons employed in certain specified industries and to ensure a speedy and effective remedy for them against illegal deductions or unjustified delay caused in paying wages to them. It contains provisions in relation to, *inter alia*, the responsibility for payment of wages, fixing of wage periods, time of payment of wages, and maintenance of registers and records. It applies to the persons employed in a factory, industrial or other establishment or in railway, either directly or indirectly, through a sub-contractor. Further, the Wages Act is applicable to employees drawing wages up to Rs.18,000 per month. The Government of India is responsible for enforcement of the Act in railways, mines, oilfields and air transport services, while the State Governments are responsible for it in factories and other industrial establishments.

Minimum Wages Act, 1948

The Minimum Wages Act, 1948, as amended ("**Minimum Wages Act**") provides for the fixing of minimum rates of wages payable to employees employed in a scheduled employment as specified therein, including employment on the construction or maintenance of roads or in building operations.

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.

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

Maternity Benefit Act, 1961, as amended, ("**Maternity Benefit Act**") is aimed at regulating the employment of women in certain establishments for certain periods before and after child birth and for providing for maternity benefit and certain other benefits. It applies to every establishment being a factory, mine or plantation including any such establishment belonging to government and to every establishment wherein persons are employed for the exhibition of equestrian, acrobatic and other performances. It also applies to every shop or establishment wherein ten or more persons are employed or were employed on any day of the preceding twelve months. According to the Maternity Benefit Act, every woman is entitled to, and her employer is liable for, the payment of maternity benefit at the rate of the average daily wage for the period of her actual absence, including the period immediately preceding the day of her delivery, the actual day of her delivery and any period immediately following that day.

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 Child Labour (Prohibition & Regulation) Act, 1986

The Child Labour (Prohibition & Regulation) Act, 1986, as amended, ("**Child Labour Act**") was enacted to prohibit the engagement of children below the age of fourteen years in certain specified occupations and processes and to regulate their conditions of work in certain other employments. The list of such occupations and processes is progressively being expanded on the recommendation of Child Labour Technical Advisory Committee constituted under the Act. No child shall be required or permitted to work in any establishment in excess of such number of hours, as may be prescribed for such establishment or class of establishments. Every child employed in an establishment shall be allowed in each week, a holiday of one whole day, which day shall be specified by the occupier in a notice permanently exhibited in a conspicuous place in the

establishment and the day so specified shall not be altered by the occupier more than once in three months.

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).

Laws relating to Specific State where establishment is situated

The Gujarat Shops and Establishments act of 1948

The Gujarat Shops and Establishments act of 1948, takes a holistic approach while dealing with Shops and Establishments, it takes into consideration of every situation wherein the employer is placed, thus accordingly designing the provisions for him/her to smoothly run his/her establishment. It also takes into its view sight the conditions of the employees and it makes an attempt to safeguard their rights. Thus all in all the Gujarat Shops and Establishments act is a very balanced legislation that takes into consideration the rights and conditions of both the employer and the employee.

The Gujarat State Tax on Professions, Traders, Callings and Employments Rules, 1976

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 Gujarat promulgated this law to structure and formulate the respective professional tax criteria and to collect funds through professional tax. The professional tax is charged on the income of individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. 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 this Act (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.

Pursuant to Notification No. (GHN-10)PFT-2008-S.3(2)(3)-TH, issued by the Finance Department of Sachivalaya, Gandhinagar, dated 01.04.2008, the Government of Gujarat have specified the rates in column 3, 4 and 5 of the schedule of the Act, as minimum rates which shall be levied by the respective Designated Authorities for the class of person specified in column 2 of schedule of the Act.

The Gujarat Labour Welfare Fund Act, 1953

The Gujarat Labour Welfare Fund Act, 1953 ("GLWFA") provide for the constitution of a fund for the financing of activities to promote welfare of labour in the state of Gujarat and for the establishment of Board for conducting such activities and for matters connected therewith.

General Laws

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 Negotiable Instruments Act, 1881 ("NI Act")

In India, the laws governing monetary instruments such as cheques are contained in the **"NI Act"**, which is largely a codification of the English Law on the subject. To ensure prompt remedy against defaulters and to ensure credibility of the holders of the negotiable instrument a criminal remedy of penalty was inserted in Negotiable Instruments Act, 1881 in form of the Banking, Public Financial Institutions and Negotiable Instruments Laws (Amendment), 1988 which were further modified by

the Negotiable Instruments (Amendment and Miscellaneous Provisions) Act, 2002. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honoured by their bankers and returned unpaid. Section 138 of the Act, creates statutory offence in the matter of dishonour of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker which is punishable with imprisonment for a term which may extend to two year, and with fine which may extend to twice the amount of the cheque, or with both.

The Trade Marks Act, 1999

Indian trademark law permits the registration of trademarks for goods and services. The Trade Marks Act, 1999 ("**Trademark Act**") governs the statutory protection of trademarks and for the prevention of the use of fraudulent marks in India. An application for trademark registration may be made by individual or joint applicants and can be made on the basis of either use or intention to use a trademark in the future. Once granted, trademark registration is valid for ten years, unless cancelled. If not renewed after ten years, the mark lapses and the registration has to be restored. The Trademark (Amendment) Act, 2010 has been enacted by the government to amend the Trademark Act to enable Indian nationals as well as foreign nationals to secure simultaneous protection of trademark in other countries. It also seeks to simplify the law relating to transfer of ownership of trademarks by assignment or transmission and to align the law with international practice.

The Patents Act, 1970

The Patents Act, 1970 ("**Patents Act**") governs the patent regime in India. Being a signatory to the Agreement on Trade Related Aspects of Intellectual Property Rights, India is required to recognise product patents as well as process patents. In addition to broad requirement that an invention satisfy the requirements of novelty, utility and non-obviousness in order for it to avail patent protection, the Patents Act further provides that patent protection may not be granted to certain specified types of inventions and materials even if they satisfy the above criteria. The Patents Act prohibits any person resident in India from applying for patent for an invention outside India without making an application for the invention in India. The term of a patent granted under the Patents Act is for a period of twenty years from the date of filing of the application for the patent.

The Copyright Act, 1957

The Copyright Act, 1957 ("**Copyright Act**") governs copyright protection in India. Under the Copyright Act, a copyright may subsist in original literary, dramatic, musical or artistic works, cinematograph films, and sound recordings. While copyright registration is not a prerequisite for acquiring or enforcing a copyright in an otherwise copyrightable work, registration constitutes *prima facie* evidence of the particulars entered therein and may expedite infringement proceedings. Once registered, copyright protection of a work lasts for a period of sixty years from the demise of the author. Reproduction of a copyrighted work for sale or hire, issuing of copies to the public, performance or exhibition in public, making a translation of the work, making an adaptation of the work and making a cinematograph film of the work without consent of the owner of the copyright are all acts which amounts to an infringement of copyright.

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. The IT Act provides for taxation of person resident in India on global income and person not resident in India on income received, accruing or arising in India or deemed

to have been received, accrued or arising in India. Every Company assessable to income tax under IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Fringe Benefit Tax, Advance Tax, Minimum Alternative Tax and like. Every such Company is also required to file its Return by September 30 of each assessment year

Goods & Service Tax ("GST")

Gujrat 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.

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, 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

Corporate profile and Brief History of our Company

Our Company was originally incorporated in the name and style of as "**Angel Fibers Private Limited"** at Rajkot on February 14, 2014 as a private limited company under the Companies Act, 1956 with the Registrar of Companies, Gujarat, Dadra and Nagar Havelli, bearing Corporate Identification Number U29307GJ2010PTC061759. Subsequently our Company was converted to public limited Company pursuant to shareholders resolution passed at the Extra-ordinary General Meeting held on December 7, 2017 and the name of our Company was changed to '**Angel Fibers Limited'**. A fresh certificate of incorporation consequent upon conversion to public limited Company was issued by the Registrar of Companies, Gujarat, Ahmedabad, on December 11, 2017 bearing Corporate Identification Number U29307GJ2010PLC061759. The Promoters of our Company are Prafulaben Dudhagara and Ashok Dudhagara. Bakulesh Jani, and Ashok Dudhagara were the initial subscribers to the Memorandum of Association of our Company. Prafulaben Dudhagara acquired 5,00,000 equity shares on January 1, 2015.

Incorporated in 2014, we are primarily affianced in the business of spinning of cotton yarn . We also trade in cotton waste which is by-product of our manufactured product. The manufacturing facility of our Company is situated at Kalavad in Jamanagar district of Gujarat state which is close to the cotton growing areas of Maharashtra and Saurashtra (region) of Gujarat. The company has established a capacity of the spindlage of total 19584 spindles having installed capacity of 4363MT per annum to manufacture cotton yarn viz.,30s Ne Combed and 40s Compact variety of the Ginning and Spinning unit used to make products like bed sheets, socks, knitted fabrics, etc. and 40s Ne Compact Combed yarn used to make Shirtings, Sheeting, Bottom Weights, etc. By setting up of the Ginning and Spinning unit our Company has entered into a forward integration of the textile industry to cope up with the changes in the fashion consciousness, development in the cotton textile sector and synchronizing with the initiatives provided by the Central and the State Government. Our plant is equipped with modern and automatic plant and machinery. Technology is a crucial aspect of the cotton yarn industry. Our technical team in spinning is well equipped with modern spinning technology and processing techniques by virtue of which we are able to ensure quality yarn.

For information on our Company's profile, activities, market, products, etc., market of each segment, capacity built-up, exports and profits due to foreign operations together with country wise analysis, standing of our Company in comparison with prominent competitors, with reference to its products, management, managerial competence, technology, market, major suppliers and customers, environmental issues, geographical segment, etc. wherever applicable, please refer to chapters titled *"Our Business", "Financial Statements as Restated", "Management's Discussion and Analysis of Financial Condition and Results of Operation", "Government and Other Statutory Approvals"* beginning on page 94, 133, 134 and 150 respectively.

Changes in our Registered Office:

There is no change in the registered office of the Company as on date of filing of this draft prospectus .Since Incorporation our Registered Office is located at Shivalik-2, Shop no. 6, Nr. Pushkardham Temple, University Road, Rajkot- 360005, Gujarat, Ahmedabad.

Main Objects of our Company:

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

To carry on in India or elsewhere the business of manufacturing, ginning, pressing, washing,Dyeing, spinning, weaving, texturing, bleaching, finishing, printing, embroidering, blending,

Sorting,stretching, drying, buying, selling, trading, importing, exporting, transporting, Storing, fabricating and to act as agent, broker, jobworker, liasioner and distributor or Otherwise dealing in all types of textile goods, fabrics, cloths, yarns and things necessary for the attainment of the foregoing object. 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
October 16, 2014	Authorised share capital of our Company was increased from Rs.10,00,000 consisting of 1,00,000 Equity Shares of Rs.10.00 each to Rs. 7,00,00,000 consisting of 70,00,000 Equity shares of Rs.10.00 each.
November 13, 2014	Authorised share capital of our Company was increased from Rs. 7,00,00,000 consisting of 70,00,000 Equity shares of Rs.10.00 each to Rs. 25,00,00,000 consisting of 2,50,00,000 Equity shares of Rs.10.00 each.
December 7, 2017	Change in the name of our Company from "***Angel Fibers Private Limited"*** to '"***Angel Fibers Limited"*** pursuant to the conversion from Private Limited to Public Limited Company

Major Events and Milestones

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

Calendar Year	Event
2014	Incorporation of our Company
2015	Commencement of our Commercial production
2017	Conversion of Private Limited Company to Public Limited Company

Revaluation of Assets

Our Company has not revalued its assets since its incorporation as on date of filing of this Draft Prospectus.

Capital raising activities through equity or debt

For details in relation to our capital raising activities through equity and debt, please refer to the chapters titled "*Financial Statements as Restated"* and "*Capital Structure*" beginning on page 133 and 61 , respectively, of this Draft Prospectus

Injunctions or restraining order against our Company

There are no injunctions or restraining orders against our Company.

Guarantees provided by our Promoters

Our Promoters have not given any guarantees to third parties that are outstanding as on the date of filing of this Draft Prospectus other than mentioned in "*Financial Indebtedness*" on page 142 of this Draft 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 or control of the Company 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 142 of this Draft Prospectus. Further, none of our loans have been rescheduled or been converted into Equity Shares.

Conversion of Loans Into Equity Shares

There has been no incident of conversion of loans availed from financial institutions and banks into Equity Shares as on the date of this Draft Prospectus.

Lockouts and strikes

There have been no lockouts or strikes at any of the units of our Company.

Time and cost over runs

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

There are no mergers, amalgamation, etc. with respect to our Company and we have not acquired any business/undertakings till date.

Holding and Subsidiary of our Company

Our Company has neither holding nor subsidiary Company as on date of filing of this Draft Prospectus.

Collaboration Agreements and Shareholders' Agreements

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

Strategic and Financial Partners

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

Number of Shareholders

Our Company has 9 shareholders on date of this Draft Prospectus.

OUR MANAGEMENT

Our Articles of Association requires us to have not less than 3 Directors and not more than 15 Directors. As on the date of this Draft Prospectus we have 5 Directors on our Board, comprising of one Managing Director, One Executive Director and two Independent Directors and one Non Executive Director.

The following table sets forth details regarding our Board of Directors as on the date of this draft **prospectus:**

Sr. No.	Name, Designation, Term, DIN and Nationality	Date of appointment	Other Directorships
1.	**Ashok M. Dudhagara** **Age-**43 years **Designation:** Chairman & Managing Director **Occupation:** Business **Term:** Designated as Managing Director for a period of three years w.e.f. December 28, 2017, subject to retire by rotation **PAN:** ABQPD8014N. **DIN:** 06604661. **Nationality:** Indian. **Address-** A-88 Aalap Avenue, Opp. Royal Hall. University Road. Rajkot 360005, Gujarat, India.	On incorporation	Super Spintex Private Limited.
2.	**Prafulaben A. Dudhagara** **Age-**42 years **Designation:** Executive Director **Occupation:** Business **Term:** Liable to retire by rotation. **PAN:** ALVPD2533P. **DIN:** 07965907. **Nationality:** Indian. **Address-** A-88 Aalap Avenue, Opp. Royal Hall. University Road. Rajkot 360005, Gujarat, India.	October 24, 2017	Nil
3.	**Nirav Baldha** **Age-**29 years **Designation:** Independent Director **Occupation:** Business **Term:** Appointed as Independent Director w.e.f. December 14, 2017 for 5 years. **PAN:** ASBPB4112B. **DIN:** 07872780. **Nationality:** Indian. **Address-** Block No. 5, Kailash Park-1, Near Green City, Near Swaminarayan Gurukul, Mavdi Rajkot: 360004 Gujarat, India	December 14, 2017	Taxation House Private Limited.
4.	**Ketanbhai Vadaliya** **Age-**43 years	January 2, 2018	Nil

	Designation: Independent Director **Occupation:** Business **Term:** Appointed as Independent Director w.e.f. January 2, 2018 for 5 years. **PAN:** ADHPV8321M **DIN:** 08041695 **Nationality:** Indian. **Address-** Flat No.204, Sarita Appartment University Road, Opp Aalap Avenue, Rajkot, Gujarat, India-360005		
5.	**Ankur Bakulesh Jani** **Age-**22 years **Designation:** Non Executive Director **Occupation:** Business **Term:** Appointed as Non Executive Director w.e.f. November 29, 2017 subject to retire by rotation. **PAN:** AYAPJ8250F. **DIN:** 08005274. **Nationality:** Indian **Address-** A-34, Aalap Avenue, University Road, Nr. Pushkardham, Rajkot 360005, Gujarat, India.	November 29, 2017	Nil

Brief Profile of Our Directors:

Ashok M. Dudhagara aged 43 years, is the Promoter, Chairman and Managing Director of our company. He has been the Director of the Company since incorporation and is also one of the subscribers of Memorandum of Association of our Company. He holds a Bachelor's Degree in Science specialising in Chemistry from Saurashtra University. He has been designated as Managing Director w.e.f December 28, 2017. He completed B.Sc. in chemistry and has experience of over 15 years in different spectrum of industries. He ventured his own cotton ginning and pressing unit namely Akshar Cotton Industries in Kalavad as a partner in the year 2011 before incorporating Angel Fiber Limited. He looks after purchase, sales, manufacture, finance and administrative unit of the Company.

Prafulaben A. Dudhagara aged 41 years, is the Promoter and Executive Director of our company. She completed master of Art from Saurashtra University specializing in Home Science. She looks after the Human resource department of our Company.

Nirav Bhupatbhai Baldha aged 29 years, is the Non Executive and Independent Director of our company. He holds a Bachelor's Degree in Commerce and has passed the examination in the First Class with distinction.

Ketanbhai R. Vadaliya aged 43 years, is the Non Executive and Independent Director of our company. He holds a Diploma degree in the field of Mechanical Engineering. He joined the Board on January 2, 2018.

Ankur Bakulesh Jani aged 22 years, is the Non Executive Director of our company. He joined the Board on November 29, 2017.He holds Diploma certification in the field of Mechanical Engineering.

Further Confirmations:

As on the date of this Draft Prospectus:

1. Except as stated below; none of the Directors of the company are related to each other as per Section 2(77) of the Companies Act, 2013.
    - Ashok Mavjibhai Dudhagara and Prafulaben A. Dudhagara: Spouse.
2. There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the Directors were selected as Directors.
3. There is no service related contracts entered into by the Directors with our Company providing for benefits upon termination of employment.
4. None of the Directors is categorized as willful defaulter on the RBI List as on date.
5. None of the 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.
6. None of the directors is or was a director of any listed company which has been delisted from any stock exchange during the term of their directorship in such company.
7. 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.
8. 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 any person either to induce him to become or to help him qualify as a Director, or otherwise for services rendered by him of by the firm or company in which he is interested, in connection with the promotion or formation of our company.
9. None of our Directors is or was a director of any company; who has or have, made an application to the relevant Registrar of Companies (In India), for striking off its name.

Compensation of our Directors

Set forth below is the remuneration paid by our company to our Directors in the last financial year ended March 31, 2017.

S.N.	Name of Director	Remuneration paid in Financial Year 2017 (Rs in lakhs)
1.	Ashok M. Dudhagara	Nil

Prafulaben A. Dudhagara was appointed in this financial year hence she was not paid any remuneration for the last financial year.

Terms and Conditions of employment of our Managing Director

Ashok M. Dudhagara

Ashok M. Dudhagara has been a Director of our company since incorporation and has been appointed as Managing Director of our company from December 28, 2017 subject to approval of the shareholders of the company in the Annual General Meeting of the company. The significant terms of his employment are as under:

Salary	Upto 1,00,000/- per month.
Term of Appointment	3 years, liable to retire by rotation

Perquisites	***Provident fund and superannuation*:** A. Company's contribution towards provident fund as per rules of the company, but not exceeding 12% of salary and Company's contribution towards superannuation fund which shall not, together with the Company's contribution to provident fund, exceed 12%. B. Gratuity payable at the rate of half month's salary for each completed year of service with a service of six months or more being treated as a full year. C. Encashment of leave at the end of tenure. **Other perquisites as provided below:** *I. Car with driver*: The Managing Director will be provided with a car and driver for use on Company's business. Use of car for private purpose will be billed by the Company. *II.* The Company shall reimburse actual entertainment and travelling expenses incurred by the Managing Director in connection with the Company's business.

Sitting Fees

Non-executive and Independent Directors of the company may be paid sitting fees, commission and any other amounts as may be determined by our Board in accordance with the provisions of the Articles of Association, the Companies Act 2013 and any other applicable laws and regulations.

Shareholding of Directors in Our Company

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

Name of Director	Number of Equity Shares Held (Pre- Offer)	Percentage of Capital (Pre-Offer)
Ashok M. Dudhagara	1,70,12,320	68.05%
Prafulaben A. Dudhagara	38,54,360	15.42%
Ankur Bakulesh Jani	4,99,320	2.00%

Interest of Our Directors

Our 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 attending meetings of the Board of Directors or 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 or trustees, pursuant to the offer. 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 Equity Shares.

Our Promoter Director Ashok Dudhagara and Prafulaben Dudhagara may be interested to the extent our company is promoted by them and are subscriber to the Memorandum of Association of our company on its incorporation.

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 acquisition of nay land, construction

of building and supply of machinery etc., however the registered office of our Company is on rent from one of Promoter Prafulaben Dudhagara.

Further, our Director may be directors on the Board, or are members, 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". Other than as stated above and except as stated in the chapters "Financial Statements" and in "Our Promoters and Promoter Group" on pages 133 and 126 respectively of this prospectus, our directors do not have any other interest in the business of our company.

Shareholding of Directors in Subsidiaries and Associate Companies

Our Company does not have any associate or subsidiary company as on date of filing of this Draft Prospectus.

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

Except as disclosed in this draft 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 last Three Years

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

Name of Director	Date of Appointment	Date of Cessation	Change in Designation	Reason
Ashok M. Dudhagara	14-02-2014	-	28-12-2017	Appointment
Bakulesh Jani	14-02-2014	25-11-2017	-	Resignation
Parsmotam C Dudhagara	05-05-2014	25-11-2017	-	Resignation
Ankur Bakulesh Jani	29-11-2017	-	-	Appointment
JaydipKumar Ramnikbhai Dobariya	05-05-2014	02-12-2017	-	Resignation
Kantilal Gopalbhai Savalia	05-05-2014	02-12-2017	-	Resignation
Prafulaben A. Dudhagara	24-10-2017	-	-	Appointment
Hareshbhai Punabhai Bodar	14-12-2017	01-01-2018	-	Resignation
Nirav Bhupatbhai Baldha	14-12-2017	-	03-01-2018	Appointment
Ketanbhai R. Vadaliya	02-01-2018	-	03-01-2018	Appointment

Borrowing Powers of our Board

Our Articles of Association, subject to applicable law, authorize our Board to raise or borrow 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 January 3, 2018, 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 monies, if any, already borrowed by the company (apart from the 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 Rs 125.00

Crores 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 SEBI Listing Regulations will be applicable to our Company immediately upon the listing of our Equity Shares with BSE. Our Company undertakes to take all necessary steps to continue to comply with all the requirements of Chapter IV of the SEBI Listing Regulations as may be applicable. Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting. We have complied with the requirements of the applicable regulations, including Regulations, in respect of corporate governance including constitution of the Board and Committees thereof. The corporate governance framework is based on an effective independent Board, the Board‘s supervisory role from the executive management team and constitution of the Board Committees, as required under law.

The Board functions either as a full Board or through various committees constituted to oversee specific operational areas.

Currently the constitution of our Board is in compliance with the requirements of section 149 of the Companies Act, 2013.

Committees of Our Board

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

1 Audit Committee

Our Audit committee was constituted pursuant to a resolution of our Board dated January 4, 2018. The Audit Committee comprises:

Name of Director	Status in Committee	Nature of Directorship
Nirav Bhupatbhai Baldha	Chairman	Non Executive & Independent Director
Ketanbhai R. Vadaliya	Member	Non Executive & Independent Director
Ankur Bakulesh Jani	Member	Executive Director

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

Set forth below are the scope, function and the terms of reference of our Audit Committee, in accordance with Section 177 of the Companies Act, 2013.

A. Powers of Audit Committee

The Audit Committee shall have powers, including the following:

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

B. Role of Audit Committee

The role of Audit Committee shall include the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:

i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;

ii. Changes, if any, in accounting policies and practices and reasons for the same;

iii. Major accounting entries involving estimates based on the exercise of judgment by management;

iv. Significant adjustments made in the financial statements arising out of audit findings;

v. Compliance with listing and other legal requirements relating to financial statements;

vi. Disclosure of any related party transactions;

vii. Qualifications in the draft audit report.

5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval.
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, right issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/Draft Prospectus/ Prospectus /notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Review and monitor the auditor‘s independence, performance and effectiveness of audit process
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems
13. 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.
14. Discussion with internal auditors any significant findings and follow up there on.
15. 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.

As required under Companies Act,213, the Audit Committee shall meet at least four times in a year, and not more than four months shall elapse between the two meetings. The quorum shall be two members present, or one-third of the members, whichever is greater, provided that there should be minimum of two independent members present.

2 Stakeholder's Relationship Committee

The Stakeholder's Relationship Committee was constituted by a resolution of our Board dated January 4, 2018 The Stakeholder's Relationship Committee comprises:

Name of Director	Status in Committee	Nature of Directorship
Nirav Bhupatbhai Baldha	Chairman	Non Executive & Independent Director
Ketanbhai R. Vadaliya	Member	Non Executive & Independent Director
Ankur Bakulesh Jani	Member	Executive Director

The Company Secretary of the company shall act as the secretary of the Stakeholder's Relationship Committee.

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

1. Redressal of shareholder's/investor's complaints;

2. Reviewing on a periodic basis the approval/refusal of transfer or transmission of shares, debentures or any other securities;

3. Issue of duplicate certificates and new certificates on split/consolidation/renewal;

4. Allotment and listing of shares;

5. Reference to statutory and regulatory authorities regarding investor grievances; and

6. To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;

7. Any other power specifically assigned by the Board of Directors of the Company.

The quorum necessary for a meeting of the Stakeholders Relationship Committee shall be 2 members or one third of the members, whichever is greater.

3 Nomination and Remuneration Committee

The Nomination and Remuneration Committee was constituted by our Board dated January 4, 2018 The scope and functions of the Nomination and Remuneration Committee is in accordance with the Section 178 of the Companies Act 2013. The composition of Nomination and Remuneration Committee is as under:

Name of Director	Status in Committee	Nature of Directorship
Nirav Bhupatbhai Baldha	Chairman	Non Executive & Independent Director
Ketanbhai R. Vadaliya	Member	Non Executive & Independent Director
Ankur Bakulesh Jani	Member	Executive Director

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

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

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

2. Formulation of criteria for evaluation of Independent Directors and the Board;

3. Devising a policy on Board diversity;

4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every director‘s performance;

5. Determining, reviewing and recommending to the Board, the remuneration of the Company‘s Managing/ Joint Managing / Deputy Managing / Whole time / Executive Director(s), including all elements of remuneration package;

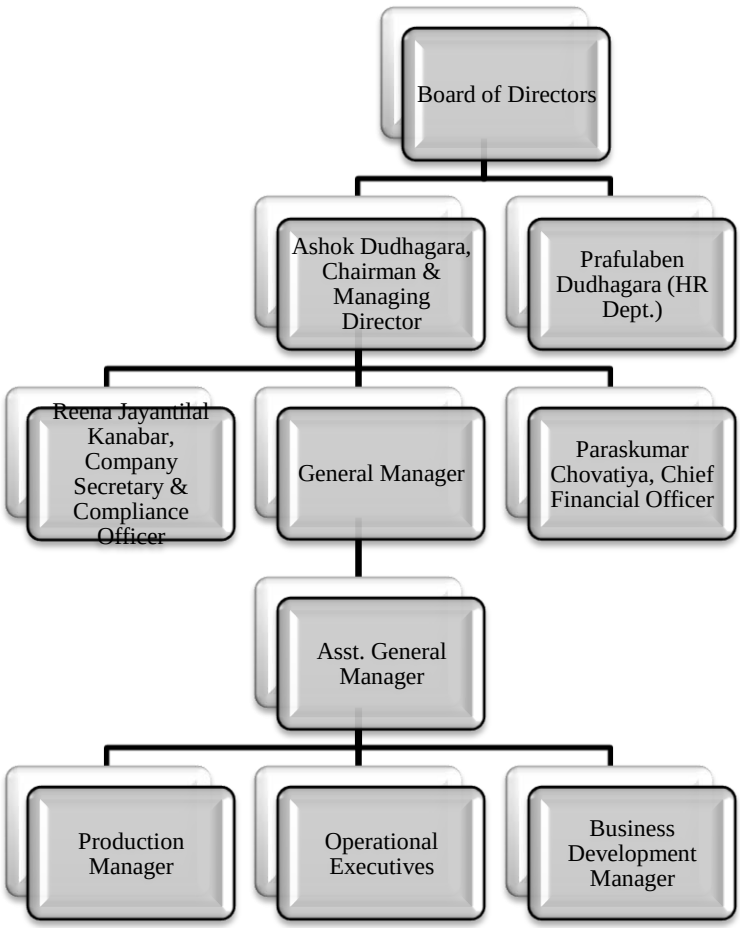
6. To ensure that the relationship of remuneration to perform is clear and meets appropriate performance benchmarks.

7. Formulating, implementing, supervising and administering the terms and conditions of the Employee Stock Option Scheme, Employee Stock Purchase Scheme, whether present or prospective, pursuant to the applicable statutory/regulatory guidelines;

8. Carrying out any other functions as authorized by the Board from time to time or as enforced by statutory/regulatory authorities.

The quorum necessary for a meeting of the Nomination and Remuneration Committee shall be 2 members or one third of the members, whichever is greater.

ORGANIZATIONAL STRUCTURE



KEY MANAGERIAL PERSONNEL

Our Company is managed by our Board of Directors, assisted by qualified and experienced professionals, who are permanent employees of our Company. Below are the details of the Key Managerial Personnel of our Company:

The details of our Key Managerial Personnel are set out below:

Ashok Dudhagara aged 43 years, is the Promoter, Chairman and Managing Director of our company. He has been the Director of the Company since incorporation and is also one of the subscribers of Memorandum of Association of our Company. He holds a Bachelor's Degree in Science specialising in Chemistry from Saurashtra University. He has been designated as Managing Director w.e.f December 28, 2017. He completed B.Sc. in chemistry and has experience of over 15 years in different spectrum of industries. He ventured his own cotton ginning and pressing unit namely Akshar Cotton Industries in Kalavad as a partner in the year 2011 before incorporating Angel Fiber Limited. He looks after purchase, sales, manufacture, finance and administrative unit of the Company.

Paras Chovatiya aged 22 years has been appointed as the Chief Financial Officer of the company w.e.f. December 27, 2017. He graduated in Bachelors of Commerce from Saurashtra University. He is well versed with the knowledge of accounts and finance.

Reena Jayantilal Kanabar aged 27 years has been appointed as the Company Secretary & Compliance Officer of the company w.e.f. December 27, 2017. She graduated in Bachelors of Commerce from Saurashtra University and did her Company secretary from the Institute of Company Secretaries of India.

RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL

None of the key managerial personnel is related to the each other within the meaning of Section 2(77) of the Companies Act, 2013.

RELATIONSHIPS OF DIRECTORS / AND PROMOTERS WITH KEY MANAGERIAL PERSONNEL

Except as disclosed below, none of the key managerial personnel is "related" to the Promoter or Director of our Company within the meaning of Section 2 (77) of the Companies Act, 2013:

Name of Director/ Promoter	Name of the Key Managerial Personnel	Family Relation
Prafulaben A. Dudhagara	Ashok M. Dudhagara	Spouse

ARRANGEMENTS AND UNDERSTANDING WITH MAJOR SHAREHOLDERS

None of our Key Managerial Personnel has been appointed pursuant to any arrangement with our major shareholders, customers, suppliers or others.

SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL

As on the date of this Draft Prospectus, except as stated below none of other Key Managerial Personnel hold any Equity Shares of our Company:

Sr. No.	Name of Shareholder	No. of Shares held
1.	Ashok M. Dudhagara	1,70,12,320

BONUS OR PROFIT SHARING PLAN OF THE DIRECTORS AND KEY MANAGERIAL PERSONNEL

Our Company has not entered into any Bonus or Profit Sharing Plan with any of the Directors, Key Managerial Personnel.

CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO DIRECTORS & KEY MANAGERIAL PERSONNEL

None of our Directors or Key Managerial Personnel has received or is entitled to any contingent or deferred compensation.

LOANS TO KEY MANAGERIAL PERSONNEL

The Company has not given any loans and advances to the Key Managerial Personnel as on the date of this Draft Prospectus.

INTEREST OF KEY MANAGERIAL PERSONNEL

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 to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business and to the extent of Equity Shares held by them in our Company, if any. They 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 under heading titled "*Shareholding of Key Managerial Personnel*" under this chapter, none of our Key Managerial Personnel hold any equity shares in our Company. Further, the Managing Director of our Company is interested to the extent of being Promoter of our Company. For further information, please refer chapter titled "*Our Promoters and Promoter Group"* beginning on page 126 of this Draft Prospectus. Except as stated under "*Related Party Transactions"* under chapter titled "*Financial Statements as Restated"* beginning on page 131 of this Draft Prospectus and as described herein above, our KMPs do not have any other interest in our business. Except as disclosed in this Draft Prospectus, none of our Key Managerial Personnel have been paid any consideration of any nature from our Company.

CHANGES IN KEY MANAGERIAL PERSONNEL IN THE LAST THREE YEARS

The changes in the Key Managerial Personnel in the last three years are as follows**:**

Name of Managerial Personnel	Designation	Date of Event	Reason
Ashok M. Dudhagara	Managing Director	28-12-2017	Designation as Managing Director.
ParasKumar Chovatiya	Chief Financial Officer	27-12-2017	Appointed as Chief Financial Officer
Reena Jayantilal Kanabar	Company Secretary & Compliance Officer	27-12-2017	Appointment as Company Secretary & Compliance Officer

Other than the above changes, there have been no changes to the key managerial personnel of our Company that are not in the normal course of employment.

ESOP/ESPS SCHEME TO EMPLOYEES

Presently, we do not have any ESOP/ESPS Scheme for employees.

PAYMENT OR BENEFIT TO OUR OFFICERS (NON SALARY RELATED)

Except as disclosed in the heading titled "*Related Party Transactions*" in the section titled "*Financial Statements as Restated*" beginning on page 133 of this Draft Prospectus, no amount or benefit has been paid or given within the three preceding years or is intended to be paid or given to any of our officers except the normal remuneration for services rendered as officers or employees.

OUR PROMOTERS AND PROMOTER GROUP

Our Promoters comprise Ashok Dudhagara and Prafulaben Dudhagara. As on the date of this Draft Prospectus, our Promoters holds 2,08,66,680 Equity Shares representing 83.47% of the pre issued and paid-up Equity Share capital of our Company.

Details of our Promoters

	Ashok Dudhagara, aged 43 years, is the Promoter, Chairman and Managing Director of our Company. He has been Director of our Company since incorporation and has been instrumental in formation of the company. He has been designated as Managing Director w.e.f December 28, 2017. He completed B.Sc. in chemistry and has experience of over 15 years in different spectrum of industries. He ventured his own cotton ginning and pressing unit namely Akshar Cotton Industries in Kalavad as a partner in the year 2011 before incorporating Angel Fiber Limited. He looks after purchase, sales, manufacture, finance and administrative unit of the Company. **Nationality:** Indian **Passport No**: K4230156 **Driving License**: GJ03/072960/06 **Voters ID**: JVT2042125 **PAN**: ABQPD8014N **Address**: Alap Avenue A-88 Uni. Road Rajkot 360005, Gujarat, India **Ventures promoted by him:** Akshar Cotton Industries, ABC print House For a complete profile of Ashok Dudhagara, i.e., his educational qualifications, experience, positions / posts held in the past and other directorships and his achievements, please refer "Our Management" on page 115 of this Draft Prospectus.
	Prafulaben Dudhagara, aged 42 years, is the Promoter and Executive Director of our Company. She completed master of Art from Saurashtra University specializing in Home Science. She looks after the HR department of our Company. **Nationality:** Indian **Passport No**: N4391752 **Driving License**: GJ03/096465/08 **Voters ID**: JVT2036200 **PAN**: ALVPD2533P **Address**: Alap Avenue A-88 Uni. Road Rajkot 360005, Gujarat, India **Ventures promoted by her:** Nil For a complete profile of Prafulaben Dudhagara, i.e., her educational qualifications, experience, positions / posts held in the past and other directorships and his achievements, please refer "Our Management" on page 115 of this Draft Prospectus.

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

Interest of our promoters

Our Promoters are interested in our Company to the extent that they have promoted our Company and to the extent of its shareholding and the dividend receivable, if any and other distributions in respect of the Equity Shares held by them. For details regarding shareholding of our promoters in our Company, please refer "*Capital Structures"* on page 61 of this Draft Prospectus. Our Promoters may also be deemed to be interested in our Company to the extent of their shareholding in our Group Entities with which our Company transacts during the course of its operations.

Our Promoters may also be deemed to be interested in our Company to the extent of their shareholding in our Group Companies with which our Company transacts during the course of its operations.

Our Promoters are also the Directors of our Company and may be deemed to be interested to the extent of remuneration and/ or reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of the agreements entered into with our company, if any and AoA of our Company. For details please see *"Our Management" "Financial Statements"* and *"Capital Structure" b*eginning on pages 115 , 133 and 61 respectively of this Draft Prospectus

Except as mentioned in this Draft Prospectus, none of our Promoters have any interest in any property acquired by our Company within two years from the date of this Draft Prospectus or proposed to be acquired by it or in any transaction in acquisition of land, construction of building and supply of machinery etc. However the registered office of our Company is on rent with one of our promoter Prafulaben Dudhagara so he is interested to the extent rent receivable by him.

Other than as disclosed in the section "*Related Party Transactions*" on page 131 of this Draft Prospectus, there are no sales/purchases between our Company and our Promoter and Promoter Group, Group Companies 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 Companies 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 133 and 142, respectively of this Draft Prospectus.

Except as stated in this section and *"Related Party Transaction"* and *"Our Management"* on page 131 and 115 respectively, there has been no payment of benefits to our Promoters or Promoter Group during the two years preceding the filing of the Draft Prospectus nor is there any intention to pay or give any benefit to our Promoters or Promoter Group.

Our Promoter Group

Our Promoters and Promoter Group in terms of Regulation 2(1)(za) and 2(1)(zb) of the SEBI (ICDR) Regulations is as under:

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

Relationship with Promoters	Ashok Dudhagara	Prafulaben Dudhagara
Spouse	Prafullaben Dudhagara	Ashok Mavjibhai Dudhagara
Father	Mavjibhai M. Dudhagara	Mavjibhai N. Vaishnav

Relationship with Promoters	Ashok Dudhagara	Prafulaben Dudhagara
Mother	Dudhiben M. Dudhagara	Ratanben M. Vaishnav
Son	Somil A. Dudhagara	Somil A. Dudhagara
Daughter	-	-
Brother	Jagdishkumar M. Dudhagara	Raileshbhai M. Vaishnav
Sister	-	Anilaben V. Pansuriya, Gitaben S. Vasoya
Spouse's Father	Mavjibhai N. Vaishnav	Mavjibhai M. Dudhagara
Spouse's Mother	Ratanben M. Vaishnav	Dudhiben M. Dudhagara
Spouse's Brother	Raileshbhai M. Vaishnav	Jagdishkumar M. Dudhagara
Spouse's Sister	Anilaben V. Pansuriya, Gitaben S. Vasoya	-

B. Entities forming part of the Promoter Group:

1. Akshar Cotton Industries
2. ABC print House
3. Therma field power Components Private Limited

Relationship of promoters with our directors

Except as disclosed herein, none of our Promoter(s) are related to any of our Company's Directors within the meaning of Section 2 (77) of the Companies Act, 2013.

Promoters	Director	Relationship
Prafulaben Dudhagara	Ashok Mavjibhai Dudhagara	Spouse

Common Pursuits

Akshar Cotton Industries, a partnership firm in which one of our promoter viz. Ashok Dudhagara is partner, deals in the similar business activities as that of our Company. As a result, conflicts of interests may arise in allocating business opportunities amongst our Company and the abovementioned entities in circumstances where our respective interests diverge. In cases of conflict, our Promoter may favour itself or other company in which our Promoter has interests. Except as disclosed in this Draft Prospectus, entities forming part of promoter group or group company do not have any interest in any venture that is involved in any activities similar to those conducted by our Company. For further details please refer to chapter titled "Risk Factors" on page 16 of this Draft Prospectus. We shall adopt the necessary procedures and practices as permitted by law to address any conflicting situations, as and when they may arise.

Related party Transactions

For details of related party transactions entered into by our Promoters, members of our Promoter Group and Company during the last financial year, the nature of transactions and the cumulative value of transactions, refer chapter titled "Related Party Transactions" on page 131 of this Draft Prospectus.

Payment or benefits to Promoters

Except as stated otherwise in the chapter titled "*Related Party Transactions*" on page 131 of this Draft Prospectus, there have been no payments or benefits to the Promoters during the two years prior to filing of this Draft Prospectus.

Change in the management and control of our Company

Our Promoters are the original promoters of our Company and there has not been any change in the management or control of our Company.

Group Company

For details of group entities, please refer "Group Entities" on page 130 of this draft prospectus

Litigation

For details relating to legal proceedings involving the Promoters, please refer "*Outstanding Litigations and Material Development"* on page 144 of this Draft 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.

Except as mentioned in this Draft Prospectus there are 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 Draft Prospectus against any of our Promoter.

As on the date of this Draft 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 Promoter was or is a promoter or person in control of any other company that is or has ever been debarred from accessing the capital market 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.

Except as disclosed in "Related Party Transactions on page 131, our Promoters are not related to any of the sundry debtors or are not beneficiaries of Loans and Advances given by/to our Company.

Guarantees

Our promoters have not given any guarantee to any third party as on the date of this Draft Prospectus

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

Except as disclosed below, our Promoters have not disassociated with any Company in last three years:-

Name of Promoter	Name of Company	Reason for Disassociation	Year of Disassociation
Ashok Mavjibhai Dudhagara	Akshar Spintex Private Limited	Resignation from directorship	2015
	Akruti Builders	Cessation from partnership firm	2015

GROUP ENTITIES

As per the requirements of SEBI Regulations, for the purpose of identification of "Group Companies" our Company has considered those companies as Group Companies, which are included in the list of related parties of the Company, under Accounting Standard 18 or other companies as considered material by our Board. Pursuant to a resolution of our Board dated January 4,2018 for the purpose of disclosure in offer documents for the Issue, a company shall be considered material and disclosed as a "Group Company" if (i) companies in which the investment in the form of equity or loan by our Company exceeds 10% of the net worth of our Company for the last audited financial year; (ii) where our Company has entered into one or more transactions with such company in the last audited financial year, cumulatively exceeding 10% of the total revenue of our Company for the last audited financial year; and (iii) any other company which the Board may decide.

Based on the above, there are no Group Companies for the purpose of disclosure in this Draft Prospectus.

RELATED PARTY TRANSACTION

For details on Related Party Transactions of our Company, please refer to "Annexure **R"** of restated financial statement under the section titled, "*Financial Statements*" beginning on page 133 of this Draft Prospectus.

DIVIDEND POLICY

Under the Companies Act, 2013, an Indian company pays dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders. Under the Companies Act, 2013 dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous years or out of both.

Our Company does not have a formal dividend policy. Any dividends to be declared shall be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations and restrictions, the terms of the credit facilities and other financing arrangements of our Company at the time a dividend is considered, and other relevant factors and approved by the Equity Shareholders at their discretion. Our Company has not paid any dividend for the last three years.

Dividends are payable within 30 days of approval by the Equity Shareholders at the annual general meeting of our Company. When dividends are declared, all the Equity Shareholders whose names appear in the register of members of our Company as on the "record date" are entitled to be paid the dividend declared by our Company. Any Equity Shareholder who ceases to be an Equity Shareholder prior to the record date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by our Company.

SECTION V- FINANCIAL STATEMENTS

FINANCIAL STATEMENT AS RE-STATED

Particulars	Page No
Restated Standalone Financial Statements	**F1-F54**

RESTATED FINANCIAL STATEMENTS

Independent Auditors' Report
(As required by Section 26 of Companies Act, 2013 read with Rule 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014)

To,
The Board of Directors,
Angel Fibers Private Limited,
Ahmedabad.

Dear Sir,

1. We have examined the attached Restated Financial Information of **M/s. Angel Fibers Limited** (hereinafter referred as "the Company"), which comprise of the Restated Summary Statement of Assets and Liabilities as at **September 30, 2017 and 31 March, 2017, 2016, 2015and 2014**, The Restated Summary Statements of Profits and Loss and the Restated Summary Statement of Cash Flows for the **period ended on September 30, 2017 and 31 March, 2017, 2016, 2015 and 2014** and the Summary of Significant Accounting Policies as approved by the Board of Directors of the Company prepared in terms of the requirements of :

   a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (" the Act"), read with the applicable provisions within Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Rules");

   b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("the Regulation") ("SEBI ICDR Regulations") as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 ("ICDR Regulations").

The preparation of the Restated Financial Information is the responsibility of the Management of the Company for the purpose set out in paragraph 8 below. The Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Standalone Financial Information. The Management is also responsible for identifying and ensuring that the Company complies with the Rules and ICDR Regulations.

2. We have examined such Restated Financial Information taking into consideration:
   (a) The terms of reference to our engagements with the Company requesting us to examine financial statements referred to above and proposed to be included in the Draft Prospectus/ Prospectus being issued by the Company for its proposed Initial Public Offering of equity shares in SME Platform of NSE ("IPO" or "SME IPO"); and
   (b) The Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by ICAI ("The Guidance Note").

3. These Restated Financial information of the Company have been compiled by the management from the Audited Financial Statements of the Company for the Stub Period ended on September 30, 2017 and financial year ended on March 31, 2017,

March 31, 2016, March 31, 2015& March 31, 2014 which have been approved by the Board of Directors.

4. The Statutory Audit of the Company are for the stub period ended on September 30, 2017 and financial year ended on March 31, 2017, 2016, 2015and 2014 have been conducted by H.B.Kalaria & Associates and accordingly, reliance has been placed on the financial information examined by them. We have examined the books of account underlying those financial statements and other records of the Company, to the extent considered necessary by us, for the presentation of the Restated Summary Statements under the requirements of Schedule III of the Act.

5. Based on our examination, we report that:

   a) The **"Restated Statement of Assets and Liabilities"** as set out in **Annexure I** to this report, of the Company for the Period ended as at September 30, 2017 and financial year ended as at March 31, 2017, March 31, 2016, March 31, 2015, March 31 and March 31, 2014 have been arrived at after making such adjustments and regroupings to the individual Financial Statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in **Annexure IV** to this Report.

   b) The **"Restated Statement of Profit and Loss"** as set out in **Annexure II** to this report, of the Company for the Period ended as on September 30, 2017 and financial year ended on March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in **Annexure IV** to this Report.

   c) The **"Restated Statement of Cash Flow"** as set out in **Annexure III** to this report, of the Company for the Period ended as on September 30, 2017 and financial year ended on March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Restated Summary Statements as set out in **Annexure IV** to this Report.

   Based on the above and also as per the reliance placed by us on the audited financial statements of the company and Auditors Report thereon which have been prepared by Statutory Auditor of the Companyfor the Period ended on September 30, 2017& financial years ended on March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 we are of the opinion that "**Restated Financial Statements**" or "**Restated Summary Statements**" have been made after incorporating:

   (i) Adjustments for any material amounts in the respective financial years have been made to which they relate; and

   (ii) There are no Extra-ordinary items except as shown in the Restated Profit & Loss Statement of that need to be disclosed separately in the Restated Summary Statements.

(iii) Adjustments on account of the statutory audit qualifications, if any, have been adjusted and regrouped to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in **Annexure IV** to this Report.

(iv) Adjustments in Financial Statements have been made in accordance with the correct accounting policies, which includes the impact of provision of gratuity made on actuarial valuation basis in the Restated Financial statements.

(v) There are revaluation reserves, which have been disclosed separately in the **"Restated Financial Statements"**.

(vi) The Company has not paid dividend on its equity shares during the reporting period.

6. In terms of Schedule VIII of the SEBI (ICDR) Regulations, 2009 and other provisions relating to accounts, We, G.P Kapadia & Co. Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid Certificate No. 009452 dated 11/01/2017 Issued by the "Peer Review Board" of the ICAI.

7. **Other Financial Information:**

a) We have also examined the following financial information as set out in annexure prepared by the Management and as approved by the Board of Directors of the Company for the Period ended on September 30, 2017, financial year ended on March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014.

Restated Statement of Share Capital, Reserves And Surplus	Annexure-A
Restated Statement of Long Term And Short Term Borrowings	Annexure-B
Statement of Principal Terms of Secured Loans and Assets Charged as Security	Annexure-B(A)
Statement of Terms and Conditions of Unsecured Loan	Annexure-B(B)
Restated Statement of Deferred Tax (Assets) / Liabilities	Annexure-C
Restated Statement of Long Term Provisions	Annexure-D
Restated Statement of Trade Payables	Annexure-E
Restated Statement of Other Current Liabilities And Short Term Provisions	Annexure-F
Restated Statement of Fixed Assets as per Companies Act, 2013	Annexure-FA CA
Restated Statement of Fixed Assets as per Income Tax Act, 1961	Annexure-FA IT
Restated Statement of Fixed Assets	Annexure-G
Restated Statement of Non-Current Investments	Annexure-H
Restated Statement of Long-Term Loans And Advances	Annexure-I
Restated Statement of Inventory	Annexure-J
Restated Statement of Trade Receivables	Annexure-K
Restated Statement of Cash & Cash Equivalents	Annexure-L
Restated Statement of Short-Term Loans And Advances	Annexure-M
Restated Statement of Other Current Assets	Annexure-N

Restated Statement of Other Income	Annexure-O
Restated Statement of Turnover	Annexure-P
Restated Statement of Mandatory Accounting Ratios	Annexure-Q
Restated Statement of Related party transaction	Annexure-R
Restated Statement of Capitalization	Annexure-S
Restated Statement of Tax shelter	Annexure-T
Restated Statement of Contingent liabilities	Annexure-U
Restated Statement of Eligibility Certificate	Annexure-V
Restated Statement of Deferred Tax Asset and Liability	Annexure-W
Restated Statement of Reconciliation Statement	Annexure-X
Restated Statement of Significant Accounting Ratios	Annexure-Y

b) The Restated Financial Information contain all the disclosures required by the SEBI ICDR regulations and partial disclosures as required by Accounting Standards notified under the Companies Act, 1956 of India read with the General Circular 15/ 2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.

c) We have not audited any financial statements of the Company as of any date or for any period subsequent to September 30, 2017. Accordingly, we do not express any opinion on the financial position, results or cash flows of the Company as of any date or for any period subsequent to September 30, 2017.

d) The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company in accordance with the provisions of the Act and the Financial Information referred to above is the responsibility of the management of the Company.

e) In our opinion, the above financial information contained in Annexure I to Annexure III and Annexure A to Z of this report read along with the Restated Statement of Significant Accounting Polices and related Notes as set out in Annexure IV are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with Section 26 of the Act, read with the applicable provisions within Rule - 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the SEBI Regulations, The Revised Guidance Note on Reports in Company Prospectuses and Guidance Note on Audit Reports/Certificates on Financial Information in Offer Documents issued by the Institute of Chartered Accountants of India ("ICAI") to the extent applicable, as amended from time to time, and in terms of our engagement as agreed with you. We did not perform audit tests for the purpose of expressing an opinion on individual balances of account or summaries of selected transactions, and accordingly, we express no such opinion thereon.

f) Consequently the financial information has been prepared after making such regroupings and retrospective adjustments as were, in our opinion, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.

g) The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit report, nor should this constructed as a new opinion on any of the financial statements referred to herein.

h) We have no responsibility to update our report for events and circumstances occurring after the date of the report.

i) Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the IPO-SME for Proposed Issue of Equity Shares of the Company and our report should not be used, referred to or distributed for any other purpose without our prior consent in writing.

For,
G. P. Kapadia & Co.
Chartered Accountants
FRN: 104678W

-SD

Hiten Abhani
Partner
Membership No. 132275
Date: 11.01.2018
Place: Ahmedabad

ANGEL FIBERS LIMITED
BALANCE SHEET

(Amt in `Lakhs)

PARTICULARS		AS AT 30.09.2017	AS AT 31ST MARCH				
		2017	2017	2016	2015	2014	2013
		Amt.	Amt.	Amt.	Amt.	Amt.	Amt.
A)	**EQUITY AND LIABILITIES**						
1.	**Shareholders' Funds**						
(a)	Share Capital	2500.00	2500.00	2500.00	2350.00	1.00	0.00
(b)	Reserves & Surplus	4.64	-254.39	-565.50	-0.42	0.00	0.00
		2504.64	**2245.61**	**1934.50**	**2349.58**	**1.00**	**0.00**
2.	**Non Current Liabilities**						
(a)	Long Term Borrowings	3183.15	3622.82	4228.19	2734.27	181.23	0.00
(b)	Deferred Tax Liabilities (Net)	168.06	204.05	317.14	0.00	0.00	0.00
(c)	Long Term Provisions	16.85	9.92	2.95	0.00	0.00	0.00
		3368.07	**3836.79**	**4548.27**	**2734.27**	**181.23**	**0.00**
3.	**Current Liabilities**						
(a)	Short Term Borrowings	701.33	707.02	706.81	0.00	0.00	0.00
(b)	Trade Payables	1593.08	919.22	320.29	0.00	0.00	0.00
(c)	Other Current Liabilities	678.71	725.85	593.17	91.37	0.00	0.00
(d)	Short Term Provisions	141.86	79.86	37.87	0.648	0.00	0.00
		3114.98	**2431.95**	**1658.15**	**92.02**	**0.00**	**0.00**
	Total	**8987.68**	**8514.35**	**8140.93**	**5175.87**	**182.23**	**0.00**
B)	**ASSETS**						
1.	**Non Current Assets**						
(a)	**Fixed Assets**						
	i) Gross Block	6562.72	6504.66	6474.21	83.99	0.00	0.00
	ii) Depriciation	2138.23	1742.83	781.67	0.00	0.00	0.00
	iii) Net Block	4424.50	4761.83	5692.54	83.99	0.00	0.00
		4424.50	**4761.83**	**5692.54**	**83.99**	**0.00**	**0.00**
(b)	(iv) Capital Work in Progress	0.00	0.00	0.00	3693.27	0.00	
(c)	Non-Current Investment	30.28	11.41	11.41	11.41	0.00	0.00
(d)	Deferred Tax Assets (Net)	0.00	0.00	0.00	0.00	0.00	0.00
(e)	Long Term Loans and Advances	32.41	21.13	27.85	533.01	0.00	0.00
(f)	Other Non Current Assets	0.33	0.33	0.44	226.86	0.55	0.00
		63.03	**32.88**	**39.70**	**4464.56**	**0.55**	**0.00**
2.	**Current Assets**						
(a)	Inventories	2470.61	2207.75	1534.24	0.00	0.00	0.00
(b)	Trade Receivables	961.75	404.17	138.20	0.00	0.00	0.00
(c)	Cash and Cash equivalents	120.50	108.92	200.55	254.19	81.68	0.00
(d)	Short-Term Loans and Advances	34.26	350.13	44.01	9.42	100.00	0.00
(e)	Other Current Assets	913.03	648.67	491.68	363.72	0.00	0.00
		4500.16	**3719.64**	**2408.68**	**627.33**	**181.68**	**0.00**
	Total	**8987.68**	**8514.35**	**8140.92**	**5175.87**	**182.23**	**0.00**

ANGEL FIBERS LIMITED
STATEMENT OF PROFIT AND LOSS

(Amt in `Lakhs)

	PARTICULARS	30TH SEPTEMBER	FOR THE YEAR ENDED 31ST MARCH				
		2017	2017	2016	2015	2014	2013
		Amt.	Amt.	Amt.	Amt.	Amt.	Amt.
1	Revenue From Operation (Gross)	4464.06	8478.53	4810.49	0.00	0.00	0.00
	Less: Excise Duty	0.00	0.00	0.00	0.00	0.00	0.00
	Revenue From Operation (Net)	4464.06	8478.53	4810.49	0.00	0.00	0.00
2	Other Income	143.88	395.20	291.29	0.00	0.00	0.00
	Total Revenue (1+2)	**4607.94**	**8873.73**	**5101.77**	**0.00**	**0.00**	**0.00**
3	**Expenditure**						
(a)	Cost of Goods Consumed	3168.81	6036.28	3746.51	0.00	0.00	0.00
(b)	Purchase of Traded Goods	0.00	0.00	0.00	0.00	0.00	0.00
(c)	Purchase of Stock in Trade	33.41	0.00	0.00	0.00		
(c)	Changes in Inventories of finished goods, work in progress and stock -in-trade	-16.92	24.53	-443.18	0.00	0.00	0.00
(d)	Employee Benefit Expenses	132.51	196.19	145.60	0.00	0.00	0.00
(e)	Finance Cost	260.06	589.60	437.02	0.00	0.00	0.00
(f)	Depreciation and Amortisation Expenses	395.40	961.16	781.67	0.00	0.00	0.00
(g)	Other Expenses	411.62	867.94	682.10	0.00	0.00	0.00
4	**Total Expenditure 3(a) to 3(b)**	**4384.90**	**8675.72**	**5349.71**	**0.00**	**0.00**	**0.00**
5	**Profit/(Loss) Before Tax (2-4)**	**223.04**	**198.01**	**-247.93**	**0.00**	**0.00**	**0.00**
6	**Tax Expense:**						
(a)	Tax Expense for Current Year	45.46	40.36	0.00	0.42	0.00	0.00
(b)	Short/(Excess) Provision of Earlier Year	0.00	0.00	0.00	0.00	0.00	0.00
(c)	Deferred Tax	-35.99	-113.09	317.14	0.00	0.00	0.00
(d)	Mat Credit	-45.46	-40.36	0.00	0.00	0.00	0.00
	Net Current Tax Expenses	**-35.99**	**-113.09**	**317.14**	**0.42**	**0.00**	**0.00**
7	**Profit/(Loss) for the Year (5-6)**	**259.03**	**311.10**	**-565.08**	**-0.42**	**0.00**	**0**

ANGEL FIBERS LIMITED
Cash Flow Statement for the year ended 31.03.2017

						(Amt in `Lakhs)
Particulars	**Sep-17**	**2016-17**	**2015-16**	**2014-15**	**2013-14**	**2012-13**
Cash Flows from Operating Activities						
Net Profit before tax and extraordinary items.	**259.03**	**311.10**	**-565.08**	**-0.42**	**-**	**-**
Add Expenses Not Requiring Cash:						
Depreciation	395.40	961.16	781.67	-	-	-
Interest Received	-6.16	-6.31	-0.18	-	-	-
Interest & Finance Charges	260.06	589.60	437.02	-	-	-
Operating Profit before Working Capital Charges	**908.33**	**1,855.56**	**653.43**	**-0.42**	**-**	**-**
Other : Preliminary Expenses	-			-	-	-
Other Adjustments:	-	-	-	-	-	-
Add Increase in Trade Payables	673.86	598.93	320.29	-	-	-
Add Deffered Tax Liabilty	-35.99	-113.09	317.14	-	-	-
Add Increase in Short Term Provision	62.00	41.99	37.22	0.65	-	-
Add Increase in Long Term Provision	6.93	6.98	2.95	-	-	-
Add Decrease Other current assets	-264.36	-156.99	-	-	-	-
Less Increase Other current assets	-	-	127.96	363.72	-	-
Less Increase Other non current assets	-	-0.11	-226.42	226.31	0.55	-
Less Increase in Inventory	262.86	673.51	1,534.24	-	-	-
Add Decrease in Inventory	-	-	-	-	-	-
Less Decrease in Other Payables	47.14	-132.68	-501.80	-	-	-
Less Increase in Accounts Receivable	557.58	265.97	138.20	-	-	-
Cash generation from Operating Activities	**483.19**	**1,426.68**	**258.85**	**-589.80**	**-0.55**	**-**
Taxes Paid	**-**	**-**	**-**	**0.42**	**-**	
Net Cash from Operating Activities	**483.19**	**1,426.68**	**258.85**	**-589.38**	**-0.55**	**-**
Cash Flows from Investing Activities						
Interest Received	6.16	6.31	0.18	-	-	-
Less: Addition of Fixed Assets	-58.06	-30.45	-6,390.22	-83.99	-	-
Less: Addition of Capital WIP	-	-	3,693.27	-3,693.27		
Less Increase Other non current investments	-18.87	-	-	-11.41		
Net Cash Used for Investing Activities	**-70.77**	**-24.14**	**-2,696.76**	**-3,788.68**	**-**	**-**
Cash Flows from Financing Activities						
Interest and Finance Charges	(260.06)	(589.60)	(437.02)	-	-	-
Add Proceeds on long term loans & Advances	-11.28	6.71	505.16	-533.01	-	-
Less Increase on short term loans & Advances	-315.87	306.12	34.59	-90.58	100.00	-
Add increase of long term loans & borrowings	-439.67	-605.37	1,493.91	2,553.04	181.23	-
Less Repayment of long term loans & borrowings	-	-	-	-	-	-
Add Increase in share capital			150.00	2,348.58	1.00	-
Less Repayment of short term loans & borrowings	5.69	-0.21	-706.81	-	-	-
Net Cash from Financing Activities	**-400.83**	**-1,494.17**	**2,384.28**	**4,459.19**	**82.23**	**-**
NET INCREASE/(DECREASE) IN CASH	11.59	-91.63	-53.64	81.13	81.68	-
CASH, BEGINNING OF YEAR	17.55	109.18	162.81	81.68	-	-
CASH, END OF YEAR	**29.14**	**17.55**	**109.18**	**162.81**	**81.68**	**-**

ANNEXURE-IV

SIGNIFICANT ACCOUNTING POLICY AND NOTES TO THE RESTATED SUMMARY STATEMENTS

A. BACKGROUND

The Company was originally incorporated in the name and style of as "Angel Fibers Private Limited" ("the company") at Ahmedabad on February 14, 2014 as a private limited company under the Companies Act, 1956 with the Registrar of Companies, Gujarat, Dadra and Nagar Havelli, bearing Corporate Identification Number U17200GJ2014PLC078738. Subsequently our Company was converted to public limited Company pursuant to shareholders resolution passed at the Extra-ordinary General Meeting held on December 7, 2017 and the name of our Company was changed to 'Angel Fibers Limited'. A fresh certificate of incorporation consequent upon conversion to public limited Company was issued by the Registrar of Companies, Gujarat, Ahmedabad, on December 11, 2017 bearing Corporate Identification Number U17200GJ2014PLC078738.

B. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

1. BASIS OF PREPARATION OF FINANCIAL SATEMENTS

The Restated Summary Statement of Assets and Liabilities of the Company as onSeptember 30, 2017, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 and the Restated Summary Statement of Profit and Loss and Restated Summary Statements of Cash Flows for the stub period ended on September 30, 2017 and financial year ended on March 31, 2017, March 31, 2016, March 31, 2015 and March 31 2014 and the annexure thereto (collectively, the "**Restated Financial Statements**" or "**Restated Summary Statements**") have been extracted by the management from the Financial Statements of the Company for the stub period ended on September 30, 2017 and financial year ended on March 31, 2017, March 31, 2016, March 31, 2015 and March 31 2014.

The financial statements are prepared and presented under the historical cost convention and evaluated on a going-concern basis using the accrual system of accounting in accordance with the accounting principles generally accepted in India (Indian GAAP) and the requirements of the Companies Act, 1956 (up to March 31, 2014), and notified sections, schedules and rules of the Companies Act 2013 (with effect from April 01, 2014), including the Accounting Standards as prescribed by the Companies (Accounting Standards) Rules, 2006 as per section 211(3C) of the Companies Act, 1956 (which are deemed to be applicable as Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of Companies (Accounts) Rules, 2014).

2. USE OF ESTIMATES

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities, if any, as at the date of the financial statements and reported amounts of income and expenses during the year. Examples of such estimates include provisions for doubtful debts, employee retirement benefit plans, provision for

income tax and the useful lives of fixed assets. The difference between the actual results and estimates are recognized in the period in which results are known or materialized.

3. FIXED ASSETS

Fixed assets are stated at cost of acquisition less accumulated depreciation and include adjustment arising from exchange rate variations attributable to fixed assets. In case of fixed assets acquired for new projects/expansion certain direct expenses incurred up to the date of completion of project are capitalized and expenditure for maintenance and repairs are charged to the profit and loss account, when assets are sold or discarded their cost and accumulated depreciation are removed from the accounts and any gain or resulting from their disposal is included in the profit and loss account. When the fixed assets are revalued any surplus on revaluation is credited to the revaluation reserve account.

Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Projects under which assets are not ready for their intended use are shown as Capital Work-in-Progress. Cost includes cost of land, materials, construction, services, borrowing costs and other overheads relating to projects.

Intangible assets are stated at acquisition cost, Net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized on a straight line basis over their estimated useful lives.

Gains or losses arising from the retirement or disposal proceeds and the carrying amount of the asset and recognized as income or expense in the Statement of Profit & Loss.

4. DEPRECIATION

Tangible Fixed Assets

Depreciation on Fixed assets is provided on Written down Value Method over the lives and in the manner specified in Schedule-II to the Companies Act, 2013, read with the relevant circulars issued by the Department of Corporate Affairs from time to time.Depreciation on the assets added/disposed of during the year has been provided on pro rata basis with reference to the monthof addition/disposal.

Useful Life ofAssets has been assumed as under:

Particulars	**Life in years**
Buildings	30
Plant and Machinery (No. of Shifts: 1)	15
Furniture and fittings	10
Motor Vehicles	8
Office Equipment	5
Computers and Data Processing Equipment	3
Lab Equipment	15
Electrical Equipment and Installations	10

5. BORROWING COSTS

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

6. IMPAIRMENT OF ASSETS

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset is less than its carrying amount then asset is treated as impaired. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. If as on the Balance Sheet date there is an indicator that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount. No asset of the company impaired during the year.

7. INVESTMENTS

Investments that are readily realizable and intended to be held but not more than a year are classified as current investments.All other investments are classified as long term investments. Long term investments are stated at cost, except where there is diminution in value (other than temporary), in which case the carrying value is reduced to recognize the decline. Currentinvestments are carried at lower of cost and fair value, computed separately in respect of each category of investment.

8. INVENTORIES

Raw materials, stores, spares, tools & packing material is valued at cost or net realizable value whichever is less. Work in process & finished goods are valued at cost or market value whichever is less.

9. REVENUE RECOGNITION

(I) Incomes and Expenditure are generally accounted on accrual, as they are earned or incurred.
(II) Sales are recognized upon delivery of products and are recorded net of sales tax.
(III) Revenue in respect of Other Income is recognized when no significant uncertainty as to its determination of realization exists.

10. FOREIGN CURRENCY TRANSACTIONS

Transaction denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction and any income or expenses on account of exchange difference either on settlement or on translation is recognized in the Statement of profit and Loss except in case where they relate to acquisition of fixed assets, are adjusted with the carrying cost of such assets.

11. EMPLOYEE BENEFITS

Provident Fund - Defined Contribution Plan
(I)Contribution as required by the Statute made to the Government Provident Fund is debited to Profit & Loss Account.

(II) The company has no policy of encashment and accumulation of Leave. Therefore, no provision of Leave Encashment is being made.

(III) Short Term Employee Benefits like leave benefit, if any, are paid along with salary and wages on a month to month basis, bonus to employees are charged to profit and loss account on the basis of actual payment on year to year basis.

12. ACCOUNTING FOR TAXES ON INCOME

Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in the respective jurisdictions. Deferred tax is recognized for some/all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets on unabsorbed depreciation/carried forward losses are recognized to the extent of deferred tax liability. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date.

13. CONTINGENT LIABILITIES AND PROVISIONS

The Company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources.

14. EARNINGS PER SHARE:

The Company reports basic Earnings per Share (EPS) in accordance with Accounting Standard 20 on Earning per Share. Basic EPS is computed by dividing the net profit or loss for the year by weighted average number of equity shares outstanding during the year.

15. CASH FLOW:

In the cash flow statement, cash and cash equivalents includes cash in-hand, demand deposits with banks, other short term highly liquid investments with original maturities of three months or less.

16. SEGMENT REPORTING:

(i) Business Segment

(a) The business segment has been considered as the primary segment.

(b) The Company's primary business segments are reflected based on principal business activities, the nature of service, the differing risks and returns, the organization structure and the internal financial reporting system.

(c) The Company's primary business comprises of manufacturing of fertilizers, intermediate dyes and other allied chemical products and since it is the only reportable segment as envisaged in Accounting Standard 17 'Segment Reporting'. Accordingly, no separate disclosure for Segment reporting is required to be made in the financial statements of the Company.

(ii) Geographical Segment

The Company operates in one Geographical Segment namely "within India" and hence no separate information for geographic segment wise disclosure is required.

C. CHANGES IN ACCOUNTING POLICIES IN THE PERIODS/YEARS COVERED IN THE RESTATED FINANCIALS

There is change in significant accounting policies adopted by the Company, the details of which are as under:

The Company did not provide gratuity based on the requirement of AS -15 (Revised), therefore during the restatement, provision for gratuity have been done as per the actuarial valuation performed by Ruchi Goel Chhatlani and accordingly short/excess provisions in respective year were adjusted to comply with the requirement of AS-15 (Revised).

D. NOTES ON RESTATEMENTS MADE IN THE RESTATED FINANCIALS

1. The financial statements including financial information have been prepared after making such regroupings and adjustments, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial statements/information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.

2. The Company does not have information as to which of its supplier are Micro small and Medium Enterprise registered under The Micro small and Medium Enterprise Development Act 2006.Consequently the liability, if any, of interest which would be payable under The Micro small and Medium Enterprise Development Act 2006,cannot be ascertained. However, the Company has not received any claims in respect of such interest and as such, no provision has been made in the books of accounts.

3. Employee benefits (AS 15):

The Company has adopted the Accounting Standard 15 (revised 2005) on Employee Benefits as per an actuarial valuation in restated financials though such valuation is carried out by Ruchi Goel Chhatlani. The disclosures as envisaged under the standard are as under-: - Stub Period will be included

(Amt. in Lacs)

Particulars	**2017-17**	**2016-17**	**2015-16**	**2014-15**	**2013-14**
1.The amounts recognized in the Balance Sheet are as follows:					
Present value of unfunded obligations Recognized	0	0	0	0	0
Net Liability	**0**	0	0	0	0
2.The amounts recognized in the Profit & Loss A/c are as follows:					
Current Service Cost	0	0	0	0	0
Interest on Defined Benefit Obligation	0	0	0	0	0
Net Actuarial Losses / (Gains) Recognized in Year	0	0	0	0	0
Past Service Cost	0	0	0	0	0
Total, Included in "Salaries, Allowances & Welfare"	124.59	186.87	142.60	0	0
3.Changes in the present value of defined benefit obligation:					
Defined benefit obligation as at the beginning of the year/period	0	0	0	0	0
Provision for Gratuity	7.12	7.47	3.00	0	0
Service cost	0	0	0	0	0
Interest cost	0	0	0	0	0
Actuarial Losses/(Gains)	0	0	0	0	0
Past Service Cost	0	0	0	0	0
Defined benefit obligation as at the end of the year/period	0	0	0	0	0
Benefit Description					
Benefit type:	Gratuity Valuation as per Act				
Retirement Age:	NA				
Vesting Period:	NA				

Particulars	2017-17	2016-17	2015-16	2014-15	2013-14
The principal actuarial assumptions for the above are: NA					

As informed to us, Company does not have any earned leave balance as on year ends.

4. Segment Reporting (AS 17)

(i) Business Segment

(a) The business segment has been considered as the primary segment.

(b) The Company's primary business segments are reflected based on principal business activities, the nature of service, the differing risks and returns, the organization structure and the internal financial reporting system.

(c) The Company's primary business comprises of manufacturing of fertilizers, intermediate dyes and other allied chemical products and since it is the only reportable segment as envisaged in Accounting Standard 17 'Segment Reporting'. Accordingly, no separate disclosure for Segment reporting is required to be made in the financial statements of the Company.

(ii) Geographical Segment

The Company operates in one Geographical Segment namely "within India" and hence no separate information for geographic segment wise disclosure is required.

5. Change in Accounting Estimate

In Restated financials the Company has calculated the depreciation based on the rates given in Schedule II of the Companies Act, 2013. In respect of assets whose useful life had already exhausted as on 1 April 2015, has been adjusted in Reserves and Surplus in accordance with requirements of Para 7 of Part C of Schedule II of the Act.

6. Provisions, Contingent Liabilities and Contingent Assets (AS 29)

Contingent liabilities and commitments (to the extent not provided for). There are no contingent liabilities as on September30, 2017.

7. Related Party Disclosure (AS 18)

Related party transactions are reported as per AS-18 of Companies (Accounting Standards) Rules, 2006, as amended, in the Annexure – R of the enclosed financial statements.

Notes: Company has borrowed unsecured loans from shareholders as on 30.09.2017. However company was converted from private limited to public limited on 11.12.2017. On conversion from private limited to public limited section 72, 73,74,75,76 of Companies Act, 2013 related to public deposit is applicable to company. In the absence of information related to same we are not able to comment whether company has complied with the applicable provision of the act or not, however we advice that company should comply with the provision of companies act as soon as possible.

8. Accounting For Taxes on Income (AS 22)

Deferred Tax liability/Asset in view of Accounting Standard – 22: "Accounting for Taxes on Income" as at the end of the year/period is reported as under

(Amt. in Lacs)

Particulars	**For the Year Ended**	**For the Year Ended**			
	30.09.2017	**31.03.2017**	**31.03.2016**	**31.03.2015**	**31.03.2014**
Net WDV as Per Companies Act	4424.50	4761.83	5692.54	0	0
Net WDV As per Income Tax Act	3929.87	4151.03	4759.46	0	0
Timing Difference Due to Depreciation	494.63	610.81	933.08	0	0
Deferred Tax Liability(A)	168.12	207.61	317.15	0	0
Incremental Due to Depreciation	39.49	109.54	(317.15)	0	0
Provision of Gratuity outstanding as on the end of Period	17.59	10.47	3.00	0	0
Provision of Un utilized compensated absences outstanding as on the end of Period	0	0	0	0	0
Expenses Disallowed under Section 43B	0	0	0	0	0
TDS defaults not paid, disallowed Under Section 43 B	0	0	0	0	0
Business loss	0	0	0	0	0
Unabsorbed Depreciation	0	0	0	0	0
Timing Difference Due to Gratuity and Compensated Absences	17.59	10.47	3.00	0	0
Deferred Tax Assets (B)	0.06	3.56	0.01	0	0

Cumulative Balance of Deferred Tax Liability (Net) (A-B)	168.06	204.05	317.14	0	0
Opening Deferred Tax Liability	204.05	317.14	0	0	0
Debited/(Credit) to Restated Statement of Profit and Loss Account	(35.99)	(113.09)	317.14	0	0

9. Earnings Per Share (AS 20):

Earnings per Share have been calculated is already reported in the enclosed financial statements.

10. MATERIAL ADJUSTMENTS [AS PER SEBI (ICDR) REGULATIONS, 2009]

Appropriate adjustments have been made in the restated financial statements, whenever required, by reclassification of the corresponding items of assets, liabilities and cash flow statement, in order to ensure consistency and compliance with requirement of Company Act 1956, and as replaced by Company Act 2013 after 01st April 2014 and Accounting Standards.

The Summary of results of restatements made in the audited financial statements of the Company for the respective period / years and their impact on the profit / (loss) and assets and liabilities of the Company is as under.

Statement of adjustments in the Financial Statements

The reconciliation of Profit after tax as per audited results and the Profit after tax as per Restated Accounts is presented below in Table-1. This summarizes the results of restatements made in the audited accounts for the respective years/ period and its impact on the profit & loss of the company.

1. Statement of Profit and Loss after Tax - Table -1

Particulars	**For the Period 01.04.2017 to 30.09.2017**	**2016-17**	**2015-16**	**2014-15**	**2013-14**
Net Profit After Tax as per audited accounts but before adjustments for restated accounts:	207.00	59.95	(105.01)	0.00	0.00
Decrease/(Increase) in Loss on sale of Fixed Assets	0.00	0.00	0.00	0.00	0.00

Decrease/(Increase) in Other Expenses - TDS Defaults as per 26AS	0.00	0.00	0.00	0.00	0.00
Decrease/(Increase) in Depreciation as per Companies Act	23.43	55.92	(281.05)	0.00	0.00
Decrease/(Increase) Provision for Gratuity	(7.12)	(7.47)	(3.00)	0.00	0.00
(Decrease)/Increase in Prior Period - Adjustment	0.00	0.00	0.00	0.00	0.00
Decrease/(Increase) of expenses due to Capitalisation of Expenses	0.00	0.00	0.00	0.00	0.00
Decrease/(Increase) on Preoperative Expenses	0.00	0.00	0.00	0.00	0.00
Decrease/(Increase) in DTL	(2.53)	168.92	(183.99)	0.00	0.00
(Short)/Excess Provision of Income Tax	38.24	33.79	7.55	0.00	0.00
Net Increase/ (Decrease)	52.02	251.15	(460.49)	0.00	0.00
Profits after Tax as per Restated Accounts	259.02	311.10	(565.50)	0.00	0.00

a) Adjustment on account of provision for Gratuity:

The Company did not provide gratuity based on the requirement of AS -15 (Revised), therefore during the restatement, provision for gratuity have been done as per the actuarial valuation performed by Ruchi Goel Chhatlani and accordingly short/excess provisions in respective year were adjusted to comply with the requirement of AS-15 (Revised).

b) Accounting of Depreciation (AS - 10)

During the process of restatement of Accounts, Company has rectified the Depreciation provision which was wrong on account of arithmetical errors and wrong rate of depreciation adopted, wrong accounting of revaluation reserve and non-Compliance with the requirement of schedule II of the Companies Act, 2013 w.e.f. 1.4.2014 onwards. The same has been rectified and accordingly effect thereof has been stated in Table 1 (Statement of Profit and Loss after Tax).

c) Adjustment on account of Provision of Deferred Tax:

Due to changes in Depreciation and Provision for Gratuity, etc., the Company liability and deferred tax assets at the rate of normal Tax rate applicable at the end of relevant year.

d) Adjustment on account of Tax Provision and MAT Credit Entitlement and Set-off thereof

Due to changes in accounting policies and other adjustments as stated above, the Company has recalculated the Income-tax provision and MAT Credit Entitlement and

Set-off thereof at the rate of normal Tax rate applicable at the end of relevant year and accordingly, their readjusted amounts have been provided in Tax Shelter, Annexure - T.

e) Accounting of Excess Depreciation prior to 31.03.2012: Nil

f) Adjustment on account of accounting of Pre-operative expenses and Preliminary Expenses - NA

g) Adjustment on account of wrong accounting of revaluation reserve: NIL

11. Realizations:

In the opinion of the Board and to the best of its knowledge and belief, the value on realization of current assets, loans and advances will, in the ordinary course of business. These of business, not be less than the amounts at which they are stated in the Balance sheet.

12. Contractual liabilities

All other contractual liabilities connected with business operations of the Company have been appropriately provided for.

13. Amounts in the financial statements

Amounts in the financial statements are in Lacs.

For,
G. P. Kapadia & Co.
Chartered Accountants
FRN: 104678W

-SD

HitenAbhani
Partner
Membership No. 132275
Date: 11.01.2018
Place: Ahmedabad

ANNEXURE – A

STATEMENT OF SHARE CAPITAL, RESERVES AND SURPLUS

(Amt in `Lakhs)

Particulars	**As at**					
	30.09.2017	**31.03.2017**	**31.03.2016**	**31.03.2015**	**31.03.2014**	**31.03.2013**
Share Capital						
Authorised Share Capital						
Equity shares of Rs.10 each	250.00	250.00	250.00	250.00	0.10	0.00
Share Capital	2500.00	2500.00	2500.00	2500.00	1.00	0.00
Issued, Subscribed and Paid up Share Capital						
Equity Shares of Rs. 10 each fully paid up	250.00	250.00	250.00	235.00	0.10	0.00
Share Capital (in Rs.)	2500.00	2500.00	2500.00	2350.00	1.00	0.00
Total	**2500.00**	**2500.00**	**2500.00**	**2350.00**	**1.00**	**0.00**
Reserves and Surplus						
A) Surplus in Profit and Loss account						
Opening Balance	-254.39	-565.50	-0.42	0.00	0.00	0.00
Add: Restated Profit/ (Loss) for the year	259.03	311.10	-565.08	-0.42	0.00	0.00
Less:Loss in Amalgamation	0.00	0.00	0.00	0.00	0.00	0.00
Less:WDV of Computer Written off	0.00	0.00	0.00	0.00	0.00	0.00
Total	**4.64**	**-254.39**	**-565.50**	**-0.42**	**0.00**	**0.00**
Total	**4.64**	**-254.39**	**-565.50**	**-0.42**	**0.00**	**0.00**

1. Terms/rights attached to equity shares:

i. The company has only one class of shares referred to as equity shares having a par value of Rs.10/-. Each holder of equity shares is entitled to one vote per share

ii. In the event of liquidation of the Company, the holders of equity shares shall be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The amount distributed will be in proportion to the number of equity shares held by the shareholders.

2.The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

3. Company does not have any Revaluation Reserve.

4. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

5. The reconciliation of the number of shares outstanding as at: -

Particulars		**As at**				
	30.09.2017	**31.03.2017**	**31.03.2016**	**31.03.2015**	**31.03.2014**	**31.03.2013**
Number of shares at the beginning	25000000	25000000	23500000	10000	0	0
Add: Shares issued during the year	0	0	1500000	23490000	10000	0
Number of shares at the end	25000000	25000000	25000000	23500000	10000	0

6. The detail of shareholders holding more than 5% of Shares: -

Name of Shareholders	**As at (No. of Shares)**											
	30.09.2017	**% of Shareholding**	**31.03.2017**	**% of Shareholding**	**31.03.2016**	**% of Shareholding**	**31.03.2015**	**% of Shareholding**	**31.03.2014**	**% of Shareholding**	**31.03.2013**	**% of Shareholding**
Ashokbhai M Dudhagara	15,651,600	62.61%	10,866,600	43.47%	9,826,600	39.31%	9,826,600	41.82%	5,100	51.00%	0	0
Bakulesh B Jani	-	0.00%	-	0.00%	-	0.00%	-	0.00%	4,900	49.00%	0	0
Jaydeep R Dobariya	680,300	2.72%	980,300	3.92%	1,180,300	4.72%	1,180,300	5.02%	-	0	0	0
Kantibhai G Savalia	1,115,000	4.46%	3,615,000	14.46%	4,715,000	18.86%	4,605,000	19.60%	-	0	0	0
Prafullaben Dudhagara	3,629,360	14.52%	2,538,000	10.15%	1,638,660	6.55%	1,378,660	5.87%	-	0	0	0
Maheshbhai Pansuriya	1,285,000	5.14%	1,285,000	5.14%	1,285,000	5.14%	-	0.00%	-	0	0	0

ANNEXURE – B

STATEMENT OF LONG TERM AND SHORT TERM BORROWINGS

(Amt in `Lakhs)

Particulars		**As at**				
	30.09.2017	**31.03.2017**	**31.03.2016**	**31.03.2015**	**31.03.2014**	**31.03.2013**
Long Term Borrowings (Secured)						
From Banks	2608.13	2947.34	3444.28	2631.06	0.00	0.00
Total	**2608.13**	**2947.34**	**3444.28**	**2631.06**	**0.00**	**0.00**
(Unsecured) (I) From Related Parties ('Promoters' and 'Promoter Group Companies')						
A) From Body Corporate & Relatives						
Loan from Relatives & Others	392.01	441.07	568.74	84.21	92.23	0.00
B) From Others						
From Share Holders	183.01	234.41	215.17	19.00	89.00	0.00
Sub Total (I)	**575.02**	**675.47**	**783.91**	**103.21**	**181.23**	**0.00**
(II) From Others						
A) From Body Corporate						
Inter Corporate Loan	0.00	0.00	0.00	0.00	0.00	0.00
Sub Total (II)	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
Total (I+II)	**575.02**	**675.47**	**783.91**	**103.21**	**181.23**	**0.00**
Short Term Borrowings						
From Banks/Financial Institutions (Secured)	0.00	0.00	0.00	91.37	0.00	0.00
Loan Repayble on Demand	701.33	707.02	706.81	0.00	0.00	0.00
The above amount includes:						
Secured Borrowings	3309.47	3654.36	4151.09	2722.43	0.00	0.00
Unsecured Borrowings	575.02	675.47	783.91	103.21	181.23	0.00

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

3.List of persons/entities classified as 'Promoters' and 'Promoter Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

4. The terms and conditions and other information in respect of Secured Loans as on 31.09.2017 are given in Annexure -B (A)

5. The terms and conditions and other information in respect of Unsecured Loans as on 30.09.2017 are given in Annexure - B (B)

ANNEXURE – B(A)

STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY

(Amt in `Lakhs)

Name of Lender	**Purpose**	**Sanctioned Amount (Rs.)**	**Rate of interest**	**Securities offered**	**Re-Payment Schedule**	**Moratorium**	**Outstanding amount as on (as per Books) 30.09.2017**
State Bank Of India	Cash Credit	650.00	Base Rate+3.00%	Current Asset of the company	On Demand	Nil	499.35
Allahabad Bank	Cash Credit	200.00	Base Rate+2.75%	Current Asset of the company	On Demand	Nil	201.98
State Bank Of India	Bank guarantee	150.00	Nil	Current Asset of the company		Nil	
State Bank Of India	Term Loan	2509.00	Base Rate+3.20%	Immovable Properties and movable assets except current and intangible assets	84 installments	Nil	1853.42
Allahabad Bank	Term Loan	1110.00	Base Rate+2.95%	Immovable Properties and movable assets except current and intangible assets	84 installments	Nil	747.31
Sundaram Finance Ltd	Term Loan	8.00	8.53%	Not Available	36 installments	Nil	7.40
HDFC Vehicle Loan	Vehicle Loan	9.00	10.25%	Not Available	36 installments	Nil	0.29
HDFC Vehicle Loan	Vehicle Loan	3.50	11.25%	Not Available	36 installments	Nil	0.78

Above credit facilities from State Bank and Allahabad Bank are secured additionally through Personal guarantee of director of the company.

ANNEXURE – B(B)
STATEMENT OF TERMS & CONDITIONS OF UNSECURED LOANS

A) Details of Unsecured Loans outstanding as at the end of the latest Reporting period from Directors/Promoters/Promoter Group /Associates/Relatives of Directors/Group Companies/other entities

Unsecured Loans from Promoters/Directors are interest free and all are taken without any preconditions attached towards repayments.

(Amt in `Lakhs)

Name of Lender	Purpose	Rate of interest	Re-Payment Schedule	Moratorium	Outstanding amount as on (as per Books) 30.09.2017
Ashokbhai M Dudhagara	For expansion of bussiness	Nil	Nil	Nil	122.51
Bakulesh B Jani	For expansion of bussiness	Nil	Nil	Nil	3.00
Kantibhai G Savaliya	For expansion of bussiness	Nil	Nil	Nil	57.50
Dineshbhai Pachani	For expansion of bussiness	Nil	Nil	Nil	6.00
Hardikbhai Dobariya	For expansion of bussiness	Nil	Nil	Nil	4.17
Harish P Trivedi	For expansion of bussiness	Nil	Nil	Nil	10.89
Hemlataben Pachani	For expansion of bussiness	Nil	Nil	Nil	4.00
Jayeshbhai Boghara	For expansion of bussiness	Nil	Nil	Nil	24.00
Jyotiben K Kakkad	For expansion of bussiness	Nil	Nil	Nil	12.00
Kantibhai Savaliya-HUF	For expansion of bussiness	Nil	Nil	Nil	4.00
Kuldeep Parsottambhai Dudhagara	For expansion of bussiness	Nil	Nil	Nil	27.23
Maheshbhai Pansuriya	For expansion of bussiness	Nil	Nil	Nil	80.19
Maheshbhai V Savaliya	For expansion of bussiness	Nil	Nil	Nil	4.00
Nandani Prijesh	For expansion of bussiness	Nil	Nil	Nil	8.00
Narendrabhai D Virani	For expansion of bussiness	Nil	Nil	Nil	47.50
Prafullaben A Dudhagara	For expansion of bussiness	Nil	Nil	Nil	29.92
Rajeshbhai Changani	For expansion of bussiness	Nil	Nil	Nil	65.00
Rasilaben K Savaliya	For expansion of bussiness	Nil	Nil	Nil	1.01
Rohit L Changani	For expansion of bussiness	Nil	Nil	Nil	30.00
Savaliya Akshit	For expansion of bussiness	Nil	Nil	Nil	1.10
Parsottambhai C Dudharaga	For expansion of bussiness	Nil	Nil	Nil	33.00

ANNEXURE – C

STATEMENT OF DEFERRED TAX (ASSETS) / LIABILITIES

(Amt in `Lakhs)

Particulars		**As at**				
	30.09.2017	**31.03.2017**	**31.03.2016**	**31.03.2015**	**31.03.2014**	**31.03.2013**
Major Components of deferred tax arising on account of timing differences are:						
Timing Difference Due to Depreciation	494.63	610.81	933.08	0	0	0
Deffered Tax Liability(A)	168.12	207.61	317.15	0	0	0
Provision of Gratuity outstanding as on the end of Period	17.59	10.47	3.00	0	0	0
Provision of Un utilized compensated absences outstanding as on the end of Period	0.00	0.00	0.00	0	0	0
Expenses Disallowed under Section 43B	0.00	0.00	0.00	0	0	0
TDS defaults not paid, disallowed Under Section 43 B	0.00	0.00	0.00	0	0	0
Timing Difference Due to Gratuity and Compensated Absences	17.59	10.47	3.00	0	0	0
Deferred Tax Assets (B)	0.06	3.56	0.01	0	0	0
Cumulative Balance of Deferred Tax Liability (Net) (A-B)	**168.06**	**204.05**	**317.14**	**0**	**0**	**0**

Note: The above statement should be read with the significant accounting policies and notes to restated summary statement of profit and loss account and cash flows statement as appearing in Annexures IV, I, I and IIII .

ANNEXURE – D

STATEMENT OF LONG TERM PROVISIONS

(Amt in `Lakhs)

Particulars		**As at**				
	30.09.2017	**31.03.2017**	**31.03.2016**	**31.03.2015**	**31.03.2014**	**31.03.2013**
Provision for Employee Benefits						
Gratuity Payable	16.85	9.92	2.95	0.00	0.00	0.00
Compensated Absences	0.00	0.00	0.00	0.00	0.00	0.00
Others	0.00	0.00	0.00	0.00	0.00	0.00
Total	**16.85**	**9.92**	**2.95**	**0.00**	**0.00**	**0.00**

ANNEXURE – E
STATEMENT OF TRADE PAYABLES

(Amt in `Lakhs)

Particulars		**As at**				
	30.09.2017	**31.03.2017**	**31.03.2016**	**31.03.2015**	**31.03.2014**	**31.03.2013**
Trade Payables						
For Goods & Services	1531.97	873.52	206.41	0.00	0.00	0.00
Micro, Small and Medium Enterprises	0.00	0.00	0.00	0.00	0.00	0.00
Others	61.11	45.70	113.89	0.00	0.00	0.00
Total	**1593.08**	**919.22**	**320.29**	**0.00**	**0.00**	**0.00**

Notes:

1.The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

3. Amount due to entities covered under Micro, Small and Medium Enterprises as defined in the Micro, Small, Medium Enterprises Development Act, 2006, have been identified on the basis of information available with the Company. There was no amount due to any such entities which needs to be disclosed.

ANNEXURE – F

STATEMENT OF OTHER CURRENT LIABILITIES AND SHORT TERM PROVISIONS

(Amt in `Lakhs)

Particulars		**As at**				
	30.09.2017	**31.03.2017**	**31.03.2016**	**31.03.2015**	**31.03.2014**	**31.03.2013**
Other Current Liabilities						
Current Maturities of Long Term Debt	590.12	590.40	592.02	0.00	0.00	0.00
Advances from Customers	0.00	0.00	0.00	0.00	0.00	0.00
Provision for expenses	0.00	0.00	0.00	0.00	0.00	0.00
Other Payables	88.59	135.45	1.15	91.37	0.00	0.00
Total	**678.71**	**725.85**	**593.17**	**91.37**	**0.00**	**0.00**
Short Term Provisions						
Provision for Income Tax	45.46	40.36	0.00	0.42	0.00	0.00
Provision for Employee Benefits	63.49	15.73	0.00	0.00	0.00	0.00
Provisions for Gratuity	0.74	0.55	0.06	0.00	0.00	0.00
Other Short Term Provisions	32.18	23.23	37.81	0.23	0.00	0.00
Total	**141.86**	**79.86**	**37.87**	**0.65**	**0.00**	**0.00**

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

DETAILS OF FIXED ASSETS AS RESTATED (AS PER COMPANIES ACT) **(Amt in `Lakhs)**

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										
Land and Building										
Land	-	68.47	-	68.47	-	-	-	-	68.47	-
Vehicles										
Car- EECO	-	3.75	-	3.75	-	-	-	-	3.75	-
Car- Vento	-	10.93	-	10.93	-	-	-	-	10.93	-
Office Equipments										
Computers	-	0.84	-	0.84	-	-	-	-	0.84	-
Sub-Total	-	83.99	-	83.99	-	-	-	-	83.99	-
Capital Work in Progress										
Building Construction	-	957.19	-	957.19	-	-	-	-	957.19	-
Plant & Machinary	-	2,729.35	-	2,729.35	-	-	-	-	2,729.35	-
Electric Fitting & Electricals	-	6.51	-	6.51	-	-	-	-	6.51	-
Furniture	-	0.23	-	0.23	-	-	-	-	0.23	-
Total Capital WIP	-	3,693.27	-	3,693.27	-	-	-	-	3,693.27	-
Total Tangible Assets	-	3,777.26	-	3,777.26	-	-	-	-	3,777.26	-

DETAILS OF FIXED ASSETS AS RESTATED (AS PER COMPANIES ACT) **(Amt in `Lakhs)**

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										
Land and Building										
Land	68.47	-	-	68.47	-	-	-	-	68.47	68.47
Factory Building	-	1,194.71	-	1,194.71	-	74.32	-	74.32	1,120.39	-
Plant and Machinary										
Plant & Machinary	-	4,650.65	-	4,650.65	-	608.84	-	608.84	4,041.81	-
Lab Testing Machine	-	81.18	-	81.18	-	10.60	-	10.60	70.58	-
Distribution Transformer	-	17.00	-	17.00	-	2.22	-	2.22	14.78	-
Lab Equipment	-	8.31	-	8.31	-	1.08	-	1.08	7.22	-
Weight Scale Machine	-	0.22	-	0.22	-	0.03	-	0.03	0.19	-
Winding Machine	-	4.39	-	4.39	-	0.57	-	0.57	3.82	-
Borwell	-	0.64	-	0.64	-	0.08	-	0.08	0.56	-
Furniture and Fixtures										
Furniture & Fixtures	-	2.98	-	2.98	-	0.56	-	0.56	2.43	-
Electrification	-	399.84	-	399.84	-	74.67	-	74.67	325.17	-
Vehicles										
Car- EECO	3.75	0.28	-	4.03	-	1.24	-	1.24	2.79	3.75
Car- Vento	10.93	-	-	10.93	-	3.41	-	3.41	7.52	10.93
Office Equipments										
Aircondition	-	2.00	-	2.00	-	0.60	-	0.60	1.40	-
Computer Accessories	0.84	14.54	0.84	14.54	-	0.03	-	0.03	14.52	0.84
CC TV Camera	-	3.68	-	3.68	-	0.26	-	0.26	3.42	-
Fire System	-	7.11	-	7.11	-	2.00	-	2.00	5.11	-
RO Plant	-	3.28	-	3.28	-	1.08	-	1.08	2.20	-
Water Cooler	-	0.25	-	0.25	-	0.09	-	0.09	0.16	-
Sub-Total	83.99	6,391.05	0.84	6,474.21	-	781.666	-	781.67	5,692.54	83.99
Capital Work in Progress										
Building Construction	957.19	116.67	1,073.86	-	-	-	-	-	-	957.19
Plant & Machinary	2,729.35	1,689.39	4,418.74	-	-	-	-	-	-	2,729.35
Electric Fitting & Electricals	6.51	312.80	319.30	-	-	-	-	-	-	6.51
Furniture	0.23	2.75	2.98	-	-	-	-	-	-	0.23
Total Capital WIP	3,693.27	2,121.61	5,814.88	-	-	-	-	-	-	3,693.27
Total Tangible Assets	3,777.26	8,512.66	5,815.72	6,474.21	-	781.666	-	781.67	5,692.54	3,777.26

DETAILS OF FIXED ASSETS AS RESTATED (AS PER COMPANIES ACT) **(Amt in `Lakhs)**

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										
Land and Building										
Land	68.47	-	-	68.47	-	-	-	-	68.47	68.47
Factory Building	1,194.71	-	-	1,194.71	74.32	106.44	-	180.76	1,013.96	1,120.39
Plant and Machinary										
Plant & Machinary	4,650.65	28.83	-	4,679.49	608.84	734.06	-	1,342.90	3,336.59	4,041.81
Lab Testing Machine	81.18	-	-	81.18	10.60	12.77	-	23.37	57.80	70.58
Distribution Transformer	17.00	-	-	17.00	2.22	2.68	-	4.89	12.11	14.78
Lab Equipment	8.31	-	-	8.31	1.08	1.31	-	2.39	5.91	7.22
Weight Scale Machine	0.22	-	-	0.22	0.03	0.03	-	0.06	0.15	0.19
Winding Machine	4.39	-	-	4.39	0.57	0.69	-	1.26	3.13	3.82
Borwell	0.64	0.78	-	1.42	0.08	0.11	-	0.19	1.23	0.56
Furniture and Fixtures										
Furniture & Fixtures	2.98	-	-	2.98	0.56	0.63	-	1.19	1.80	2.43
Electrification	399.84	-	-	399.84	74.67	84.19	-	158.85	240.98	325.17
Vehicles										
Car- EECO	4.03	-	-	4.03	1.24	0.87	-	2.11	1.92	2.79
Car- Vento	10.93	-	-	10.93	3.41	2.35	-	5.76	5.17	7.52
Office Equipments										
Aircondition	2.00	-	-	2.00	0.60	0.63	-	1.23	0.77	1.40
Computer Accessories	14.54	0.84	-	15.39	0.03	9.49	-	9.52	5.87	14.52
CC TV Camera	3.68	-	-	3.68	0.26	1.54	-	1.80	1.88	3.42
Fire System	7.11	-	-	7.11	2.00	2.30	-	4.30	2.81	5.11
RO Plant	3.28	-	-	3.28	1.08	0.99	-	2.07	1.21	2.20
Water Cooler	0.25	-	-	0.25	0.09	0.07	-	0.16	0.09	0.16
Sub-Total	6,474.21	30.45	-	6,504.66	781.67	961.16	-	1,742.83	4,761.83	5,692.54

DETAILS OF FIXED ASSETS AS RESTATED (AS PER COMPANIES ACT) **(Amt in `Lakhs)**

FIXED ASSETS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT 01.04.2017	ADDITIONS	DEDUCTIONS	30.09.2017	UPTO 01.04.2017	FOR THE YEAR	DEDUCTIONS / ADJUSTMENTS	UPTO 30.09.2017	AS AT 30.09.2017	AS AT 31.03.2017
Tangible Assets										
Land and Building										
Land	68.47	-	-	68.47	-	-	-	-	68.47	68.47
Factory Building	1,194.71	-	-	1,194.71	180.76	48.16	-	228.92	965.79	1,013.96
Plant and Machinary	-									
Plant & Machinary	4,679.49	47.78	-	4,727.27	1,342.90	301.96	-	1,644.86	3,082.41	3,336.59
Lab Testing Machine	81.18	-	-	81.18	23.37	5.23	-	28.60	52.57	57.80
Distribution Transformer	17.00	-	-	17.00	4.89	1.10	-	5.99	11.01	12.11
Lab Equipment	8.31	-	-	8.31	2.39	0.54	-	2.93	5.38	5.91
Weight Scale Machine	0.22	-	-	0.22	0.06	0.01	-	0.08	0.14	0.15
Winding Machine	4.39	-	-	4.39	1.26	0.28	-	1.55	2.84	3.13
Borwell	1.42	-	-	1.42	0.19	0.11	-	0.31	1.11	1.23
Furniture and Fixtures	-									
Furniture & Fixtures	2.98	4.37	4.37	2.98	1.19	0.23	-	1.42	1.57	1.80
Electrification	399.84	0.84	-	400.67	158.85	31.28	-	190.13	210.54	240.98
Vehicles	-									
Car- EECO	4.03	-	-	4.03	2.11	0.30	-	2.41	1.62	1.92
Car- Vento	10.93	-	-	10.93	5.76	0.81	-	6.57	4.36	5.17
Car- Maruti ertiga	-	9.00	-	9.00	-	1.87	-	1.87	7.13	-
Office Equipments	-									
Aircondition	2.00	-	-	2.00	1.23	0.17	-	1.40	0.60	0.77
Computer Accessories	15.39	0.44	-	15.82	9.52	1.99	-	11.51	4.31	5.87
CC TV Camera	3.68	-	-	3.68	1.80	0.42	-	2.22	1.46	1.88
Fire System	7.11	-	-	7.11	4.30	0.63	-	4.94	2.17	2.81
RO Plant	3.28	-	-	3.28	2.07	0.27	-	2.34	0.94	1.21
Water Cooler	0.25	-	-	0.25	0.16	0.02	-	0.18	0.07	0.09
Sub-Total	6,504.66	62.43	4.37	6,562.72	1,742.83	395.40	-	2,138.23	4,424.50	4,761.83

Notes:-

(1) Furniture & Fixtues Purchased on 21.09.2017 and Sold on 30.09.2017 .So We are not calculated Additional Depreciation for 9 days.

(2) As per audit report borewell is considered in office equipments head but in this report we have considered it in plant and machinery head.

DETAILS OF FIXED ASSETS AS RESTATED (AS PER INCOME TAX ACT) **(Amt in `Lakhs)**

Sr. No.	Particulars	Rate of Depreciation	Opeing Balance As on 01-04-15	Addition		Deduction/Subsidy Received during the Year	Total	Depreciation for the year	Additional Depriciation	Closing Balance As on 31/03/2016
				Used More than 182 Days	Used Less than 182 Days					
1	Land	0%	68.47	0.00	0.00	-	68.47	0.00	0.00	68.47
2	Building	10%	0.00	0.00	1194.71	-	1194.71	59.74	0.00	1134.98
3	Plant and Machinary	15%	0.00	4650.65	0.00	-	4650.65	697.60	892.34	3060.72
4	Lab Testing Machine	15%	0.00	81.18	0.00	-	81.18	12.18	0.00	69.00
5	Distribution Transformer	15%	0.00	17.00	0.00	-	17.00	2.55	0.00	14.45
6	Car - EECO	15%	3.75	0.28	0.00	-	4.03	0.60	0.00	3.43
7	Car - Vento	15%	10.93	0.00	0.00	-	10.93	1.64	0.00	9.29
8	Lab Equipment	15%	0.00	8.31	0.00	-	8.31	1.25	0.00	7.06
9	Weight Scale Machine	15%	0.00	0.22	0.00	-	0.22	0.03	0.00	0.18
10	Winding Machine	15%	0.00	4.39	0.00	-	4.39	0.66	0.00	3.73
11	Furniture and Fixture	10%	0.00	2.98	0.00	-	2.98	0.30	0.00	2.68
12	Electrification	10%	0.00	399.84	0.00	-	399.84	39.98	0.00	359.85
13	Aircondition	10%	0.00	2.00	0.00	-	2.00	0.20	0.00	1.80
14	Borwell	10%	0.00	0.64	0.00	-	0.64	0.06	0.00	0.58
15	CCTV Camera	10%	0.00	0.43	3.25	-	3.68	0.21	0.00	3.47
16	Fire System	10%	0.00	6.83	0.28	-	7.11	0.70	0.00	6.41
17	RO Plant	10%	0.00	3.28	0.00	-	3.28	0.33	0.00	2.95
18	Water Cooler	10%	0.00	0.25	0.00	-	0.25	0.02	0.00	0.22
19	Computer	60%	0.00	0.00	14.54	-	14.54	4.36	0.00	10.18
Total			83.15	5178.26	1212.79	-	6474.21	822.41	892.34	4759.46

DETAILS OF FIXED ASSETS AS RESTATED (AS PER INCOME TAX ACT) **(Amt in `Lakhs)**

Sr. No.	Particulars	Rate of Depreciation	Opeing Balance As on 01-04-16	Addition		Deduction/Subsidy Received during the Year	Total	Depreciation for the year	Additional Depriciation	Closing Balance As on 31/03/2017
				Used More than 182 Days	Used Less than 182 Days					
1	Land	0%	68.47	-	-	-	68.47	-	-	68.47
2	Building	10%	1134.98	-	-	-	1,134.98	113.50	-	1,021.48
3	Plant and Machinary	15%	3060.72	4.59	24.24	-	3,089.55	461.61	3.34	2,624.59
4	Lab Testing Machine	15%	69.00	-	-	-	69.00	10.35	-	58.65
5	Distribution Transformer	15%	14.45	-	-	-	14.45	2.17	-	12.28
6	Car - EECO	15%	3.43	-	-	-	3.43	0.51	-	2.91
7	Car - Vento	15%	9.29	-	-	-	9.29	1.39	-	7.90
8	Lab Equipment	15%	7.06	-	-	-	7.06	1.06	-	6.00
9	Weight Scale Machine	15%	0.18	-	-	-	0.18	0.03	-	0.16
10	Winding Machine	15%	3.73	-	-	-	3.73	0.56	-	3.17
11	Furniture and Fixture	10%	2.68	-	-	-	2.68	0.27	-	2.42
12	Electrification	10%	359.85	-	-	-	359.85	35.99	-	323.87
13	Aircondition	10%	1.80	-	-	-	1.80	0.18	-	1.62
14	Borwell	10%	0.58	-	0.78	-	1.36	0.10	-	1.26
15	CCTV Camera	10%	3.47	-	-	-	3.47	0.35	-	3.13
16	Fire System	10%	6.41	-	-	-	6.41	0.64	-	5.77
17	RO Plant	10%	2.95	-	-	-	2.95	0.30	-	2.66
18	Water Cooler	10%	0.22	-	-	-	0.22	0.02	-	0.20
19	Computer	60%	10.18	0.55	0.29	-	11.02	6.53	-	4.50
Total			4759.46	5.14	25.32	-	4,789.92	635.55	3.34	4,151.03

DETAILS OF FIXED ASSETS AS RESTATED (AS PER INCOME TAX ACT) **(Amt in `Lakhs)**

Sr. No.	Particulars	Rate of Depreciation	Opeing Balance As on 01-04-17	Addition		Deduction/Subsidy Received during the Year	Total	Depreciation for the year	Additional Depriciation	Closing Balance As on 30/09/2017
				Used More than 182 Days	Used Less than 182 Days					
1	Land	0%	68.47	-	-	-	68.47	-	-	68.47
2	Building	10%	1,021.48	-	-	-	1,021.48	51.07	-	970.41
3	Plant and Machinary	15%	2,624.59	-	47.78	-	2,672.38	198.64	3.60	2,470.14
4	Lab Testing Machine	15%	58.65	-	-	-	58.65	4.40	-	54.25
5	Distribution Transformer	15%	12.28	-	-	-	12.28	0.92	-	11.36
6	Car - EECO	15%	2.91	-	-	-	2.91	0.22	-	2.69
7	Car - Vento	15%	7.90	-	-	-	7.90	0.59	-	7.31
	Car-Maruti Ertiga	15%	-	-	9.00	-	9.00	0.34	-	8.66
8	Lab Equipment	15%	6.00	-	-	-	6.00	0.45	-	5.55
9	Weight Scale Machine	15%	0.16	-	-	-	0.16	0.01	-	0.14
10	Winding Machine	15%	3.17	-	-	-	3.17	0.24	-	2.93
11	Furniture and Fixture	10%	2.42	-	4.37	4.37	2.42	0.01	-	2.40
12	Electrification	10%	323.87	-	0.84	-	324.71	16.21	-	308.49
13	Aircondition	10%	1.62	-	-	-	1.62	0.08	-	1.54
14	Borwell	10%	1.26	-	-	-	1.26	0.06	-	1.20
15	CCTV Camera	10%	3.13	-	-	-	3.13	0.16	-	2.97
16	Fire System	10%	5.77	-	-	-	5.77	0.29	-	5.48
17	RO Plant	10%	2.66	-	-	-	2.66	0.13	-	2.52
18	Water Cooler	10%	0.20	-	-	-	0.20	0.01	-	0.19
19	Computer	60%	4.50	-	-	-	4.50	1.35	-	3.15
Total			4,151.03	-	61.99	4.37	4,208.65	275.18	1.80	3,929.87

Notes:-

(1) Furniture & Fixtues Purchased on 21.09.2017 and Sold on 30.09.2017 .So We are not calculated Additional Depreciation for 9 days.

(2) As per audit report borewell is considered in office equipments head but in this report we have considered it in plant and machinery head.

ANNEXURE – G
STATEMENT OF FIXED ASSETS

(Amt in `Lakhs)

Particulars	**As at**					
	30.09.2017	**31.03.2017**	**31.03.2016**	**31.03.2015**	**31.03.2014**	**31.03.2013**
Tangible Assets						
i) Gross Block	6562.72	6504.66	6474.21	83.99	0.00	0.00
ii) Depriciation	2138.23	1742.83	781.67	0.00	0.00	0.00
iii) Net Block	4424.50	4761.83	5692.54	83.99	0.00	0.00
Capital Work In Progress	**0.00**	**0.00**	**0.00**	**3693.27**	**0.00**	**0.00**
Total	**4424.50**	**4761.83**	**5692.54**	**3777.26**	**0.00**	**0.00**

*Note-: Factory Building is including of cost of land, which is being depreciated at the rate which is applicable on Factory Building. There is no detail availble with the Company about the cost of Land.

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

ANNEXURE – H

STATEMENT OF NON-CURRENT INVESTMENTS

(Amt in `Lakhs)

Particulars		**As at**				
	30.09.2017	**31.03.2017**	**31.03.2016**	**31.03.2015**	**31.03.2014**	**31.03.2013**
Non Current Investment						
FD with Bank	0.00	0.00	0.00	0.00	0.00	0.00
LIC Money Back Policy	11.41	11.41	11.41	11.41	0.00	0.00
Mutual Fund	18.87	0.00	0.00	0.00	0.00	0.00
NSC	0.00	0.00	0.00	0.00	0.00	0.00
Investment in Equity Shares of 100% Subsidiary -Unquoted- (At Cost)	0.00	0.00	0.00	0.00	0.00	0.00
Total	**30.28**	**11.41**	**11.41**	**11.41**	**0.00**	**0.00**

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

3. Investment in Mutual fund consist of SBI Mutual Fund - Growth Plant 188700 Units. NAV as on 03.10.2017 is of Rs.10 per unit.

ANNEXURE – I

STATEMENT OF LONG-TERM LOANS AND ADVANCES

(Amt in `Lakhs)

Particulars		**As at**				
	30.09.2017	**31.03.2017**	**31.03.2016**	**31.03.2015**	**31.03.2014**	**31.03.2013**
Unsecured, Considered Good unless otherwise stated						
Security Deposit	16.29	16.29	16.54	16.25	0	0
Other Loans and Advances	0	0	0	0	0	0
Total	**16.29**	**16.29**	**16.54**	**16.25**	**0**	**0**

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

ANNEXURE – J
STATEMENT OF INVENTORIES

(Amt in `Lakhs)

Particulars		**As at**				
	30.09.2017	**31.03.2017**	**31.03.2016**	**31.03.2015**	**31.03.2014**	**31.03.2013**
Packing Materials	6.57	6.53	11.42	0.00	0.00	0.00
Raw Materials	2028.47	1782.57	1079.64	0.00	0.00	0.00
Work In Progress	0.00	0.00	0.00	0.00	0.00	0.00
Stores & Spares	0.00	0.00	0.00	0.00	0.00	0.00
Organic Manure	0.00	0.00	0.00	0.00	0.00	0.00
Semi-Finished Goods	129.33	115.48	0.00	0.00	0.00	0.00
Finished Goods	306.24	303.17	443.18	0.00	0.00	0.00
Total	**2470.61**	**2207.75**	**1534.24**	**0.00**	**0.00**	**0.00**

Note-: Inventory has been physically verified by the management of the Company at the end of respective year/period

ANNEXURE – K

STATEMENT OF TRADE RECEIVABLES

(Amt in `Lakhs)

Particulars		**As at**				
	30.09.2017	**31.03.2017**	**31.03.2016**	**31.03.2015**	**31.03.2014**	**31.03.2013**
Outstanding for a period exceeding six months (Unsecured and considered Good)						
From Directors/Promoters/Promoter Group/Associates/ Relatives of Directors/ Group Companies.	0.00	0.00	0.00	0.00	0.00	0.00
Others	961.75	2.95	2.21	0.00	0.00	0.00
Outstanding for a period not exceeding 6 months (Unsecured and considered Good)						
From Directors/Promoters/Promoter Group/Associates/ Relatives of Directors/ Group Companies.	0.00	0.00	0.00	0.00	0.00	0.00
Others	0.00	401.23	135.99	0.00	0.00	0.00
Total	**961.75**	**404.17**	**138.20**	**0.00**	**0.00**	**0.00**

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

3. List of persons/entities classified as 'Promoters' and 'Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

ANNEXURE – L

STATEMENT OF CASH & CASH EQUIVALENTS

(Amt in `Lakhs)

Particulars	**As at**					
	30.09.2017	**31.03.2017**	**31.03.201**	**31.03.2015**	**31.03.201**	**31.03.2013**
Cash and Cash Equivalents: (as per Accounting Standard 3: Cash flow Statements)						
Balances with Banks	60.65	80.54	69.70	212.14	0.00	0.00
Bank Deposits with original maturity of less than 3 months	0.00	0.00	0.00	0.00	0.00	0.00
Cash on Hand	0.00	0.00	0.00	0.00	0.00	0.00
Other Bank Balances						
Bank deposits with original maturity of more than 12 months	120.50	108.92	200.55	254.19	81.68	0.00
Total	**181.15**	**189.46**	**270.25**	**466.33**	**81.68**	**0.00**

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

ANNEXURE – M

STATEMENT OF SHORT-TERM LOANS AND ADVANCES

(Amt in `Lakhs)

Particulars	**As at**					
	30.09.2017	**31.03.201**	**31.03.201**	**31.03.201**	**31.03.201**	**31.03.2013**
Unsecured, Considered Good unless otherwise stated						
Security Deposits	0.00	0.00	0.00	0.00	0.00	0.00
PGVCL	0.00	0.00	0.00	0.00	0.00	0.00
TDS Recievable	0.00	0.63	0.86	0.42	0.00	0.00
Excise Duty receivable	8.04	8.04	40.75	0.00	0.00	0.00
Others	2.64	10.85	2.41	9.00	100.00	0.00
Accrued Interest on MSEB Deposit	0.00	0.00	0.00	0.00	0.00	0.00
Loans Advances to Related Parties	0.00	330.61	0.00	0.00	0.00	0.00
Total	**10.68**	**350.13**	**44.01**	**9.42**	**100.00**	**0.00**

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.
3. List of persons/entities classified as 'Promoters' and 'Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

ANNEXURE – N

STATEMENT OF OTHER CURRENT ASSETS

(Amt in `Lakhs)

Particulars	**As at**					
	30.09.201	**31.03.2017**	**31.03.2016**	**31.03.2015**	**31.03.2014**	**31.03.2013**
Other	913.03	648.67	491.68	363.72	0.00	0.00
Total	913.03	648.67	491.68	363.72	0.00	0.00

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows

ANNEXURE – O
STATEMENT OF OTHER INCOME

(Amt in `Lakhs)

Particulars	**For the Year Ended**						**Nature of Income**
	30.09.2017	**31.03.2017**	**31.03.2016**	**31.03.2015**	**31.03.2014**	**31.03.2013**	
Other Income	**143.88**	**395.20**	**291.29**	**0.00**	**0.00**	**0.00**	
Net Profit Before Tax as Restated	223.04	198.01	-247.93	0.00	0.00	0.00	
Percentage	**64.51%**	**199.58%**	**-117.49%**	**0.00%**	**0.00%**	**0.00%**	
Source of Income							
Interest Income	6.16	6.31	0.18	0.00	0.00	0.00	Non Recurring and not related to business activity.
Other - Misc. Receipt	0.02	1.36	3.52	0.00	0.00	0.00	Recurring and related to business activity.
Subsidy Income	137.70	387.52	287.59	0.00	0.00	0.00	Non Recurring but related to business activity.
Total	**143.88**	**395.20**	**291.29**	**0.00**	**0.00**	**0.00**	

1. The classification of other income as recurring/not-recurring, related/not-related to business activity is based on the current operations and business activity of the Company as determined by the management.

2. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

3. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

ANNEXURE – P

STATEMENT OF TURNOVER

(Amt in `Lakhs)

Particulars		**For the Year Ended**				
	30.09.2017	**31.03.2017**	**31.03.2016**	**31.03.2015**	**31.03.2014**	**31.03.2013**
(i) Turnover of Products Manufactured by the Issuer (	4464.06	8478.53	4810.49	0.00	0.00	0.00
(ii) Turnover of Products Traded by the Issuer Compa	0.00	0.00	0.00	0.00	0.00	0.00
*(iii) Turnover in respect of Products not Normally dea	0.00	0.00	0.00	0.00	0.00	0.00
Total	**4464.06**	**8478.53**	**4810.49**	**0.00**	**0.00**	**0.00**

*As per information provided to us by the Issuer, there is no such item.

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

ANNEXURE – Q

STATEMENT OF MANDATORY ACCOUNTING RATIOS

(Amt in `Lakhs)

Particulars	**As at**					
	30.09.2017	**31.03.2017**	**31.03.2016**	**31.03.2015**	**31.03.2014**	**31.03.2013**
Net Worth (A)	2504.64	2245.61	1934.50	2349.58	1.00	0.00
Restated Profit after tax	259.03	311.10	-565.08	-0.42	0.00	0.00
Less: Prior Period Item						
Adjusted Profit after Tax (B)	259.03	311.10	-565.08	-0.42	0.00	0.00
Number of Equity Share outstanding as on the End of Year/Peri	250.00	250.00	250.00	235.00	0.10	0.00
Weighted average no of Equity shares at the time of end of the	250.00	250.00	247.33	45.99	0.01	0.00
Current Assets (E)	4500.16	3719.64	2408.68	627.33	181.68	0.00
Current Liabilities (F)	3114.98	2431.95	1658.15	92.02	0.00	0.00
Face Value per Share	10.00	10.00	10.00	10.00	10.00	0.00
Restated Basic and Diluted Earning Per Share (Rs.) (B/D)	1.04	1.24	-2.28	-0.01	0.00	0.00
Return on Net worth (%) (B/A)	0.10	0.14	-0.29	0.00	0.00	0.00
Net asset value per share (A/C) (Face Value of Rs. 10 Each	10.02	8.98	7.74	10.00	10.00	0.00
Net assets value per share (effect of bonus issue of equity shares) (A/D)	10.02	8.98	7.82	51.09	77.64	0.00
Current Ratio (E/F)	1.44	1.53	1.45	6.82	0.00	0.00

Note:

1) The ratios have been computed as below:

(a) Basic earnings per share (Rs.) - : Net profit after tax as restated for calculating basic EPS / Weighted average number of equity shares outstanding at the end of the period or year

(b) Diluted earnings per share (Rs.) - : Net profit after tax as restated for calculating diluted EPS / Weighted average number of equity shares outstanding at the end of the period or year for diluted EPS

(c) Return on net worth (%) -: Net profit after tax (as restated) / Net worth at the end of the period or year

(d) Net assets value per share -: Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year

(e) Net assets value per share (effect of bonus issue of equity shares) - : Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year (after split and bonus issue)

2) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted by the number of equity shares issued during period/year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/year.

3) Net worth for ratios mentioned in note 1(c) and 1(d) is = Equity share capital + Reserves and surplus (including, Securities Premium, General Reserve and surplus in statement of profit and loss).

4) The figures disclosed above are based on the standalone restated summary statements of the Group.

5) The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

ANNEXURE - R
STATEMENT OF RELATED PARTY TRANSACTION

(Amt in `Lakhs)

a)	**Names of the related parties with whom transaction were carried out during the years and description of relationship:**						
1	Holding Company				Nil		
2	Subsidiary Companies				Nil		
3	Key Managerial Person				Kantilal Gopalbhai Savalia -Director Jaydipkumar Ramnikbhai Dobariya -Director Ashokbhai Maviibhai Dudhasara -Director Bakulesh Bipinchandra Jani -Director Parsotambhai Chanabhai Dudhaeara -Directo		
4	Relatives of Key Management Personnel with whom transactions have taken place				As per list mentioned below		
5	Enterprises Owned or controlled by Key Management personnel and/or their Relatives				Akshar Cotton Industries Kantibhai Savaliya-HUF		
S.No.	Particulars	For the Period ended 30th September, 2017	For the year ended 31st March, 2017	For the year ended 31st March, 2016	For the year ended 31st March, 2015	For the year ended 31st March, 2014	For the year ended 31st March, 2013
1	**Sales**						
	Akshar Industries	0.00	71.73	2412.59	0.00	0.00	0.00
2	**Purchase**						
	Akshar Industries	342.55	236.86	1860.35	0.00	0.00	0.00
3	**Loans accepted from Key Managerial Personnel**						
	Kantilal Gopalbhai Savalia	45.00	3.80	-	12.00	-	
	Jaydipkumar Ramnikbhai Dobariya	-	24.00	-	-	-	
	Ashokbhai Mavjibhai Dudhagara	-	-	176.70	-	24.00	
	Bakulesh Bipinchandra Jani	-	-	3.00	-	65.00	
	Parsotambhai Chanabhai Dudhagara	-	-	7.76	-	-	
4	**Repayment of Borrowing to Key Managerial Personnel**						
	Kantilal Gopalbhai Savalia	-		3.30	-	-	
	Jaydipkumar Ramnikbhai Dobariya	24.00		(0.00)	-	-	
	Ashokbhai Mavjibhai Dudhagara	72.40	0.79		5.00	-	
	Bakulesh Bipinchandra Jani	-	-		65.00	-	
	Parsotambhai Chanabhai Dudhagara	-	7.76	-	-	-	
5	**Closing Balance at year end of Loan Accepted.**						
	Ashokbhai Dudhagara	122.51	194.91	195.70	19.00	24.00	-
	Bakulesh Jani	3.00	3.00	3.00	-	65.00	-
	Jaydeepbhai R Dobariya	-	24.00	-	-	-	-
	Kantibhai G Savalia	57.50	12.50	8.70	-	-	-
	parshottambhai Dudhagara	-	-	7.77	-	-	-
6	**Closing Balance at year end of Creditors / Debtors Related parties)**						
	Akshar Industries	320.16	34.42	34.42	59.20	0.00	0.00

Notes:

1.Company has borrowed unsecured loans from shareholders as on 30.09.2017. However company was converted from private limited to public limited on 11.12.2017. On conversion from private limited to public limited section 72,73,74,75,76 of Companies Act, 2013 related to public deposit is applicable to company. In the absence of information related to same we are not able to comment whether comapny has complied with the applicable provision of the act or not, however we advice that company should comply with the provision of companies act as soon as possible.

2. Due to unavailability of information regarding relatives of key managerial personnel, we are not able to comment on related party transactions with relatives of key managerial personnel.

ANNEXURE – S

STATEMENT OF CAPITALISATION

(Amt in `Lakhs)

Particulars	**Pre Issue**	**Post Issue**
	30.09.2017	
Debt		
Short Term Debt	701.33	
Long Term Debt	3183.15	
Total Debt	3884.48	
Shareholders' Fund (Equity)		
Share Capital	2500.00	
Reserves & Surplus	4.64	
Less: Miscellaneous Expenses not w	0.00	
Total Shareholders' Fund (Equity)	2504.64	
Long Term Debt/Equity	1.27	
Total Debt/Equity	1.55	

Notes:

1. Short term Debts represent which are expected to be paid/payable within 12 months and excludes installment of term loans repayable within 12 months.
2. Long term Debts represent debts other than Short term Debts as defined above but includes installment of term loans repayable within 12 months grouped under other current
3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 30/09/2017

ANNEXURE – T
STATEMENT OF TAX SHELTER

(Amt in `Lakhs)

Particulars		As at					
		30.09.2017	**31.03.2017**	**31.03.2016**	**31.03.2015**	**31.03.2014**	**31.03.2013**
	Profit before tax as restated (A)	223.04	198.01	-247.93	0.00	0.00	0.00
	Normal Corporate Tax Rate (%)	34.05%	33.99%	30.90%			
	MAT Rate (%)	20.38%	20.38%	19.06%			
	Adjustments:						
	Permanent Difference						
	Expenses disallowed as per Income Tax Act 1961	0	0.26	7.97			
	Donation Expenses	0	0.02	0.19			
	Total Permanent Difference (B)	0	0.29	8.16	0		
	Income considered separately (C)						
	Timing Difference						
	Depreciation as Companies Act	395.40	961.16	781.67			
	Depreciation as Income Tax Act	276.99	638.89	1,714.74			
	Disallowed U/S 43B						
	Gratuity						
	Total Timing Difference (D)	118.41	322.27	(933.08)	-		
	Net Adjustment E = (B+C+D)	118.41	322.56	(924.92)	-		
	Tax Expenses/(saving) thereon.	40.32	109.64	(285.80)			
	Income from Other Sources (F)	0	0	0			
	Exempt Income (G)	0	0	0			
	Taxable Income/(Loss) (A+E+F-G)	341.45	520.57	-1172.86	0.00	0.00	
	Brought Forward Losses	0	0	0			
	Unabsorbed Depreciation	341.45	520.57	0			
	Total	341.45	520.57	0	0	0	
	Preliminary Expenses	0	0	0			
	Taxable Income/(Loss)	0.00	0.00	-1172.86	0.00	0.00	
	Deduction	0	0	0			
	Net Taxable Income	0.00	0.00	(1,172.86)	-	-	
	Tax as per Normal Income Tax Provision	0.00	0.00	(362.41)	-	-	
	Tax Income/(Loss) as per MAT	223.04	198.01	(247.93)	-	-	
	Income tax as per MAT/Income Tax	45.46	40.36	(47.26)	-	-	
	Tax Liability as per Income Tax Provision	45.46	40.36	-			
	Tax paid as per "MAT" or "Normal Provisions"	MAT	MAT	Normal	Normal	Normal	
	Total MAT Credit Available	85.81	40.36				

Notes:

1. The aforesaid statement of tax shelters has been prepared as per the restated Summary statement of profits and losses of the Company.The permanent/timing differences have been computed considering the ackowledged copies of the income-tax r respective years stated above. The changes in the tax liability and the interest thereon arising on account of assessement proceedings, notices, appeals etc has been adjusted in the tax liability of the year to

2. The figures for the year ended September 30, 2017 are based on the provisional computation of Total Income prepared by the Company

2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

ANNEXURE – U

RESTATED SUMMARY STATEMENT OF CONTINGENT LIABILITIES

(Amt in `Lakhs)

Particulars	**As at**					
	30.09.2017	**31.03.2017**	**31.03.2016**	**31.03.2015**	**31.03.2014**	**31.03.2013**
Contingent liabilities in respect of:						
Claims against the company not acknowledged as debts	0.00	0.00	0.00	0.00	0.00	0.00
Guarantees given on Behalf of the Company	0.00	0.00	0.00	0.00	0.00	0.00
Guarantees given on Behalf of the Subsidiary Company	0.00	0.00	0.00	0.00	0.00	0.00
Other moneys for which the company is contingently liable	0.00	0.00	0.00	0.00	0.00	0.00
Outstanding Tax Demand with Respect to Income Tax Assessment year - 2008-09	0.00	0.00	0.00	0.00	0.00	0.00
Outstanding Tax Demand with Respect to Income Tax Assessment year - 2009-10	0.00	0.00	0.00	0.00	0.00	0.00
Outstanding Tax Demand with Respect to Income Tax Assessment year - 2012-13	0.00	0.00	0.00	0.00	0.00	0.00
Outstanding Tax Demand with Respect to Income Tax Assessment year - 2014-15	0.00	0.00	0.00	0.00	0.00	0.00
Outstanding Tax Demand with Respect to Income Tax Assessment year - 2015-16	0.00	0.00	0.00	0.00	0.00	0.00
Excise Duty Liability	0.00	0.00	0.00			
Commitments (to the extent not provided for)						
Estimated amount of contracts remaining to be executed on capital account and not provided for	0.00	0.00	0.00	0.00	0.00	0.00
Uncalled liability on shares and other investments partly paid	0.00	0.00	0.00	0.00	0.00	0.00
Other commitments	0.00	0.00	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00	0.00	0.00

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read
with the significant accounting policies

Date: 11/01/2018

To,
Guniess Corporate Adviser,
Guniess,
18, Deshapriya Park Road,
Kolkata - 700026.

Based on the restated financial statement of Angel Fibers Private Limited ("The Company"), having its Registered office at Shivalik-2, Shop No.6, Nr. Pushkardham Temple, University Road, Rajkot. We hereby certify that the Company satisfies the financial eligibility criteria listing on SME Platform based on accounts.

(Amt in `Lakhs)

1. The post issue Paid up share Capital of the Company is Rs. more than 1.00 Crore.

2. Net Tangible Assets of at least 3.00 Crore as per the latest audited financial results (as Restated).

Particulars	**As at**					
	30.09.2017	**31.03.2017**	**31.03.2016**	**31.03.2015**	**31.03.2014**	**31.03.2013**
Non-Current Assets :						
Tangible Fixed assets (Net Block) excluding Revaluation Reserve, if any.	4424.50	4761.83	5692.54	83.99	0.00	0.00
Non Current Investments						
Long Term Loans and Advances	32.41	21.13	27.85	533.01	0.00	0.00
Current Assets :						
Inventory	2470.61	2207.75	1534.24	0.00	0.00	0.00
Trade Receivables	961.75	404.17	138.20	0.00	0.00	0.00
Cash & Bank Balances	120.50	108.92	200.55	254.19	81.68	0.00
Short Term Loans and Advances	34.26	350.13	44.01	9.42	100.00	0.00
Total Non-Current & Current Assets (A)	8044.04	7853.94	7637.39	880.61	181.68	0.00
Non Current Liabilities :						
Long-Term Borrowings	3183.15	3622.82	4228.19	2734.27	181.23	0.00
Long Term Provisions	16.85	9.92	2.95	0.00	0.00	0.00
Current liabilities :						
Short-Term Borrowings	701.33	707.02	706.81	0.00	0.00	0.00
Trade Payables	1593.08	919.22	320.29	0.00	0.00	0.00
Other Current Liabilities	678.71	725.85	593.17	91.37	0.00	0.00
Short-Term Provisions	141.86	79.86	37.87	0.65	0.00	0.00
Total Non Current Liabilities and Current Liabilities (B)	6314.98	6064.69	5889.28	2826.29	181.23	0.00
Net Tangible Assets (A-B)	1729.06	1789.25	1748.11	-1945.68	0.45	0.00

Net tangible assets are defined as the sum of all net assets of the Company, excluding deferred Tax Assets/Liabilities and excluding intangible assets as defined in Accounting Standard 26 (AS-26) issued by the Institute of Chartered Accountants of India.

3. Net worth (excluding revaluation reserves) of at least 3.00 Crore as per the latest audited financial results (as restated)						
Particulars	As at					
	30.09.2017	31.03.2017	31.03.2016	31.03.2014	31.03.2013	31.03.2012
Share Capital	2500.00	2500.00	2500.00	2350.00	1.00	0.00
Add: Reserves & Surplus	4.64	-254.39	-565.50	-0.42	0.00	0.00
Less: Preliminary Expenses to the extent not written off	0.33	0.33	0.44	0.55	0.55	0.00
Net Worth	2504.31	2245.28	1934.06	2349.03	0.45	0.00

Net worth includes Share Capital and Reserves (excluding revaluation reserves), Miscellaneous Expenditure not written-off, if any & Debit Balances of Profit and Loss Account not written-of, if any)

4. Track record of distributable profits in terms of Section 123 of Companies Act, 2013 for at least two years out of immediately preceding three financial years and each financial year has to be a period of at least 12 months. Extraordinary income will not be considered for the purpose of calculating distributable profits. otherwise, the Net Worth shall be atleast Rs. 5.00 Crores.

The Company have distributable profits as detailed below in terms of Section 205 of Companies Act, 1956 (Section 123 of the Companies Act 2013, after 01st April 2014) (As Restated),:

Particulars	As at					
	30.09.2017	31.03.2017	31.03.2016	31.03.2015	31.03.2014	31.03.2013
Net Profit after Tax (as Restated) Calculated as per Section 123 of the Companies Act, 2013	259.03	311.10	-565.08	-0.42	0	0

Yours faithfully
For G. P. KAPADIA & CO
Chartered Accountants
Firm Reg. No. 104678W

HITEN ABHANI
Partner
Membership No. - 132275
Place: AHMEDABAD

CALCULATION OF DTA/DTL

(Amt. in lakhs)

Particulars		For the Year Ended				
	30.09.2017	31.03.2017	31.03.2016	31.03.2015	31.03.2014	31.03.2013
Net WDV as Per Companies Act	4424.50	4761.83	5692.54	0.00	0.00	0.00
Net WDV As per Income Tax Act	3929.87	4151.03	4759.46	0.00	0.00	0.00
Timing Difference Due to Depreciation	494.63	610.81	933.08	0.00	0.00	0.00
Deffered Tax Liability(A)	168.12	207.61	317.15	0.00	0.00	0.00
Incremental Due to Depreciation	39.49	109.54	-317.15	0.00	0.00	0.00
Provision of Gratuity outstanding as on the end of Period	17.59	10.47	3.00	0.00	0.00	0.00
Provision of Un utilized compensated absences outstanding as on the end of Period	0.00	0.00	0.00	0.00	0.00	0.00
Expenses Disallowed under Section 43B	0.00	0.00	0.00	0.00	0.00	0.00
TDS defaults not paid, disallowed Under Section 43 B	0.00	0.00	0.00	0.00	0.00	0.00
Business loss	0.00	0.00	0.00	0.00	0.00	0.00
Unabsorbed Depreciation	0.00	0.00	0.00	0.00	0.00	0.00
Timing Difference Due to Gratuity and Compensated Abse	17.59	10.47	3.00	0.00	0.00	0.00
Deferred Tax Assets (B)	0.06	3.56	0.01	0.00	0.00	0.00
Cumulative Balance of Deferred Tax Liability (Net) (A-B)	168.06	204.05	317.14	0.00	0.00	0.00
Opening Deferred Tax Liability	204.05	317.14	0.00	0.00	0.00	0.00
Debited/(Credit) to Restated Statement of Profit and Loss	-35.99	-113.09	317.14	0.00	0.00	0.00
Tax at Normal Tax Rates	33.99%	33.99%	33.99%	30.90%	30.90%	30.90%

Reconciliation

(Amt. in lakhs)

Particulars	**Sep-17**	**2016-17**	**2015-16**	**2014-15**	**2013-14**	**2012-13**
Net Profit After Tax as per audited accounts but before adjustments for restated accounts:	207.00	59.95	(105.01)	-	-	-
(Short)/Excess Provision of Gratuity Expense	(7.12)	(7.47)	(3.00)	-	-	-
(Short)/Excess Provision of Compensated Absences	-	-	-	-	-	-
(Short)/Excess Depreciation(net) charged in Books	23.43	55.92	(281.05)	(0.42)	-	-
Preliminary Expenses Written off Fully in the First Year As per AS 26. Differential Amount now transferred to Profit and Loss Account	-	-	-	-	-	-
Prior Period Income adjusted with Opening Reserves						-
Deferred tax liability short (Excess) provided	(2.53)	168.92	(183.99)	-	-	-
Finance Cost Related to acquisition of Fixed Assets Capitalized	-	-	-	-	-	-
(Short)/Excess Provision of Income Tax	38.24	33.79	7.55	-	-	-
(Short)/Excess Provision of TDS Demands in Books	-	-	-	-	-	-
Net Adjustment in Profit and Loss Account	52.02	251.15	(460.49)	(0.42)	-	-
Net Profit After Tax as per Restated Accounts:	259.02	311.10	(565.50)	(0.42)	-	-
	259.03	311.10	(565.08)	(0.42)	-	-
	(0.00)	**(0.00)**	**0.00**	**-**	**-**	**-**
AS per Restated						
Gratutiy	7.12	7.47	3.00	-	-	-
Leave Absenses	-	-	-	-	-	-
Depreciation	395.40	961.16	781.67	-	-	-
Deferred Tax	(35.99)	(113.09)	317.14	-	-	-
AS per Audited						
Gratutiy	-	-	-	-	-	-
Leave Absenses	-	-	-	-	-	-
Depreciation	418.82	1,017.08	500.62	-	-	-
Deferred Tax	(38.52)	55.82	133.15	-	-	-

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.
3. There is change in depreciaction calculation as per companies act 2013. the same has been rectified in the year which relates.
4. Due to change in depreciation working as per Companies Act 2013 and as per Income Tax Act 1961, there is change in deffered tax liability/assets working and the same has been given effect in restated financial statement
5. The company has not provided provsion for Gratuity in Audited Financial Statement. Whereas the same has been provided in restated financial statement based on Actury Valuation Report dated 27.12.2017 issed by Ruchi Goel Chhatlani.
6. Due to above changes in financial statement, provision for income tax has also been changed. The same has been given effect in restated financial statement.

SUMMARY OF SIGNIFICANT ACCOUNTING RATIOS AS RESTATED

(Amt In Lakhs, except per share data)

Particulars	End of Month	For the year ended March 31,				
	Sep-17	2017	2016	2015	2014	2013
Profit after tax as restated	259	311.10	-565.08	-0.42	-	-
Weighted average number of equity hares at the end of the year (before bonus impact)	250	250	250	250	0.10	-
Weighted average number of equity hares at the end of the year (after bonus impact)	250	250	250	250	0	-
Number of equity shares outstanding at the end of the year	250	250	250	250	0	-
Number of equity shares outstanding at the end of the year (adjusted for	250	250	250	250	0	-
Net Worth	2505	2246	1935	2350	1	0
Earnings Per Share						
Basic & Diluted - Before Bonus Issue	**1.04**	**1.24**	**-2.26**	**-168.00**	**0.00**	**0.00**
Basic & Diluted - Adjusted for Bonus Issue*	**1.04**	**1.24**	**-2.26**	**-168.00**	**0.00**	**0.00**
Return on Net Worth (%)	**10.34%**	**13.85%**	**-29.21%**	**-0.02%**	**0.00%**	**0.00%**
Net Asset Value Per Share (Rs)	**10.02**	**8.98**	**7.74**	**9.40**	**10.00**	**0.00**
Net Asset Value Per Share (Rs) (adjusted for bonus issue)**	**10.02**	**8.98**	**7.74**	**9.40**	**10.00**	**0.00**
Nominal Value per Equity share (Rs.)	10.00	10.00	10.00	10.00	10.00	10.00

Notes -

1. Ratios have been calculated as below

Basic and Diluted Earnings Per Share (EPS) (Rs.)

$$\frac{\text{Restated Profit after Tax available to equity Shareholders}}{\text{Weighted Average Number of Equity Shares at the end of the year}}$$

Return on Net Worth (%)

$$\frac{\text{Restated Profit after Tax available to equity Shareholders}}{\text{Restated Net Worth of Equity Shareholders}}$$

Net Asset Value per equity share (Rs.)

$$\frac{\text{Restated Net Worth of Equity Shareholders}}{\text{Number of Equity Shares outstanding at the end of the year}}$$

*Adjusted EPS

$$\frac{\text{Restated Profit after Tax available to equity Shareholders}}{\text{Weighted Average Number of Equity Shares adjusted for bonus at the end of the year}}$$

**Net Asset Value per equity share (Rs.)

$$\frac{\text{Restated Net Worth of Equity Shareholders}}{\text{Number of Equity Shares outstanding at the end of the year adjusted with bonus issue}}$$

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

The following discussion of our financial condition and results of operations should be read in conjunction with our restated financial statements for the period ended September 30, 2017 and for the financial years ended March 31, 2017, 2016, and 2015 prepared in accordance with the Companies Act and Indian GAAP and restated in accordance with the SEBI (ICDR) Regulations, including the schedules, annexure and notes thereto and the reports thereon, included in the section titled *"Financial Statements"* on page 133 of this Prospectus.

Indian GAAP differs in certain material aspects from U.S. GAAP and IFRS. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Prospectus, nor do we provide reconciliation of our financial statements to those under U.S. GAAP or IFRS. Accordingly, the degree to which the Indian GAAP financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with the Companies Act, Indian GAAP and SEBI (ICDR) Regulations.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth in *"Risk Factors"* and *"Forward-Looking Statements"* on pages 16 and 15 respectively, of this Draft Prospectus beginning respectively.

Our Company was incorporated on February 2014 August 13, 2009 and has completed more seven years since incorporation. The Management's Discussion and Analysis of Financial Condition and Results of Operations, reflects the analysis and discussion of our financial condition and results of operations for the for the period ended September 30, 2017 and for the financial years ended March 31, 2017, 2016 and 2015.

OVERVIEW

Our Company was originally incorporated in the name and style of as "**Angel Fibers Private Limited"** at Rajkot on February 14, 2014 as a private limited company under the Companies Act, 1956 with the Registrar of Companies, Gujarat, Dadra and Nagar Havelli, bearing Corporate Identification Number U29307GJ2010PTC061759. Subsequently our Company was converted to public limited Company pursuant to shareholders resolution passed at the Extra-ordinary General Meeting held on December 7, 2017 and the name of our Company was changed to '**Angel Fibers Limited'**. A fresh certificate of incorporation consequent upon conversion to public limited Company was issued by the Registrar of Companies, Gujarat, Ahmedabad, on December 11, 2017 bearing Corporate Identification Number U29307GJ2010PLC061759

The Promoters of our Company are Prafulaben Dudhagara and Ashok Dudhagara. Bakulesh Jani, and Ashok Dudhagara were the initial subscribers to the Memorandum of Association of our Company. Prafulaben Dudhagara acquired 5,00,000 equity shares on January 1, 2015.

Incorporated in 2014, we are primarily affianced in the business of spinning of cotton yarn . We also trade in cotton waste which is by-product of our manufactured product. The manufacturing facility of our Company is situated at Kalavad in Jamanagar district of Gujarat state which is close to the cotton growing areas of Maharashtra and Saurashtra (region) of Gujarat. The company has established a capacity of the spindlage of total 19584 spindles having installed capacity of 4363MT per annum to manufacture cotton yarn viz.,30s Ne Combed and 40s Compact variety of the Ginning and Spinning unit used to make products like bed sheets, socks, knitted fabrics, etc. and 40s Ne Compact Combed yarn used to make Shirtings, Sheeting, Bottom Weights, etc. By setting up of the Ginning and Spinning unit our Company has entered into a forward integration of the textile industry to cope up with the changes in the fashion consciousness, development in the cotton textile sector and synchronizing with

the initiatives provided by the Central and the State Government. Our plant is equipped with modern and automatic plant and machinery. Technology is a crucial aspect of the cotton yarn industry. Our technical team in spinning is well equipped with modern spinning technology and processing techniques by virtue of which we are able to ensure quality yarn.

For information on our Company's profile, activities, market, products, etc., market of each segment, capacity built-up, exports and profits due to foreign operations together with country wise analysis, standing of our Company in comparison with prominent competitors, with reference to its products, management, managerial competence, technology, market, major suppliers and customers, environmental issues, geographical segment, etc. wherever applicable, please refer to chapters titled *"Our Business", "Financial Statements as Restated", "Management's Discussion and Analysis of Financial Condition and Results of Operation", "Government and Other Statutory Approvals"* beginning on page 94, 133, 134 and 150 respectively.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL PERIOD

In the opinion of the Board of Directors of our Company, since the date of the last financial statements disclosed in this Draft Prospectus, except as mentioned in this draft prospectus there have not arisen any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months:-

1. The shareholders approved and passed resolution on December 7, 2017 for conversion of the company from Private Limited to Public Limited and on December 11, 2017 Company was converted into public Company.
2. The shareholders approved and passed resolution on January 3, 2018 authorized the Board of Directors to raised funds by making Initial Public Offering through Offer for sale.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled "*Risk Factors*" beginning on page 16 of this Draft Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Risk of duplication of our products
- Brand image
- Supply and availability of raw material
- Competition and price cutting from existing and new entrants
- Development of Yarn Industry
- Credit availability
- Technological changes
- Rate of interest policies
- Economic and Demographic conditions

DISCUSSION ON RESULT OF OPERATION

The following discussion on results of operations should be read in conjunction with the restated financial results of our Company for the period ended September 30, 2017 and for the financial years ended March 2017, 2016 and 2015. **OVERVIEW OF REVENUE & EXPENDITURE**

Revenues

Income from operations:

We deal in a variety of cotton yarn like specifically 30s Ne Combed and 40s Compact variety of the Ginning and Spinning unit used to make products like bed sheets, socks, knitted fabrics, etc. and 40s

Ne Compact Combed yarn is used to make Shirtings, Sheeting, Bottom Weights, etc. and cotton waste products.

Other Income:

Our other income mainly comprises of Interest Income, Subsidy received and electricity and Vat Concession received.

Amount (*Rs. In Lakhs*)

Particulars	For the period ended September 30, 2017	Till March 31,	
		2017	2016
Income			
Revenue from Operations	4464.06	8478.53	4810.49
As a % of Total Revenue	96.88%	95.55%	94.29%
Other Income	143.88	395.20	291.29
As a % of Total Revenue	3.12%	4.45%	5.71%
Total Revenue	4607.94	8873.73	5101.78

Expenditure

Our total expenditure primarily consists of direct expenditure i.e. cost of materials consumed and changes in inventories of finished goods and WIP, finance cost, Purchase of stock in trade , Direct expenses including Consumption of stores and spares , power & fuel, rates and taxes , employee benefit expenses, depreciation, Finance Cost and other expenses.

Cost of materials consumed

Cost of materials consumed includes cost of raw materials which is used in our manufacturing process like Cotton Yarn.

Purchase of Stock in trade

Purchase of stock in trade consist of Yarn and cotton .

Employee benefits expense

Our employee benefits expense primarily comprise of salaries and wages expenses, Contribution to Provident fund, Provision for Gratuity and other funds and staff welfare expenses.

Finance Costs

Our finance costs include interest on Indebtedness, Bank charges. etc.

Depreciation

Depreciation includes depreciation on tangible assets like building, plant and machinery, Lab testing equipments, vehicles, furniture and fixtures, etc.

Other Expenses

Other expenses include operating expenses like Consumption of Store & Spares , Power & Fuel Expenses , Labour Charges, Administrative expenses, Freight expenses, Insurance, etc.

Statement of profits and loss

The following table sets forth, for the fiscal years indicated, certain items derived from our Company's audited restated financial statements, in each case stated in absolute terms and as a percentage of total sales and/or total revenue:

Amount (*Rs. In Lakhs*)

Particulars	For the period ended September 30, 2017*	For the Year Ended March 31,	
		2017	2016
INCOME			
Revenue from operations/ Operating income	4464.06	8478.53	4810.49
As a % of Total Revenue	96.88%	95.55%	94.29%
Other income	143.88	395.20	291.29
As a % of Total Revenue	3.12%	4.45%	5.71%
Total Revenue (A)	4607.94	8873.73	5101.78
Growth %	**-**	73.93**%**	**-**
EXPENDITURE			
Cost of material Consumed	3168.81	6036.28	3746.51
As a % of Total Revenue	68.77%	68.02%	73.44%
Purchase of stock in trade	33.41	-	-
As a % of Total Revenue	0.73%	-	-
Changes in inventories of finished goods, stock in trade and WIP	(16.92)	24.53	(443.18)
As a % of Total Revenue	(0.37%)	0.28%	(8.69%)
Employee benefit expenses	132.51	196.19	145.60
As a % of Total Revenue	2.88%	2.21%	2.85%
Finance costs	260.06	589.60	437.02
As a % of Total Revenue	5.64%	6.64%	8.57%
Depreciation expense	395.40	961.16	781.67
As a % of Total Revenue	8.58%	10.83%	15.32%
Other expenses	411.62	867.94	682.10
As a % of Total Revenue	8.93%	9.78%	13.37%
Total Expenses (B)	**4384.89**	**8675.70**	**5349.72**
As a % of Total Revenue	95.16%	97.77%	104.86%
Profit before exceptional, extraordinary items and tax	**223.05**	**198.03**	**-247.94**
As a % of Total Revenue	4.84%	2.23%	-4.86%
Exceptional items	-	-	-
Profit before extraordinary items and tax	**223.05**	**198.03**	**-247.94**
As a % of Total Revenue	4.84%	2.23%	-4.86%
Extraordinary items	-	-	-
Profit before tax	**223.05**	**198.03**	**-247.94**
PBT Margin	4.84%	2.23%	-4.86%
Tax expense :			
(i) Current tax	45.46	40.36	0.00
(ii) Deferred tax (Assets/Liability)	-35.99	-113.09	317.14
(iii) MAT Credit	-45.46	-40.36	-
Total Tax Expense	**-35.99**	**-113.09**	**317.14**
Profit/ (loss) for the year/ period	**259.04**	**311.12**	**-565.08**
PAT Margin	5.62%	3.51%	-11.08%

**Not annulised hence not comparable with last FY*

Our Company was originally incorporated in the name and style of as "Angel Fibers Private Limited" at Rajkot on February 14, 2014. The Commercial production of our Company started on July 11, 2015. There was no revenue from operations in the FY 2015 and hence financial results of FY 2015 cannot be compared with financials results of FY 2016.

REVIEW OF SIX MONTHS ENDED SEPTEMBER 30, 2017

INCOME

Revenue from operations

Our income from operations was Rs 4464.06 lakhs which was about 96.88% of the total revenue for the six months period ended September 30, 2017.

Other Income

Our other income was Rs 143.88 lakhs which is 3.12% of the total revenue for the six months period ended September 30, 2017 and mainly consisted of interest income, rent income, and Vat Concession, subsidy received on electricity and others rate difference

EXPENDITURE

Direct Expenditure

Our direct expenditure was Rs 3185.30 lakhs which is 69.13% of the total revenue for the six months period ended September 30, 2017. The direct expenditure mainly includes cost of raw material consumed and changes in inventories of finished goods, work in progress, and stock in trade.

Employee benefits expense

Our employee benefits expense was Rs 132.51 lakhs which is 2.88% of the total revenue for the six months period ended September 30, 2017 and primarily comprised of salary and wages expense, director's remuneration, contribution to provident fund, provision for gratuity and staff welfare, etc.

Finance Costs

Our finance costs was Rs 260.06 lakhs which is 5.64% of the total revenue for the six months period ended September 30, 2017 and comprise of interest costs on short term & long term borrowings, unsecured loans and other borrowing cost.

Depreciation

Our Depreciation expense was Rs 395.40 lakhs which is 8.58% of the total revenue for the six months period ended September 30, 2017 and mainly includes depreciation on tangible assets like building, plant and machinery, furniture & fixtures, etc.

Other Expenses

Our other expenses was Rs. 411.62 lakhs which is 8.93% of the total revenue for the six months period ended September 30, 2017 which mainly include manufacturing expenses such as power & fuel, repairs & maintenance, communication & travelling expenses, insurance expenses, labour charges, etc

Profit/(Loss) before tax

Our Profit before tax was Rs. 223.05 lakhs which is 4.84% of our total revenue for the period of six months ended September 30, 2017.

Net profit

Our Net profit after tax was Rs. 259.04 lakhs which is 5.62% of our total revenue for the period of six months ended September 30, 2017.

COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2017 WITH FINANCIAL YEAR ENDED MARCH 31, 2016

INCOME

Income from Operations

Particulars	2016-17 (Rs. Lacs)	2015-16 (Rs. Lacs)	Variance (%)
Operating Income	8478.53	4810.49	76.25%

The operating income of the Company for the year ending March 31, 2017 is Rs. 8478.53 lakhs as compared to Rs. 4810.49 lakhs for the year ending March 31, 2016, showing an increase of 76.25%. The increase was due to Increase in our business operations.

Other income

Our other income increased from Rs. 291.29 lakhs in financial year 2015-16 to Rs. 395.20 lakhs in financial year 2016-17. The increase was due to higher receipt of miscellaneous income like receipt of subsidy on electricity and duty drawbacks.

Direct expenditure

Particulars	2016-17 (Rs. Lacs)	2015-16 (Rs. Lacs)	Variance (%)
Cost of material Consumed	6036.28	3746.51	61.12
Changes in inventories of Finished Goods, WIP And Stock In Trade	24.53	(443.18)	(105.54%)
Total	**6060.81**	**3303.33**	**68.30%**

The direct expenditure increased from Rs. 3303.33 lakhs in financial year 2015-16 to Rs. 6060.81 lakhs in financial year 2016-17 showing an increase of 68.30% over the previous year. The increase was due to increase in cost of material consumed in line with increase in our business operation.

Administrative and employee costs

Particulars	2016-17 (Rs. Lacs)	2015-16 (Rs. Lacs)	Variance (%)
Employee benefit expenses	196.19	145.60	34.75%
Other expenses	867.94	682.10	27.25%

Employee Benefit Expenses in financial year 2015-16 have increased from Rs. 145.60 lakhs to 196.19 lakhs in financial year 2016-2017. The increase was due to decrease in work force and staff welfare expenses.

Other expenses increased by 27.25% in FY 2016-17 due to increase in consumables and stores, other miscellaneous expenses, repair and maintenance, rates and taxes, communication expenses.

Finance costs

The finance charges for the Financial Year 2016-17 have increased to Rs. 589.60 lakhs from Rs. 437.02 lakhs in the Financial Year 2015-16. The increase is due to higher borrowings and indebtness.

Depreciation

Depreciation expenses for the Financial Year 2016-17 have increased to Rs. 961.16 lakhs as compared to Rs. 781.67 lakhs for the Financial Year 2015-16. The increase was due to increase in tangible assets like Electrification, Plant & Machinery, Furniture & Fixtures during the financial year.

Profit before tax

Particulars	2016-17 (Rs. Lacs)	2015-16 (Rs. Lacs)	Variance (%)
Profit Before Tax	198.03	-247.94	-179.87%

The Profit Before Tax has increased from Rs. -247.94 lakhs to Rs. 198.03 lakhs showing a increase of 179.87%. The increase was due to increase in total income.

Provision for tax and net profit

Particulars	2016-17 (Rs. Lacs)	2015-16 (Rs. Lacs)	Variance (%)
Taxation Expenses	-113.09	317.14	(135.66)%
Profit after Tax	311.12	-565.08	(131.65)%

Profit after tax increased to a profit of Rs. 311.12 lakhs in financial year 2016-17 as compared to a loss of Rs. 565.08 lakhs for the financial year 2015-16. The increase was due to increase in total income.

OTHER MATTERS

1. **Unusual or infrequent events or transactions**

   Except as described in this Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

2. **Significant economic changes that materially affected or are likely to affect income from continuing operations**

   Other than as described in the section titled *"Risk Factors"* beginning on page 16 of this Draft Prospectus to our knowledge there are no significant economic changes that materially affected or are likely to affect income of our Company from continuing operations.

3. **Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations**

   Other than as disclosed in the section titled *"Risk Factors"* beginning on page 16 of this draft Prospectus to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

4. **Future relationship between Costs and Income**

   Our Company's future costs and revenues will be determined by demand/supply situation, government policies, glob al market situation and prices of our raw materials.

5. **The extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased prices**

   Increase in revenue is by and large linked to increases in volume of business activity by the Company.

6. **Status of any publicly announced new products/projects or business segments**

Our Company has not announced any new projects or business segments, other than disclosed in the Prospectus. For details of the products our Company deals in, please refer to the chapter titled "Our Business" beginning on page 94 of this Draft Prospectus.

7. The extent to which the business is seasonal

Our Company business is seasonal in nature.

8. Any significant dependence on a single or few suppliers or customers

The % of Contribution of our Company's customer and supplier Vis a Vis the total income and purchase respectively as on September 30, 2017.

Particulars	Customers	Suppliers
Top 5 (%)	53.49	60.00
Top 10 (%)	64.64	81.00

9. Competitive Conditions

We face competition from existing and potential unorganized competitors which is common for any business. We have, over a period of time, developed certain competitive strengths which have been discussed in chapter titled "Our Business" on page 94 of this Draft Prospectus.

FINANCIAL INDEBTEDNESS

Our Company utilizes various credit and financial institutions for conducting its business. Following is a summary of our Company's outstanding borrowings as on September 30, 2017:

Sr. No.	Nature of Borrowing	Amount (Rs.in lakhs)
1.	Secured Borrowings	3899.59
2.	Unsecured Borrowings	575.02

1. Secured Borrowing

Set forth below is a summary of the outstanding secured borrowings of our Company as on September 30, 2017, together with a brief description of certain significant terms of such financing arrangements:

Sr. No.	Name of Lender	Date of Sanction Letter	Amount Sanctioned (Rs. in lakhs)	Amount Outstanding as on September 30, 2017 (Rs. in Lakhs)	Securities Offered
1.	Term Loan from Allahabad Bank	30-11-2017	872.00	747.31	The term loans and cash credit facility from SBI & Allahabad Bank are secured by all the immovable properties and movable assets (except current assets and intangible assets) of the company and are also guaranteed by the Directors of the company. The said loan is repayable in 84 installments.
2.	Term Loan from SBI	10-04-2017	2509.00	1853.42	
3.	Sundaram Finance Limited	06-06-2017	8.00	7.40	The loan is secured against the hypothecation of car.
4.	Working Capital Loan from Allahabad Bank	30-11-2017	200.00	201.98	The working capital loan from SBI & Allahabad Bank are secured against the entire Current Assets of the company and is also guaranteed by the directors of the company.
5.	Working Capital Loan from SBI: ●Fund Based:	10-04-2017	650.00	499.35	

Sr. No.	Name of Lender	Date of Sanction Letter	Amount Sanctioned (Rs. in lakhs)	Amount Outstanding as on September 30, 2017 (Rs. in Lakhs)	Securities Offered
	●Non Fund Based: (Bank Guarantee)		150.00		

2. Unsecured Borrowing

Following are the details of the unsecured borrowings of our Company as on September 30, 2017:

	Lender	Amount outstanding as on September 30, 2017
1.	Ashokbhai M Dudhagara	122.51
2.	Bakulesh B Jani	3.00
3.	Kantibhai G Savaliya	57.50
4.	Dineshbhai Pachani	6.00
5.	Hardikbhai Dobariya	4.17
6.	Harish P Trivedi	10.89
7.	Hemlataben Pachani	4.00
8.	Jayeshbhai Boghara	24.00
9.	Jyotiben K Kakkad	12.00
10.	Kantibhai Savaliya-HUF	4.00
11.	Kuldeep Parsottambhai Dudhagara	27.23
12.	Maheshbhai Pansuriya	80.19
13.	Maheshbhai V Savaliya	4.00
14.	Nandani Prijesh	8.00
15.	Narendrabhai D Virani	47.50
16.	Prafullaben A Dudhagara	29.92
17.	Rajeshbhai Changani	65.00
18.	Rasilaben K Savaliya	1.01
19.	Rohit L Changani	30.00
20.	Savaliya Akshit	1.10
21.	Parsottambhai C Dudharaga	33.00

SECTION VI-LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENT

Except, as stated below and mentioned elsewhere in this Draft Prospectus there are no litigations including, but not limited to suits, criminal proceedings, civil proceedings, statutory or legal proceedings, including those for economic offences, tax liabilities, show cause notice or legal notices pending against our Company, Directors, Promoters and Group Companies or against any other company whose outcomes could have a material adverse effect on the business, operations or financial position of the Company and there are no proceedings initiated for economic, civil or any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (a) of Part I of Schedule V of the Companies Act, 2013)other than unclaimed liabilities of our Company, and no disciplinary action has been taken by SEBI or any stock exchange against the Company, Directors, Promoters or Group Companies.

Except as disclosed below there are no i) litigation or legal actions, pending or taken, by any Ministry or department of the Government or a statutory authority against our Promoters during the last five years; (ii) direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action; (iii)pending proceedings initiated against our Company for economic offences; (iv) default and non-payment of statutory dues by our Company; (v) inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous companies law in the last five years against our Company and Subsidiaries including fines imposed or compounding of offences done in those five years; or (vi) material frauds committed against our Company in the last five years.

Except as stated below there are no Outstanding Material Dues (as defined below) to creditors; or (ii) outstanding dues to small scale undertakings and other creditors.

Our Board, in its meeting held on January 4, 2018 determined that outstanding dues to creditors in excess of Rs. 5 Lakhs shall be considered as material dues ("Material Dues").

Our Board, in its meeting held on January 4, 2018 determined that litigations involving an amount of more than Rs. 5 Lakhs shall be considered as material.

Unless otherwise stated to contrary, the information provided is as of date of this Draft Prospectus.

LITIGATION INVOLVING OUR COMPANY

LITIGATION AGAINST OUR COMPANY

Criminal Litigation

Nil

Civil Proceedings

Nil

Taxation Matters

INCOME TAX PROCEEDINGS

Nil

Proceedings against Our Company for economic offence/securities laws/ or any other law

Nil

Penalties in Last Five Years

Nil

Pending Notice against our Company

Nil

Past Notice to our Company

Nil

Disciplinary Action taken by SEBI or stock exchanges against Our Company

Nil

Defaults including non payment or statutory dues to banks or financial institutions

Nil

Details of material fraud against the Company in last five years and action taken by the Companies.

Nil

LITIGATION FILED BY OUR COMPANY

Criminal Litigation

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Details of any enquiry, inspection or investigation initiated under Companies Act, 2013 or any previous Company Law

Nil

LITIGATION INVOLVING DIRECTORS OF OUR COMPANY

LITIGATION AGAINST OUR DIRECTORS

Criminal Litigation

Nil

Civil Proceedings

Nil

Taxation Matters

FOR ASHOK DUDHAGARA (PROMOTER AND MANAGING DIRECTOR)

i. **Proceeding for AY 2014-15**

Notice under Section 143(1)(a) of the Income Tax Act, 1961 was issued to Ashok Dudhaga Patel (hereinafter referred to as "Assesse") for AY 2014-15 for demanding tax payable of Rs. 3830/-. The demand payable is outstanding by the Assessee as on date Draft prospectus /-.

FOR KETANBHAI RAMNIKBHAI VADALIYA (DIRECTOR):

i. **Proceeding for AY 2009-10**

Notice under Section 143(1)(a) of the Income Tax Act, 1961 was issued to Ketanbhai Ramnikbhai Vadaliya (hereinafter referred to as "Assesse") for AY 2009-10 for demanding tax payable of Rs. 480/-. The demand payable is outstanding by the Assessee as on date Draft prospectus /-.

Past Penalties imposed on our Directors

Nil

Proceedings initiated against our directors for Economic Offences/securities laws/ or any other law

Nil

Directors on list of wilful defaulters of RBI

Nil

LITIGATION BY DIRECTORS OF OUR COMPANY

Criminal Litigation

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

LITIGATION INVOLVING PROMOTER OF OUR COMPANY

OUTSTANDING LITIGATION AGAINST OUR PROMOTERS

Criminal Litigation

Nil

Civil Proceedings

Nil.

Taxation Matters

Nil

Past Penalties imposed on our Promoters

Nil

Proceedings initiated against our Promoters for Economic Offences/securities laws/ or any other law

Nil

Litigation /Legal Action pending or taken by Any Ministry or any statutory authority against any Promoter in last five years

Nil

Penalties in Last Five Years

Nil

Litigation /defaults in respect of the companies/Firms/ventures/ with which our promoter was associated in Past

Nil

Adverse finding against Promoter for violation of Securities laws or any other laws

Nil

LITIGATION BY OUR PROMOTERS

Criminal Litigation

Nil

Civil Proceedings

Nil

Taxation Matters

Director and promoter are same kindly refer the head Litigation Involving our Directors for details.

LITIGATION INVOLVING OUR GROUP COMPANIES

OUTSTANDING LITIGATION AGAINST OUR GROUP COMPANIES

Criminal Litigation

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Past Penalties imposed on our group Companies

Nil

Proceedings initiated against our Group Companies for Economic Offences/securities laws/ or any other law

Nil

Litigation /Legal Action pending or taken by Any Ministry or any statutory authority against any Group Company

Nil

Adverse finding against Promoter for violation of Securities laws or any other laws

Nil

LITIGATION BY OUR GROUP COMPANIES

Criminal Litigation

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

LITIGATION INVOLVING OUR SUBSIDIARIES

As on date of this Draft Prospectus, our Company does not have subsidiary.

OTHER MATTERS

DETAILS OF ANY INQUIRY, INSPECTION OR INVESTIGATION INITIATED UNDER PRESENT OR PREVIOUS COMPANIES LAWS IN LAST FIVE YEARS AGAINST THE COMPANY OR ITS SUBSIDIARIES

Nil

OUTSTANDING LITIGATION AGAINST OTHER COMPANIES OR ANY OTHER PERSON WHOSE OUTCOME COULD HAVE AN ADVERSE EFFECT ON OUR COMPANY

Nil

MATERIAL DEVELOPMENTS SINCE THE LAST BALANCE SHEET

Except as mentioned under the chapter "Management Discussion and Analysis of Financial Condition and Result of Operation" on page 134 of this Draft Prospectus, there have been no material developments, since the date of the last audited balance sheet.

OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS

As of September 30, 2017, our Company had 18 creditors, to whom a total amount of Rs. 1599.09 lakhs was outstanding. As per the requirements of SEBI Regulations, our Company, pursuant to a resolution of our Board dated January 4,2018 considered creditors for goods and expenses to whom the amount due exceeds Rs. 5 lakhs as per our Company‘s restated financial for the purpose of identification of material creditors. Based on the above, the following are the material creditors of our Company.

Sr. No.	Creditors	Amount (Rs. In Lakhs)
1	K.K. Cotex	549.71
2	Shree Ganesh Cotton Industries	310.99
3	Pan Agri Export	140.14
4	J.K.Traders	107.51
5	Nakoda Enterprises	104.66
6	Jaliyan Enterprise	86.62
7	Ashirvad Ginning & Pressing Factory	73.61
8	Jaychandra Chatrabhuj Meghani	57.76
9	Sahyog Ginning & Pressing Pvt Ltd	39.86
10	Nagar Engineering	23.59
11	Akshar Cotton Industries [P]	22.39
12	Bansidhar Ginning And Oil Mill	17.88
13	Maruti Paper Products	16.57
14	Balaji Packaging	13.40
15	Jaydeep Cotton Fibers Pvt Ltd	11.35
16	Cottontech Processing Industries	8.99
17	Sundaram Finance Ltd.	7.40
18	Nirmal Packaging	6.68
	Total	**1599.09**

Further, none of our creditors have been identified as micro enterprises and small scale undertakings by our Company based on available information. For complete details about outstanding dues to creditors of our Company, please see www.angelfibers.com

Information provided on the website of our Company is not a part of this Draft Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company‘s website, www.angelfibers.com, would be doing so at their own risk.

GOVERNMENT AND OTHER STATUTORY 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 Draft 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 103 of this Draft Prospectus.

The Company has its business located at:

Registered Office: Shivalik-2, Shop no.6, nr. Pushkardham temple, University road, Rajkot 360005 Gujarat

Manufacturing offices: Survey No.100 /1 plot no. 1, Village: Haripar, Taluka Kalavad, District: Jamnagar in the State of Gujarat

The objects clause of the Memorandum of Association enables our Company to undertake its present business activities. The approvals required to be obtained by our Company include the following:

APPROVALS FOR THE OFFER

Corporate Approvals:

1. The Board of Directors have by a resolution passed at its meeting held on December 12, 2017, authorized the offer, subject to the approval of the shareholders and such other authorities as may be necessary.
2. The shareholders of the Company have, by a special resolution passed in the Extra-Ordinary General Meeting held on January 3, 2018 authorized the Offer.

Approval from selling shareholder

The selling shareholder has consented to participate in the offer in the following manner:

3. Ashok Dudhagara has consented to participate in the Offer for Sale by offering upto 55,50,000 Equity Shares vide authorization letter dated January 3, 2018.
4. Prafulaben Dudhagara has consented to participate in the Offer for Sale by offering upto 12,00,000 Equity Shares vide authorization letter dated January 3, 2018.

In- principle approval from the Stock Exchange

We have received in-principle approval from the stock exchange for the listing of our Equity Shares pursuant to letter dated [●] bearing reference no. [●].

Agreements with CDSL and NSDL

1. The Company has entered into an agreement dated [•] with the Central Depository Services (India) Limited ("CDSL") and the Registrar and Transfer Agent, who in this case is, Bigshare Services Private Limited for the dematerialization of its shares.

2. Similarly, the Company has also entered into an agreement dated [•] with the National Securities Depository Limited ("NSDL") and the Registrar and Transfer Agent, who in this case is, Bigshare Services Private Limited for the dematerialization of its shares.
3. The Company's International Securities Identification Number ("ISIN") is [●].

INCORPORATION AND OTHER DETAILS

The Certificate of Incorporation dated 14/02/2014 issued by Registrar of Companies, Ahmedabad in the name of "Angel Fibers Private Limited".

Fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public Company issued on December 11, 2017 by the Registrar of Companies, Ahmedabad in the name of "Angel Fibers Limited ".

The Corporate Identification Number (CIN) of the Company is U17200GJ2014PLC078738.

Sr. 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 "*Angel Fibers Private Limited"*	Registrar of Companies, Ahmedabad	U17200GJ2014PTC078738	Companies Act, 1956	14.02.2014	Valid until cancelled
2.	Fresh Certificate of Incorporation in the name of *"Angel Fibers Private Limited"*	Assistant Registrar of Companies, Ahmedabad	U17200GJ2014PLC078738	Companies Act, 1956 read with Companies Act, 2013	11.12.2017	Valid until cancelled

A. ***Business Related Authorisations***

Sr. No.	Description	Authority	Registration No./ Reference No./ License No.	Date of Issue/ Renewal	Date of Expiry
1.	Certificate of Importer-Exporter Code (IEC)	Ministry of Commerce and Industry, Government of India,	2413017526	24.03.2014	Valid until cancellation

Sr. No.	Description	Authority	Registration No./ Reference No./ License No.	Date of Issue/ Renewal	Date of Expiry
		Office of Additional Director General of Foreign Trade			
2.	Industrial Memorandum	Public Relation and Complaints Section, Secretariat for Industrial Assistance, Ministry of Commerce and Industry.	532/SIA/lMO/2014	01.01.2016	Valid until cancellation
3.	Exemption for payment of electricity duty Conn No H.T – 17658 under rule 10(2) of 27.08.2015the Bombay Electricity Duty Gujarat (Rules) 1986 – to grant exemption on motive power consumption @ 25% of the total units consumed during the said period.	Collector of Electricity Duty , GandhiNagar	E/EX/NIU/JNR/23-09-2015/11557	27.08.2015	10.07.2020
4.	Certificate of Eligibility for power tarriff subsidy	Addl. Industries Commissioner (Ext)	IC/Salt-Tex/804058/147/1177209	12.04.2016	10.07.2020
5.	Certificate of interest subsidy for	Addl. Industries Commissioner	IC/Salt-Tex/804058/147/1177205	12.04.2016	10.07.2020

Sr. No.	Description	Authority	Registration No./ Reference No./ License No.	Date of Issue/ Renewal	Date of Expiry
	State Bank of India	(Ext)			
6.	Certificate of Eligibility for power tariff subsidy	Addl. Industries Commissioner (Ext)	IC/Salt-Tex/804058/147/1177209	12.04.2016	10.07.2020

B. **TAX RELATED APPROVALS/LICENSES/REGISTRATIONS**

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	AAMCA4484F	14.02.2014	Valid until cancellation
2.	Tax Deduction Account Number (TAN)	Income Tax Department, GoI	RKTA04148E	06.03.2014	Valid until cancellation
3.	Form GST REG- 25 Registration under Goods and Service Tax Act, 2016 (Provisional)	Department of GST, GoI & Government of Uttar Pradesh	24AAMCA4484F1ZM	25.06.2017	Valid till permanent until Registration issued
4.	Registration certificate under Employees' Provident Funds & Miscellaneous Provisions Act, 1952	Employees' Provident Fund Organisation	3380851611GJRAJ	14.10.2016	Valid until cancellation
5.	Membership The Cotton Textiles Export Promotion Council	The Cotton Textiles Export Promotion Council	MXC / MKY / 32254 (2014) -A	12.11.2014	31/03/2019
6.	Pollution Control	Gujarat Pollution Control Board	AW-74294	18.11.20l5	27/09/2020

Sr. No	Authorization Granted	Issuing Authority	Registration No./ Reference No./ License No.	Date of Issue / Renewal / Effective Date	Validity
	Certificate				

C. **Intellectual Property**

Our Company has applied for the following registrations under the Trademark Act 1999 and Trademark Rule 2003.The details of our application are as under:

S. No.	Logo	Date of Application	Application No.	Class	Status
1.	Angel Fibers Ltd.	19.12.2017	3705789	23	Send To Vienna Codification

Since the aforesaid certificate/registration is in name of Angel Fibers Private Limited, Our company has applied change of name/status from "Angel Fibers Private Limited" to "Angel Fibers Limited"

PENDING APPROVALS

Nil

OTHER REGULATORY AND STATUTORY APPROVALS

AUTHORITY FOR THE OFFER

The Offer has been authorized by a resolution passed by our Board of Directors at its meeting held on December 12, 2017 and by the shareholders of our Company by a special resolution, passed at the Extra-Ordinary General Meeting of our Company held on January 3, 2018 at the Registered Office of the Company.

The Selling Shareholders have approved the transfer of their respective portion of the Offered Shares pursuant to the Offer for Sale as set out below:

Sr. No	Name of the Selling Shareholder	Category of Shareholders	Date of Authority Letter	No. of Equity Shares offered for sale
1	Ashok Dudhagara	Promoter	January 3,2018	Upto 55,50,000
2	Prafulaben Dudhagara	Promoter	January 3,2018	Upto 12,00,000

We have received in-principle approval from the Stock Exchange for the listing of our Equity Shares pursuant to letter no **[•]** dated **[•].**

PROHIBITION BY SEBI, RBI OR OTHER GOVERNMENTAL AUTHORITIES

Our Company, Selling Shareholders, our Promoter, our Directors, our Promoter Group and natural persons behind our Promoters, have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.

The companies with which our Promoter, our Directors or persons in control of our Company are / were associated as promoter, directors or persons in control have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.

None of our Directors are in any manner associated with the securities market. There has been no action taken by SEBI against any of our Directors or any entity our Directors are associated with as directors.

PROHIBITION BY RBI

Neither our Company, nor our Promoter, or the relatives (as defined under the Companies Act) nor our Group Companies/Entities, our Directors, Directors of our Group Companies and companies with which our Directors are associated as Directors or Promoters, the Selling Shareholders have been identified or declared as a willful defaulters by the RBI or any other governmental authority and there are no violations of securities laws committed by them in the past or no proceedings thereof are pending against them.

ELIGIBILITY FOR THIS OFFER

Our Company is eligible for the Offer in accordance with regulation 106M (2) and other provisions of chapter XB of the SEBI (ICDR) Regulations as the post Offer face value capital exceeds Rs. 1,000 lakhs. Our Company also complies with the eligibility conditions laid by the SME Platform of BSE Limited for listing of our Equity Shares.

We confirm that:

1. In accordance with regulation 106(P) of the SEBI (ICDR) Regulations, this Offer will be hundred percent underwritten and that the LM will underwrite at least 15% of the total Offer

size. For further details pertaining to underwriting please refer to chapter titled "*General Information*" beginning on page 54 of this Draft Prospectus.

2. In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Offer is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight working days from the date our company and Selling Shareholders becomes liable to repay it, then our company, Selling Shareholders and every officer in default shall, on and from expiry of eight working days, be liable to repay such application money, with interest as prescribed under section 40 of the Companies Act, 2013 and SEBI (ICDR) Regulations.

3. In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, we have not filed any Offer Document with SEBI nor has SEBI issued any observations on our Offer Document. Also, we shall ensure that our Lead Manager submits the copy of Draft Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Draft Prospectus with Stock Exchange and the Registrar of Companies.

4. In accordance with Regulation 106(V) of the SEBI(ICDR) Regulations, the LM will ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the Offer. For further details of the market making arrangement see chapter titled "*General Information*" beginning on page 54 of this Draft Prospectus.

5. The Company has Net Tangible assets of at least Rs. 3 crore as per the latest audited restated financial statements.

6. The Net worth (excluding revaluation reserves) of the Company is at least Rs. 3 crore as per the latest standalone audited and restated financial results

7. The Company does not have track record of distributable profits in terms of section 123 of Companies Act for at least two years out of immediately preceding three financial years and each financial year has a period of at least 12 months. however has net worth of Rs. 5crores

8. Net-worth of the company is positive.

9. The Company has not been referred to Board for Industrial and Financial Reconstruction.

a) The distributable Profit, Net Tangible Assets and Net worth of our Company as per the restated financial statements for the period ended September 30, 2017 and for Fiscal ended March 31, 2017, 2016 and 2015 is as set forth below:

(Rs. in lakhs)

Particulars	September 30, 2017	March 31, 2017	March 31, 2016	March 31, 2015
Distributable Profit(1)	259.03	311.10	-565.08	-0.42
Net tangible Assets(2)	1385.18	1287.69	750.53	535.30
Net Worth(3)	2504.64	2245.61	1934.50	2349.58

- *"Distributable profits" have been computed in terms section 123 of the Companies Act, 2013.*
- *"Net tangible assets" are defined as the sum of all net assets (i.e. non current assets, current assets less current liabilities) of our Company, excluding deferred tax asset and intangible assets as defined in Accounting Standard 26 (AS 26) issued by the Institute of Chartered Accountants of India.*
- *"Net worth" has been defined as the aggregate of the paid up share capital, and reserves and surplus excluding revaluation reserve and after deducting miscellaneous expenditure, if any.*

10. The post offer paid up capital of the Company shall be Rs. 3 crores.

11. Certificate from the applicant company stating the following:
    - Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
    - There is no winding up petition against the company that has been admitted by the Court and accepted by a court or a Liquidator has not been appointed.
    - There has been no change in the promoter/s of the Company in preceding one year from the date of filing application to BSE Limited for listing on SME segment. We confirm that we comply with all the above requirements / conditions so as to be eligible to be listed on the SME Platform of the BSE Limited.
12. Our Company is in the process of entering into the tripartite agreement with NSDL and CDSL along with our Registrar for facilitating trading in dematerialized mode.
13. We have a website www.angelfibers.com
14. As per Regulation 106M(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 us in this Offer.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE OFFER DOCUMENT TO SECURITIES AND EXCHANGE BOARD OF INDIA 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 THIS OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MANAGER, GUINESS CORPORATE ADVISORS PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY AND SELLING SHAREHOLDER ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE LEAD MANAGER, GUINESS CORPORATE ADVISORS PRIVATE LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE SELLING SHAREHOLDERS DISCHARGES THEIR RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, GUINESS CORPORATE ADVISORS PRIVATE LIMITED, HAS FURNISHED TO STOCK EXCHANGE A DUE DILIGENCE CERTIFICATE AND WHICH SHALL ALSO BE SUBMITTED TO SEBI AFTER REGISTERING THE PROSPECTUS WITH ROC AND BEFORE OPENING OF THE OFFER:

"WE, THE UNDER NOTED LEAD MANAGER TO THE ABOVE MENTIONED FORTHCOMING OFFER STATE AS FOLLOWS:

1. **WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, CIVIL LITIGATIONS, DISPUTES WITH COLLABORATORS, CRIMINAL LITIGATIONS ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE DRAFT PROSPECTUS PERTAINING TO THE SAID OFFER;**

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 OFFER, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:**

   A. **THE DRAFT PROSPECTUS FILED WITH THE BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE OFFER;**

   B. **ALL THE LEGAL REQUIREMENTS RELATING TO THE OFFER AS ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED / ISSUED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**

   C. **THE DISCLOSURES MADE IN THE DRAFT PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED OFFER AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956, APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.**

3. **WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.**

4. **WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS. – *NOTED FOR COMPLIANCE***

5. **WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR EQUITY SHARES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE EQUITY SHARES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT PROSPECTUS.**

6. **WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE**

WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT PROSPECTUS.

7. **WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE OFFER. 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 OFFER – *NOT APPLICABLE***

8. **WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE COMPANY FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT OFFER 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 - *COMPLIED TO THE EXTENT APPLICABLE***

9. **WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE OFFER ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE DRAFT PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE OFFER AND THE COMPANY SPECIFICALLY CONTAINS THIS CONDITION – *NOTED FOR COMPLIANCE***

10. **WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE DRAFT PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE.- NOT APPLICABLE AS IN TERMS OF THE PROVISIONS OF SECTION 29 OF THE COMPANIES ACT, 2013, THE SHARES ISSUED IN THE PUBLIC OFFER SHALL BE IN DEMAT FORM ONLY**

11. **WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.**

12. **WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT PROSPECTUS:**

    A. **AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND**

    B. **AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH**

DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.

13. **WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE OFFER– *NOTED FOR COMPLIANCE***

14. **WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE THAT HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE COMPANY, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS EXPERIENCE, ETC.**

15. **WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY *(CHECKLIST ENCLOSED)***

16. **WE ENCLOSE STATEMENT ON PRICE INFORMATION OF PAST OFFERS HANDLED BY MERCHANT BANKERS AS PER FORMAT SPECIFIED BY THE BOARD (SEBI) THROUGH CIRCULAR *– DETAILS ARE ENCLOSED IN "ANNEXURE A"***

17. **WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTION HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS." *COMPLIED WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS REPORTED IN ACCORDANCE WITH ACCOUNTING STANDARD 18 IN THE FINANCIAL STATEMENTS OF THE COMPANY INCLUDED IN THE DRAFT PROSPECTUS***

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 BANKERS ANY IRREGULARITIES OR LAPSES IN THE OFFER DOCUMENT

ADDITIONAL CONFIRMATIONS / CERTIFICATION 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 DRAFT PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.**

(2) **WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE COMPANY HAVE BEEN MADE IN DRAFT PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE COMPANY OR RELATING TO THE OFFER UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS OFFER SHALL BE INFORMED THROUGH PUBLIC NOTICES / ADVERTISEMENTS IN ALL THOSE**

NEWSPAPERS IN WHICH PRE-OFFER ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE OFFER HAVE BEEN GIVEN.

(3) WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009. - *NOTED FOR COMPLIANCE*

(4) WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE COMPANY. – *NOTED FOR COMPLIANCE*

(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, CASH FLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE DRAFT 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. - *NOTED FOR COMPLIANCE*

Note:

The filing of this Draft Prospectus does not, however, absolve our Company from any liabilities under section 34 and 36 of the Companies Act, 2013 or from the requirement of obtaining such statutory and other clearances as may be required for the purpose of the proposed offer. SEBI further reserves the right to take up at any point of time, with the Lead Manager any irregularities or lapses in the Draft Prospectus.

All legal requirements pertaining to the Offer will be complied with at the time of registration of the Draft Prospectus with the Registrar of Companies, Gujarat in terms of Section 26 and 30 of the Companies Act 2013.

DISCLAIMER STATEMENT FROM OUR COMPANY, THE SELLING SHAREHOLDERS AND THE LEAD MANAGER

Our Company, our Directors, the Selling Shareholders and the Lead Manager accept no responsibility for statements made otherwise than in this Draft Prospectus or in the advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website, www.angelfibers.com would be doing so at his or her own risk.

Caution

The Lead Manager accepts no responsibility, save to the limited extent as provided in the Agreement for Offer Management entered into among the Lead Manager and our Company and the Selling Shareholders dated January 05, 2018, the Underwriting Agreement dated January 05, 2018 entered into among the Underwriter and our Company and the Market Making Agreement dated January 05, 2018 entered into among the Market Maker, Lead Manager and our Company.

Our Company, the Selling Shareholders and the Lead Manager shall make all information available to the public and investors at large and no selective or additional information would be available for

a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centres, *etc.*

The Lead Manager and its associates and affiliates may engage in transactions with and perform services for, our Company and associates of our Company, Selling Shareholders and their associates in the ordinary course of business and may in future engage in the provision of services for which they may in future receive compensation. Guiness Corporate Advisors Private Limited is not an 'associate' of the Company and is eligible to Lead Manager this Offer, under the SEBI (Merchant Bankers) Regulations, 1992.

Investors who apply in this Offer will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholder and the Underwriter 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 and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares. Our Company, the Selling Shareholder and the Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

PRICE INFORMATION AND THE TRACK RECORD OF THE PAST OFFERS HANDLED BY THE LEAD MANAGER

For details regarding the price information and track record of the past Offer handled by M/s. Guiness Corporate Advisors Private Limited, as specified in Circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015 issued by SEBI, please refer "Annexure A" to this Draft Prospectus and the website of the Lead Manager at www.guinessonline.net

Annexure A

FORMAT FOR DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES 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	Sarthak Metals Limited	10.91	30	27.03.2017	29.45	15.00%	5.00%	110.33%
						[+1.43%]	[+5.89%]	[+9.18%]
2	ASL Industries Limited	9.80	35	18.04.2017	33.10	0.14%	-14.00%	-21.86%
						[+4.62%]	[+8.90%]	[+11.67%]
3	Meera Industries Ltd.	3.89	36	15.05.2017	36.00	0.00%	94.44%	533.33%
						[+2.55%]	[+3.72%]	[+9.87%]
4	Bhakti Gems and Jewellery Limited	3.92	20	30.05.2017	18.70	0.25%	3.50%	-11.50%
						[-1.04%]	[+1.90%]	[+8.23%]
5	7NR Retail Limited	5.12	27	18.07.2017	27.00	0.37%	-1.85%	NA
						[+0.19%]	[+2.91%]	

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
6	ANG Lifesciences India Ltd.	12.01	80	08.09.2017	96.00	11.88% [+0.50%]	1.25% [+2.87%]	NA
7	Trident Texofab Limited	3.53	30	05.10.2017	32.00	87.83% [+6.63%]	231.50% [+7.03%]	NA
8	Sheetal Cool Products Limited	24.00	80	30.10.2017	96.00	7.56% [+1.06%]	NA	NA
9	Vertoz Advertising Limited	17.10	108	24.11.2017	113.0	112.96% [+0.99%]	NA	NA
10	Moksh Ornaments Limited	11.03	37	03.01.2018	44.40	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 DISCLOSURE

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 Draft Prospectus	9	90.40	NA	NA	NA	2	NA	6	NA	NA	2	1	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

Note:

Based on date of listing. NSE SENSEX and 50 NIFTY has been considered as the benchmark index.

Prices on BSE/NSE are considered for all of the above calculations.

In case 30th /90th /180th day is not a trading day, closing price on BSE/NSE of the next trading day has been considered. In case 30th /90th /180th day, scripts are not traded then last trading price has been considered. N.A. – Period not completed.

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect max. 10 issues (initial public offerings managed by the Lead Manager. Hence, disclosures pertaining to recent 10 issues handled by Lead Manager are provided. Track Record of past issues handled by Guiness Corporate Advisors Private Limited.

For details regarding track record of the Lead Manager to the Offer as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the Lead Manager at:www.guinessonline.net

DISCLAIMER IN RESPECT OF JURISDICTION

This Offer is being made in India to persons resident in India (including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of Rs. 2,500 Lakhs, pension funds with minimum corpus of Rs. 2,500 Lakhs and the National Investment Fund, and permitted non-residents including FPIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. The Draft 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 Draft 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 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 Draft Prospectus has been filed with BSE Limited for its observations and BSE Limited shall give its observations in due course. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft 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, legislations and Draft Prospectus 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.

DISCLAIMER CLAUSE OF THE SME PLATFORM OF BSE LTD

BSE Limited ("BSE") has given vide its letter dated [**.**], permission to this Company to use its name in the offer document as one of the stock exchange on which this company's securities are proposed to be listed on the SME Platform. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter for granting the aforesaid permission to this company. BSE does not in any manner:-

i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
ii. warrant that this Company's securities will be listed or will continue to be listed on BSE; or
iii. take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that this offer document has been cleared or approved by BSE. Every person who desires to apply for or otherwise acquires any securities in this Company may do so pursuant to independent inquiry, investigations and analysis and shall not have any claim against BSE whatsoever by reason of loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever."

FILING

A copy of Draft Prospectus shall not be filed with SEBI, nor will SEBI issue any observation on the offer document in term of Regulation 106(O)(1). However, a copy of the Prospectus shall be filed with SEBI at Western Regional Office, Unit No. 002, Ground Floor, SAKAR I, Near Gandhigram Railway Station, Opp. Nehru Bridge, Ashram Road, Ahmedabad-380009, Gujarat, 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 to the RoC situated at at RoC Bhavan, Opp Rupal Park Society, Behind Ankur Bus- Stop, Naranpura,Ahmedabad-380013, Gujarat, India.

LISTING

In terms of Chapter XB of the SEBI (ICDR) Regulations, there is no requirement of obtaining in-principle approval from SME Platform of BSE Limited. However application will be made to the SME Platform of BSE Limited for obtaining permission to deal in and for an official quotation of our Equity Shares. SME Platform of BSE Limited will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The SME Platform of BSE Limited has given its in-principal approval for using its name in our Draft Prospectus *vide* its letter dated [●].

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the SME Platform of BSE Limited, our Company and the Selling Shareholders will forthwith repay, without interest, all moneys received from the applicants in pursuance of the Draft Prospectus. If such money is not repaid within 8 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 working days from the Offer Closing Date), then our Company, the Selling Shareholders and every Director of our Company who is an officer in default shall, on and from such expiry of eight working days, be liable to repay the money, with interest at the rate of 15 per cent per annum on application money, as prescribed under section 40 of the Companies Act, 2013 and SEBI (ICDR) Regulations.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of BSE Limited mentioned above are taken within six Working Days from the Offer Closing Date. Further, the Selling Shareholder confirms that all steps, as may be reasonably required and necessary, will be taken for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of BSE Limited where the Equity Shares are proposed to be listed within six working days of the Offer closing date.

IMPERSONATION

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who –

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or vis-à-vis 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: (a) the Directors, the Promoters, the Selling Shareholders, the Company Secretary & Compliance Officer, Joint Managing Directors, Chief Financial Officer, the Statutory Auditors, the Peer Reviewed Auditors, the Banker to the Company; and (b) Lead Manager, Underwriter, Market Maker, Registrar to the Offer, Banker(s) to the Offer and Refund Banker, Legal Advisor to the Offer to act in their respective capacities have been obtained and will be filed along with a copy of the Prospectus with the RoC, as required under sections 26 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. Our Peer Reviewed Auditors have given their written consent to the inclusion of their report in the form and context in which it appears in the Draft Prospectus / Prospectus and such consent and report shall not be withdrawn up to the time of delivery of the Prospectus for filing with the RoC

EXPERT TO THE OFFER

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

- Report of the Peer Reviewed Auditor on Statement of Tax Benefits.
- Report on Restated Financial Statements

EXPENSES OF THE OFFER

The expenses of this Offer include, among others, underwriting and management fees, printing and distribution expenses, legal fees, statutory advertisement expenses. For details of total expenses of the Offer, refer to chapter "Objects of the Offer" beginning on page 75 of this Draft Prospectus

DETAILS OF FEES PAYABLE

Fees Payable to the Lead Manager

The total fees payable to the Lead Manager will be as per the Mandate Letter dated October 8, 2017 Offer by our Company to the Lead Manager, the copy of which is available for inspection at our Registered Office.

Fees Payable to the Registrar to the Offer

The fees payable to the Registrar to the Offer will be as per the Agreement signed by our Company and the Registrar to the Offer dated January 05, 2018 copy of which is available for inspection at our Registered Office. The Registrar to the Offer 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 Offer to enable them to send unblocking or allotment advice by registered post / speed post / under certificate of posting.

Fees Payable to Others

The total fees payable to the Legal Advisor, Auditor and Advertiser, *etc.* will be as per the terms of their respective engagement letters if any.

UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION

The underwriting commission and selling commission for this Offer is as set out in the Underwriting Agreement entered into between our Company and the Lead Manager. Payment of underwriting commission, brokerage and selling commission would be in accordance with Section 40 of Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014.

PREVIOUS RIGHTS AND PUBLIC OFFERS SINCE THE INCORPORATION

We have not made any previous rights and/or public Offers since Incorporation, and are an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations and this Offer is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations.

PREVIOUS OFFERS OF SHARES OTHERWISE THAN FOR CASH

Except as stated in the chapter titled *"Capital Structure"* beginning on page 61 of this Draft Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

COMMISSION AND BROKERAGE ON PREVIOUS OFFERS

Since this is the initial public offer of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares since our inception.

PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED COMPANIES UNDER THE SAME MANAGEMENT WITHIN THE MEANING OF SECTION 370 (1B) OF THE COMPANIES ACT, 1956 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS

None of the equity shares of our Group Companies are listed on any recognized stock exchange. None of the above companies have raised any capital during the past 3 years

LISTED VENTURES OF PROMOTERS

There are no listed ventures of our Company as on date of filing of this Draft Prospectus.

PROMISE VERSUS PERFORMANCE FOR OUR COMPANY

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, and this Offer is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations. Therefore, data regarding promise versus performance is not applicable to us.

OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY OUR COMPANY

As on the date of this Draft Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

STOCK MARKET DATA FOR OUR EQUITY SHARES

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, and this Offer 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.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Agreement between the Registrar and our Company provides for retention of records with the Registrar for a period of at least three year from the last date of dispatch of the letters of allotment, demat credit and unblocking of funds to enable the investors to approach the Registrar to this Offer for redressal of their grievances. All grievances relating to this Offer may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as the name, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection centre where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection centre of the SCSB where the Application Form was submitted by the ASBA applicants.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company or the Registrar to the Offer or the SCSB in case of ASBA Applicant shall redress routine investor grievances within 15 working days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

We have constituted the Stakeholders Relationship Committee of the Board *vide* resolution passed at the Board Meeting held on January 4,2017 For further details, please refer to the chapter titled "*Our Management*" beginning on page 115 of this Draft Prospectus.

Our Company has appointed Reena Kanabar as Company Secretary and Compliance Officer and she may be contacted at the following address:

Reena Kanabar
Shivalik-2, Shop No.6, Nr. Pushkardham Temple, University Road,
Rajkot – 360005, Gujarat, India
Tel: + 91-094267 45557
Fax: Not Available
E-mail: **cs@angelfibers.com**
Website: **www.angelfibers.com**

Corporate Identification Number -U17200GJ2014PLC078738

Investors can contact the Company Secretary & Compliance Officer or the Registrar in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or unblocking of funds, *etc*.

CHANGES IN AUDITORS DURING THE LAST THREE FINANCIAL YEARS

There are no changes in Auditors during the last three financial years.

CAPITALISATION OF RESERVES OR PROFITS

Save and except as stated in the chapter titled "*Capital Structure*" beginning on page 61 of this Draft Prospectus, our Company has not capitalized its reserves or profits during the last five years.

REVALUATION OF ASSETS

Our Company has not revalued its assets since incorporation.

PURCHASE OF PROPERTY

Other than as disclosed in this Draft Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Offer or the purchase or acquisition of which has not been completed on the date of this Draft Prospectus. Our Company has not purchased any property in which the Promoters and / or Directors have any direct or indirect interest in any payment made there under.

SERVICING BEHAVIOR

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

SECTION VII – OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being offered and transferred pursuant to this Offer shall be subject to the provisions of the Companies Act, 2013, SEBI ICDR Regulations, SCRA, SCRR, the Memorandum and Articles of Association, the SEBI Listing Regulations, *the* terms of the Draft Prospectus, , the Abridged Prospectus, Bid cum Application Form, the Revision Form, the Confirmation of Allocation Note and other terms and conditions as may be incorporated in the Allotment Advices and other documents / certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws, as applicable, guidelines, rules, notifications and regulations relating to the offer of capital and listing and trading of securities offered from time to time by SEBI, the Government of India, the FIPB, the Stock Exchange, the RBI, ROC and / or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by SEBI, the RBI, the Government of India, the FIPB, the Stock Exchanges, the RoC and any other authorities while granting their approval for the Offer. SEBI has notified the SEBI Listing Regulations on September 2, 2015, which among other things, governs the obligations applicable to a listed company which were earlier prescribed under the Equity Listing Agreement. The Listing Regulations have become effective from December 1, 2015.

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 offer shall use only Application Supported by Blocked Amount (ASBA) facility for making payment.

Further vide the said circular Registrar to the Offer and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Offer and DPs as and when the same is made available.

OFFER FOR SALE

The Offer comprises of a fresh offer and offer for Sale by the Selling Shareholders. The fees and expenses relating to the Offer shall be shared in the proportion mutually agreed between the Company and the respective Selling Shareholders in accordance with applicable law. However, for ease of operations, expenses of the Selling Shareholders may, at the outset, be borne by our Company on behalf of the Selling Shareholders, and the Selling Shareholders agree that they will reimburse our Company all such expenses.

RANKING OF EQUITY SHARES

The Equity Shares being offered in the Offer shall be subject to the provisions of the Companies Act, 2013 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 Offer will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of Allotment in accordance with Companies Act, 1956 and Companies Act, 2013 and the Articles. For further details, please refer to the section titled "*Main Provisions of Articles of Association*" beginning on page number 227 of this Draft Prospectus.

MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, SEBI Listing Regulations and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividend, if declared, to our Shareholders as per the provisions of the Companies Act and our Articles of

Association. For further details, please refer to the chapter titled *"Dividend Policy"* on page 132 of this Draft Prospectus.

FACE VALUE AND OFFER PRICE PER SHARE

The face value of the Equity Shares is Rs. 10 each and the Offer Price is Rs. [●] per Equity Share. The Offer Price is determined by our Company in consultation with the Lead Manager and is justified under the section titled "*Basis for Offer Price*" beginning on page 77 of this Draft Prospectus. At any given point of time there shall be only one denomination for the Equity Shares.

COMPLIANCE WITH SEBI ICDR REGULATIONS

Our Company shall comply with all requirements of the SEBI ICDR Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
- Right of free transferability subject to applicable law, including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013, the terms of the SEBI Listing Regulations and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and / or consolidation / splitting, please refer to the section titled "*Main Provisions of Articles of Association*" beginning on page number 227 of this Draft Prospectus.

MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT

In terms of Section 29 of the Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. As per the existing SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form for all investors.

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by SME Platform of BSE Limited from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Offer will be done in multiples of [●] Equity Share subject to a minimum allotment of [●] Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Allocation and allotment of Equity Shares through this Offer will be done in multiples of [●] Equity Share subject to a minimum allotment of [•] Equity Shares to the successful applicants.

MINIMUM NUMBER OF ALLOTTEES

Further in accordance with Regulation 106R of SEBI (ICDR) Regulations, the minimum number of allottees in this Offer shall be 50 shareholders. In case the minimum number of prospective allottees

is less than 50, no allotment will be made pursuant to this Offer and the monies blocked by SCSBs shall be unblocked within 4 days of closure of offer.

JURISDICTION

Exclusive jurisdiction for the purpose of this Offer is with the competent courts / authorities in Mumbai, Maharashtra, India.

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 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), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

JOINT HOLDER

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 applicant, or the first applicant along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the Applicant, 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 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 with the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

a. to register himself or herself as the holder of the Equity Shares; or
b. to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer 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.

PERIOD OF OPERATION OF SUBSCRIPTION LIST OF PUBLIC OFFER

OFFER OPENS ON	**[•]**
OFFER CLOSES ON	**[•]**

MINIMUM SUBSCRIPTION

This Offer is not restricted to any minimum subscription level. This Offer is 100% underwritten.

As per Section 39 of the Companies Act, 2013, if the "stated 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, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the offer through the Offer Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the offer, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

The minimum number of allottees in this Offer shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Offer and the monies blocked by the SCSBs shall be unblocked within 6 working days of closure of Offer.

Further, in accordance with Regulation 106(Q) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than Rs. 1,00,000 (Rupees One Lakh Only) per application.

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.

MIGRATION TO MAIN BOARD

Our company may migrate to the Main Board of BSE Limited from SME Platform of BSE Limited on a later date subject to the following:

a) *If the Paid up Capital of our Company is likely to increase above Rs. 2,500 lakhs by virtue of any* further Offer of capital by way of rights issue, 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), our Company shall apply to BSE 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.

b) If the Paid up Capital of our company is more than Rs. 1,000 Lacs and upto Rs. 2,500 Lacs, our Company may still apply for migration to the Main Board if the Company fulfils the eligible criteria for listing laid down by the Main Board and 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.

MARKET MAKING

The shares offered through this Offer are proposed to be listed on the SME Platform of BSE Limited (SME Exchange) with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on SME Platform of BSE Limited. For further details of the market making arrangement please refer to chapter titled *"General Information"* beginning on page 54 of this Draft Prospectus.

ARRANGEMENT FOR DISPOSAL OF ODD LOT

The trading of the equity shares will happen in the minimum contract size of [•] shares in terms of the SEBI circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the market maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME Platform of BSE Limited.

AS PER THE EXTANT POLICY OF THE GOVERNMENT OF INDIA, OCBS CANNOT PARTICIPATE IN THIS OFFER

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FIIs and foreign venture capital investors registered with SEBI to invest in shares of Indian Companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India / RBI while granting such approvals.

OPTION TO RECEIVE SECURITIES IN DEMATERIALISED FORM

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialise the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

NEW FINANCIAL INSTRUMENTS

The Offerer Company is not issuing any new financial instruments through this Offer.

APPLICATION BY ELIGIBLE NRIs, FPI'S REGISTERED WITH SEBI, VCF'S, AIF'S REGISTERED WITH SEBI AND QFI'S

It is to be understood that there is no reservation for Eligible NRIs or FPIs or QFIs or VCFs or AIFs registered with SEBI. Such Eligible NRIs, QFIs, FPIs, VCFs or AIFs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

RESTRICTIONS, IF ANY ON TRANSFER AND TRANSMISSION OF EQUITY SHARES

Except for lock-in of the pre-Offer Equity Shares and Promoter's minimum contribution in the Offer as detailed in the chapter "*Capital Structure*" beginning on page 61 of this Draft Prospectus, and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. For details please refer to the section titled "*Main Provisions of the Articles of Association*" beginning on page 227 of this Draft Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

OFFER STRUCTURE

This Offer is being made in terms of Regulation 106(M)(2) of Chapter XB of SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, an issuer, whose post Offer face value capital exceeds ten crore rupees, shall Offer specified securities to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the SME Platform of BSE Limited). For further details regarding the salient features and terms of such an Offer please refer chapter titled "*Terms of the Offer*" and "*Offer Procedure*" on page 170 and 178 of this Draft Prospectus.

Following is the Offer structure:

Initial Public Offer of Up to 67,50,000 Equity Shares of face value of Rs. 10/- each fully paid (the Equity Shares) for cash at price of Rs. [●] per equity share in the form of Offer for Sale of upto 55,50,000 Equity Shares and upto 12,00,000 Equity Shares aggregating up to Rs. [●] Lakhs and Rs. [●] Lakhs by the Selling Shareholders – Ashok Mavjibhai Dudhagara and Prafullaben A. Dudhagara respectively. The Offer comprises a net offer to the public of upto 64,08,000 Equity Shares face value of Rs. 10/- each (the ―Net Offer). The offer comprises a reservation of upto 3,42,000 Equity Shares of face value of Rs. 10/- each for subscription by the designated Market Maker (―the Market Maker Reservation Portion).

The Offer and the Net Offer will constitute 27.00% and 25.63%, respectively of the post Offer paid up equity share capital of the company.

Particulars	Net Offer to Public*	Market Maker Reservation Portion
Number of Equity Shares	Upto 67,50,000 Equity Shares	Upto 3,42,000 Equity Shares
Percentage of Offer Size available for allocation	Upto 25.63 % of the Offer Size	Upto 1.37% of Offer Size
Basis of Allotment/Allocation if respective category is oversubscribed	Proportionate subject to minimum allotment of [•] equity shares and further allotment in multiples of [•] equity shares each. For further details please refer to the section titled "*Offer Procedure–Basis of Allotment*" on page 178 of the Draft Prospectus.	Firm allotment
Mode of Application	All the applicants shall make the application (Online or Physical) through the ASBA Process only	Through ASBA Process only
Minimum Application	**For QIB and NII:** Such number of Equity Shares in multiples of [•] Equity Shares such that the Application size exceeds Rs 2,00,000 **For Retail Individuals:** [•] Equity Shares	Upto [●] Equity Shares of Face Value of Rs. 10.00 each
Maximum Application Size	***For Other than Retail Individual Investors:*** For all other investors the maximum application size is the Net Offer to	Upto [●] Equity Shares of Face Value of Rs. 10.00 each

Particulars	Net Offer to Public*	Market Maker Reservation Portion
	public subject to limits as the investor has to adhere under the relevant laws and regulations as applicable. ***For Retail Individuals:*** [•] Equity Shares	
Mode of Allotment	Compulsorily in Dematerialised mode	Compulsorily in Dematerialised mode
Trading Lot	[•] Equity Shares	[•] Equity Shares, however the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations
Terms of payment	The Applicant shall have sufficient balance in the ASBA account at the time of submitting application and the amount will be blocked anytime within two day of the closure of the Offer.	

**50 % of the shares offered in the Net Offer to Public portion are reserved for applications whose value is up to* Rs. *2,00,000 and the balance 50 % of the shares are reserved for applications whose value is above* Rs. *2,00,000.*

WITHDRAWAL OF THE OFFER

In accordance with the SEBI ICDR Regulations, our Company and selling shareholder, in consultation with Lead Manager severally and not jointly, reserves the right not to proceed with this Offer at any time after the Offer Opening Date, but before our Board meeting for Allotment, without assigning reasons thereof. However, if our Company/Selling Shareholders withdraws the Offer after the Offer Closing Date, we will give reason thereof within two days by way of a public notice which shall be published in the same newspapers where the pre-Offer advertisements were published. Further, the Stock Exchange shall be informed promptly in this regard and the Lead Manager, through the Registrar to the Offer, shall notify the SCSBs to unblock the Bank Accounts of the ASBA Applicants within one Working Day from the date of receipt of such notification. In case our Company withdraws the Offer after the Offer Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh offer document with the stock exchange where the Equity Shares may be proposed to be listed. Notwithstanding the foregoing, the Offer is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which the Company shall apply for after Allotment. In terms of the SEBI Regulations, Non retail applicants shall not be allowed to withdraw their Application after the Offer Closing Date.

OFFER OPENS ON	**[•]**
OFFER CLOSES ON	**[•]**

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 Offer Period at the Application Centres mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches except that on the Offer 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 Days, i.e., all trading days of stock exchanges excluding Sundays and bank holidays.

OFFER 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"), and including SEBI circular bearing number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and SEBI circular bearing number SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 included below under "Part B – General Information Document", which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations. The General Information Document has been updated to reflect the enactments and regulations, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchanges and the Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer.

Our Company, the Selling Shareholders and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that their Applications are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Draft Prospectus

Please note that all the Applicants can participate in the Offer only through the ASBA process. All Applicants shall ensure that the ASBA Account has sufficient credit balance such that the full Application Amount can be blocked by the SCSB at the time of submitting the Application. Please note that all Applicants are required to make payment of the full Application Amount along with the Application Form.

FIXED PRICE OFFER PROCEDURE

The Offer is being made under Regulation 106(M)(2) of Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 via Fixed Price Process .

Applicants are required to submit their Applications to the Application Collecting Intermediaries. In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing.

In case of Non Institutional Applicants and Retail Individual Applicants, our Company would have a right to reject the Applications only on technical grounds.

Investors should note that the Equity Shares will be allotted to all successful Applicants Applicant only in dematerialized form. Applicants Applicant will not have the option of being Allotted Equity Shares in physical form.

Further the Equity shares on allotment shall be traded only in the dematerialized segment of the Stock Exchange, as mandated by SEBI.

APPLICATION FORM

Copies of the Application Form and the abridged prospectus will be available at the offices of the Lead Manager, the Designated Intermediaries at Applying Centres, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the SME Platform of BSE Limited (www.bseindia.com), the SCSBs, the Registered

Brokers, the RTAs and the CDPs at least one day prior to the Application/Offer Opening Date. All Applicants shall mandatorily participate in the Offer only through the ASBA process. ASBA 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. ASBA 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 Form for various categories is as follows:

Category	Colour of Application Form*
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Eligible NRIs, FVCIs, FIIs, their Sub-Accounts (other than Sub-Accounts which are foreign corporates or foreign individuals applying under the QIB Portion), applying on a repatriation basis (ASBA)	Blue

Applicants shall only use the specified Application Form for the purpose of making an application in terms of the Draft Prospectus. The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number.

Applicants are required to submit their applications only through any of the following Application Collecting Intermediaries

i) an SCSB, with whom the bank account to be blocked, is maintained
ii) a syndicate member (or sub-syndicate member)
iii) a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
iv) a depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
v) a registrar to an Offer and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic applying system of stock exchange will be done by:

For applications submitted by investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic applying system as specified by the stock exchange(s) and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs:	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic applying system of stock exchange(s). Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Offer.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants are deemed to have authorised our Company to make the necessary changes in the Draft Prospectus, without prior or subsequent notice of such changes to the Applicants.

Availability of Prospectus and Application Forms

The Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, Lead Manager to the Offer, Registrar to the Offer as mentioned in the Application Form. The application forms may also be downloaded from the website of SME Platform of BSE Limited i.e. www.bseindia.com.

**excluding electronic Application Form*

Designated Intermediaries (other than SCSBs) shall submit/deliver the Application Forms to respective SCSBs where the Applicant has a bank account and shall not submit it to any non-SCSB Bank

WHO CAN APPLY?

In addition to the category of Applicants set forth under "***General Information Document for Investing in Public Offer – Category of Investors Eligible to participate in an Offer***", the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- FPIs and sub-accounts registered with SEBI other than Category III foreign portfolio investor;
- Category III foreign portfolio investors, which are foreign corporates or foreign individuals only under the Non Institutional Investors (NIIs) category;
- Scientific and / or industrial research organisations authorised in India to invest in the Equity Shares.

OPTION TO SUBSCRIBE IN THE OFFER

a. As per Section 29(1) of the Companies Act, 2013 allotment of Equity Shares shall be in dematerialised form only.

b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.

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

AVAILABILITY OF PROSPECTUS AND APPLICATION FORM

Copies of the Application Form and the abridged prospectus will be available at the offices of the Lead Manager, the Designated Intermediaries at Application Collecting Centres, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and SME Platform of BSE Limited (www.bseindia.com) at least one day prior to the Application/Offer Opening Date.

PARTICIPATION BY ASSOCIATED/AFFILIATES OF LEAD MANAGER AND SYNDICATE MEMBERS

The Lead Manager and the Syndicate Members, if any, shall not be allowed to subscribe in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Lead Manager and the Syndicate Members, if any, may subscribe the Equity Shares in the Offer, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Applicants, where the allocation is on a proportionate basis and such

subscription may be on their own account or on behalf of their clients.

APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRI'S APPLYING ON NON REPATRIATION

Application must be made only in the names of individuals, limited companies or statutory corporations / institutions and not in the names of minors, foreign nationals, non residents (except for those applying on non repatriation), trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a company), Hindu Undivided Families (HUF), 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 Equity Shares exceeding the number of Equity Shares offered to the public. Eligible NRIs applying on a non-repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE/FCNR accounts as well as NRO accounts.

APPLICATIONS BY ELIGIBLE NRI'S/ RFPI's ON REPATRIATION BASIS

Application Forms have been made available for eligible NRIs at our Registered Office and at the Registered Office of the Lead manager. Eligible NRI Applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under the reserved category. The eligible NRIs who intend to make payment through Non Resident Ordinary (NRO) accounts shall use the Forms meant for Resident Indians and should not use the forms meant for the reserved category. Under FEMA, general permission is granted to companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 days from the date of Offer of shares for allotment to NRIs on repatriation basis. Allotment of equity shares to Non Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in equity shares will be allowed to be repatriated along with the income thereon subject to permission of the RBI and subject to the Indian tax laws and regulations and any other applicable laws.

APPLICATIONS BY FPI INCLUDING FIIs

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Offer, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In case of Applications made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Application Form, failing which our Company reserves the right to reject any Application without assigning any reason. An FII or subaccount may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Offer, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Applications made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Application Form, failing which our Company reserves the right to reject any Application without assigning any reason.

In terms of the SEBI FPI Regulations, the offer 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) must

be below 10.00% of our post-Offer Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10.00% 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. The existing individual and aggregate investment limits an FII or sub account in our Company is 10.00% and 24% of the total paid-up Equity Share capital of our Company, respectively.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions application 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 and unregulated broad based funds, which are classified as Category II foreign portfolio investor 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 an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (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.

FPIs who wish to participate in the Offer are advised to use the Application Form for Non-Residents (blue in colour).

APPLICATIONS BY SEBI REGISTERED VCFs, AIFs and FVCIs

The SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.

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 corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the Selling Shareholders 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.

APPLICATIONS BY MUTUAL FUNDS

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 index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple applications provided that the Applications clearly indicate the scheme concerned for which the Applications has been made.

The Applications made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

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 thereof. Limited liability partnerships can participate in the Offer only through the ASBA process.

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 and the Selling Shareholders reserves the right to reject any Application by Insurance Companies without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended, are broadly set forth below:

1) equity shares of a company: the least of 10.00% of the investee company's subscribed capital (face value) or 10.00% of the respective fund in case of life insurer or 10.00% of investment assets in case of general insurer or reinsurer;

2) 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

3) 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 (a), (b) and (c) above, as the case may be. Insurance companies participating in this Offer shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

APPLICATIONS UNDER POWER OF ATTORNEY

In case of Applications made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with a minimum corpus of Rs. 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2500 Lakhs, 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 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. In addition to the above, certain additional documents are required to be submitted by the following entities:

a) With respect to Applications by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form.

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 along with the Application Form.

c) With respect to Applications made by provident funds with a minimum corpus of Rs. 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2500 Lakhs, 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.

d) With respect to 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

e) 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 and the **Lead Manager** may deem fit.

The above information is given for the benefit of the Applicants. Our Company, the Selling Shareholders, the Lead Manager and the Syndicate Members are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Draft Prospectus. Applicants are advised to make their independent investigations and Applicants are advised to ensure that any single Application from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Draft Prospectus.

APPLICATIONS BY PROVIDENT FUNDS/PENSION FUNDS

In case of Applications made by provident funds with minimum corpus of Rs. 25 Crore (subject to applicable law) and pension funds with minimum corpus of Rs. 25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason thereof.

The above information is given for the benefit of the Applicants. Our Company, the Selling Shareholders, the Lead Manager and the Syndicate Members are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Draft Prospectus. Applicants are advised to make their independent investigations and Applicants are advised to ensure that any single Application from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be

held by them under applicable law or regulation or as specified in the Draft Prospectus.

INFORMATION FOR THE APPLICANTS

1. Our Company and the Lead Managers shall declare the Offer Opening Date and Offer Closing Date in the Prospectus to be Application registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in one regional newspaper with wide circulation. This advertisement shall be in the prescribed format.
2. Our Company will file the Prospectus with the RoC at least three days before the Offer Opening Date.
3. Any Applicant who would like to obtain the Prospectus and/or the Application Form can obtain the same from our Registered Office.
4. Applicants who are interested in subscribing to the Equity Shares should approach any of the Application Collecting Intermediaries or their authorised agent(s).
5. Applications should be submitted in the prescribed Application Form only. Application Forms submitted to the SCSBs should bear the stamp of the respective intermediary to whom the application form is submitted.. Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch. Application Forms submitted by Applicants whose beneficiary account is inactive shall be rejected.
6. The Application Form can be submitted either in physical or electronic mode, to the Application Collecting Intermediaries. Further Application Collecting Intermediary may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account.
7. Except for applications by or on behalf of the Central or State Government and the officials appointed by the courts and by investors residing in the State of Sikkim, the Applicants, or in the case of application in joint names, the first Applicant (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participants transacting in the securities market, irrespective of the amount of transaction. Any Application Form without PAN is liable to be rejected. The demat accounts of Applicants for whom PAN details have not been verified, excluding persons resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Offer will be made into the accounts of such Applicants.
8. The Applicants may note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic collecting system of the Stock Exchange by the Bankers to the Offer or the SCSBs do not match with PAN, the DP ID and Client ID available in the Depository database, the Application Form is liable to be rejected.

METHOD AND PROCESS OF APPLICATIONS

1. Applicants are required to submit their applications during the Offer Period only through the following Application Collecting intermediary
   - ***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) ('broker')

iv) a depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

v) a registrar to an Offer and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

The Offer Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Offer Period may be extended, if required, by an additional three Working Days, subject to the total Offer Period not exceeding 10 Working Days.

The Intermediaries shall accept applications from all Applicants and they shall have the right to vet the applications during the Offer Period in accordance with the terms of the Prospectus Application.

The Applicant cannot apply on another Application Form after one Application Form has been submitted to Application Collecting intermediaries Submission of a second Application Form to either the same or to another Application Collecting Intermediary will be treated as multiple applications and is liable to be rejected either before entering the application into the electronic collecting system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Offer.

2. The 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.

3. The upload of the details in the electronic applying system of stock exchange and post that blocking of funds will be done by as given below

For applications submitted by investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic applying system as specified by the stock exchange(s) and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs:	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic applying system of stock exchange(s). Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Offer.

4. Upon receipt of the Application Form directly or through other intermediary, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, and If sufficient funds are not available in the ASBA Account the application will be rejected.

5. If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Applicant on request.
6. The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Offer Account, or until withdrawal/failure of the Offer or until withdrawal/rejection of the Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Offer shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Offer Account. In case of withdrawal / failure of the Offer , the blocked amount shall be unblocked on receipt of such information from the Registrar to the Offer.

APPLICATIONS BY BANKING COMPANIES

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Master Circular dated July 1, 2015 – Para-banking Activities, 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 SCSBs

SCSBs participating in the Offer 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 such applications.

ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE OFFER

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the **Lead Manager** or Registrar to the Offer shall send to the SCSBs a list of their Applicants who have been allocated Equity Shares in the Offer.

2. The Registrar will then dispatch a CAN to their Applicants who have been allocated Equity Shares in the Offer. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Applicant

TERMS OF PAYMENT

Terms of Payment

The entire Offer price of Rs. 33/- per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar to the offer shall instruct the SCSBs to unblock the excess amount blocked.

SCSBs will transfer the amount as per the instruction received by the Registrar to the Public Offer Bank Account, post finalisation of Basis of Allotment. The balance amount after transfer to the Public Offer Account shall be unblocked by the SCSBs.
The Applicants should note that the arrangement with Bankers to the Offer or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, the Bankers to the Offer and the Registrar to the Offer to facilitate collections from the Applicants.

Payment mechanism for Applicants
The Applicants shall specify the bank account number in the Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non Retail Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Offer shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalisation of the Basis of Allotment in the Offer and consequent transfer of the Application Amount to the Public Offer Account, or until withdrawal/ failure of the Offer or until rejection of the application by the ASBA Applicant, as the case may be.

Please note that pursuant to the applicability of the directions issued by SEBI vide its circular bearing number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all Investors are applying in this Offer shall mandatorily make use of ASBA facility.

ELECTRONIC REGISTRATION OF APPLICATIONS

1. The Application Collecting Intermediary will register the applications using the on-line facilities of the Stock Exchange.

2. The Application Collecting Intermediary will undertake modification of selected fields in the application details already uploaded before 1.00 p.m of the next Working day from the Offer Closing Date.

3. The Application collecting Intermediary shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the applications accepted by them, (ii) the applications uploaded by them, (iii) the applications accepted but not uploaded by them or (iv) In case the applications accepted and uploaded by any Application Collecting Intermediary other than SCSBs, the Application form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be re will be responsible for blocking the necessary amounts in the ASBA Accounts (v) Application accepted and uploaded but not sent to SCSBs for blocking of funds.

4. Neither the Lead Managers nor our Company, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the applications accepted by any Application Collecting Intermediaries, (ii) the applications uploaded by any Application Collecting Intermediaries or (iii) the applications accepted but not uploaded by the Application Collecting Intermediaries.

5. The Stock Exchange will offer an electronic facility for registering applications for the Offer. This facility will be available at the terminals of the Application Collecting Intermediaries and their authorized agents during the Offer Period. The Designated Branches or the Agents of the

Application Collecting Intermediaries 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 online facilities on a regular basis. On the Offer Closing Date, the Application Collecting Intermediaries 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.

6. With respect to applications by Applicants, at the time of registering such applications, the Application Collecting Intermediaries shall enter the following information pertaining to the Applicants into in the on-line system:
   - 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;
   - Bank account number.
7. 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.
8. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively. The registration of the Application by the Application Collecting Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
9. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
10. In case of Non Retail Applicants and Retail Individual Applicants, applications would not be rejected except on the technical grounds as mentioned in the Draft Prospectus. The Application Collecting Intermediaries shall have no right to reject applications, except on technical grounds.
11. The permission given by the Stock Exchanges 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 Exchanges; 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 Draft Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
12. The Application Collecting Intermediaries will be given time till 1.00 P.M on the next working day after the Offer Closing Date to verify the PAN No, DP ID and Client ID uploaded in the online IPO system during the Offer Period, after which the Registrar to the Offer 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.

13. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for ASBA applications.

ALLOCATION OF EQUITY SHARES

1. The Offer is being made through the Fixed Price Process wherein 3,68,000 Equity Shares shall be reserved for Market Maker. 34,16,000 Equity Shares will be allocated on a proportionate basis to Retail Individual Applicants, subject to valid applications being received from Retail Individual Applicants at the Offer Price. The balance of the Net Offer will be available for allocation on a proportionate basis to Non Retail Applicants.
2. Under-subscription, if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the Lead Managers and the Stock Exchange.
3. Allocation to Non-Residents, including Eligible NRIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.
4. In terms of the SEBI Regulations, Non Retail Applicants shall not be allowed to either withdraw or lower the size of their applications at any stage.
5. Allotment status details shall be available on the website of the Registrar to the Offer.

SIGNING OF UNDERWRITING AGREEMENT AND FILING OF PROSPECTUS WITH ROC

a) Our Company has entered into an Underwriting agreement dated January 5,2018.

b) A copy of the Prospectus will be filed with the RoC in terms of Section 26 of the Companies Act.

PRE- OFFER ADVERTISEMENT

Subject to Section 30 of the Companies Act, 2013, our Company shall, after registering the Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed by the SEBI Regulations, in: (i) English National Newspaper; (ii) Hindi National Newspaper; and (iii) Regional Newspaper, each with wide circulation. Application. ApplicationThis advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule XIII of the SEBI Regulations.

ISSUANCE OF ALLOTMENT ADVICE

1. Upon approval of the Basis of Allotment by the Designated Stock Exchange.
2. The Lead Managers or the Registrar to the Offer will dispatch an Allotment Advice to their Applicants who have been allocated Equity Shares in the Offer.

The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Applicant.

GENERAL INSTRUCTIONS

Do's:

1. Check if you are eligible to apply as per the terms of the Draft Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Read all the instructions carefully and complete the applicable Application Form;
3. Ensure that the details about the PAN, DP ID and Client ID are correct and the Applicants depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;
4. Each of the Applicants should mention their Permanent Account Number (PAN) allotted under the Income Tax Act, 1961;
5. Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
6. If the first applicant is not the account holder, ensure that the Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
7. Ensure that the signature of the First Applicant in case of joint Applications, is included in the Application Forms;
8. 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 Applications, 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;
9. Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your Application options;
10. 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);
11. Submit revised Applications to the same Designated Intermediary, through whom the original Application was placed and obtain a revised acknowledgment;
12. Except for Applications (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Applications by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Applicants should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the 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;
13. Ensure that the Demographic Details are updated, true and correct in all respects;
14. 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;

15. Ensure that the category and the investor status is indicated;
16. Ensure that in case of Applications under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;
17. Ensure that Applications submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
18. 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 Exchanges 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;
19. Ensure that the Application Forms are delivered by the Applicants within the time prescribed as per the Application Form and the Prospectus;
20. Ensure that you have mentioned the correct ASBA Account number in the Application Form;
21. Ensure that you have correctly signed the authorisation/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 at the time of submission of the Application;
22. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and

The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Dont's:

1. Do not apply for lower than the minimum Application size;
2. Do not apply/revise Application Amount to less than the Floor Price or higher than the Cap Price;
3. Do not pay the Application Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
4. Do not send Application Forms by post; instead submit the same to the Designated Intermediary only;
5. Do not submit the Application Forms to any non-SCSB bank or our Company;
6. Do not Application on a Application Form that does not have the stamp of the relevant Designated Intermediary;
7. Do not Application at Cut-off Price (for Applications by QIBs and Non-Institutional Applicants);
8. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
9. Do not Application for a Application Amount exceeding Rs. 200,000 (for Applications by Retail Individual Applicants);
10. Do not fill up the Application Form such that the Equity Shares Application for exceeds the Offer 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 Draft Prospectus;

11. Do not submit the General Index Register number instead of the PAN;
12. Do not submit the Application without ensuring that funds equivalent to the entire Application Amount are blocked in the relevant ASBA Account;
13. 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;
14. Do not submit a Application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
15. Do not Application if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
16. 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.

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 of the Application Collecting Intermediaries. Application Forms, which do not bear the stamp of the Application Collecting Intermediaries, will be rejected.

SEBI, vide Circular No.CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Application forms in public issues using the stock broker (‘broker) network of Stock Exchanges, who may not be syndicate members in an Offer with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e. www.bseindia.com. With a view to broad base the reach of investor by substantially enhancing the points for submission of applicants, SEBI vide Circular No.CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Offer and Share Transfer Agent and Depository Participants registered with SEBI to accept the Application forms in Public Offer with effect from January 01, 2016. The List of RTA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e. www.bseindia.com

APPLICANT'S DEPOSITORY ACCOUNT AND BANK DETAILS

Please note that, providing bank account details, PAN Nos, Client ID and DP ID 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 as entered into the Stock Exchange online system, the Registrar to the Offer 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 Allotment Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Offer.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Offer, the required Demographic Details as available on its records.

SUBMISSION OF APPLICATION FORM

All Application Forms duly completed shall be submitted to the Application Collecting Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

COMMUNICATIONS

All future communications in connection with Applications made in this Offer should be addressed to the Registrar 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 Application Collecting Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Applicants can contact the Compliance Officer or the Registrar in case of any pre Offer or post Offer related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

DISPOSAL OF APPLICATIONS AND APPLICATION MONEYS AND INTEREST IN CASE OF DELAY

The Company shall ensure the dispatch of Allotment 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 SME Platform of BSE Limited where the Equity Shares are proposed to be listed are taken within 6 working days from Offer Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 4 (four) and 6 (Six) days of the Offer Closing Date;
2. The Company will provide adequate funds required for dispatch of Allotment Advice to the Registrar to the Offer.

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."

UNDERTAKINGS BY THE COMPANY

Our Company undertake as follows:

1. That the complaints received in respect of the Offer shall be attended expeditiously and satisfactorily;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at SME Platform of BSE Limited where the Equity Shares are proposed to be listed within six working days from Offer Closure date.
3. That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Offer by our Company;;
4. That our Promoter's contribution in full has already been brought in;
5. That no further offer of Equity Shares shall be made till the Equity Shares offered through the Prospectus are listed or until the Application monies are refunded on account of non-listing, under-subscription etc.; and
6. That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment.
7. If our Company does not proceed with the Offer after the Application/Offer Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Application/Offer Closing Date. The public notice shall be issued in the same newspapers where the Pre-Offer advertisements were published. The stock exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;
8. If our Company withdraw the Offer after the Application/Offer Closing Date, our Company shall be required to file a fresh Draft Prospectus with the RoC/SEBI, in the event our Company subsequently decides to proceed with the Offer;
9. Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period

UNDERTAKING BY SELLING SHAREHOLDER

Each Selling Shareholder severally undertakes that:

1) it shall deposit its Equity Shares offered in the Offer in an escrow account opened with the Registrar to the Offer at least one Working Day prior to the Application/Offer Opening Date;

2) it shall not have any recourse to the proceeds of the Offer for Sale until final listing and trading approvals have been received from the Stock Exchanges;

3) it shall take all steps and provide all assistance to our Company and the Lead Manager, as may be required for the completion of the necessary formalities for listing and commencement of trading at all the stock exchanges where the Equity Shares are proposed to be listed within six Working Days from the Application/Offer Closing Date of the Offer, failing which it shall forthwith repay without interest all monies received from Applicants to the extent of the Offered Shares. In case of delay, interest as per applicable law shall be paid by the Selling Shareholder;

4) it shall not offer, lend, pledge, charge, transfer or otherwise encumber, sell, dispose off any of the

Equity Shares held by it except the Equity Shares being offered in the Offer for Sale until such time that the lock-in remains effective save and except as may be permitted under the SEBI Regulations;

5) it shall ensure that the Equity Shares being offered by it in the Offer, shall be transferred to the successful Applicants within the time specified under applicable law; and

6) it shall give appropriate instructions for dispatch of the refund orders or Allotment Advice to successful Applicants within the time specified under applicable law.

7) It is the legal and beneficial owner of, and has full title to their respective portion of the Offered Shares in the Offer;

UTILIZATION OF THE OFFER PROCEEDS

The Board of Directors of our Company certifies that:

1. all monies received out of the Fresh issue shall be transferred to a separate Bank Account other than the bank account referred to in Sub-Section (3) of Section 40 of the Companies Act, 2013;
2. details of all monies utilized out of the Fresh issue referred above shall be disclosed and continue to be disclosed till the time any part of the Offer Proceeds remains unutilised, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized;
3. details of all unutilized monies out of the Fresh issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested; and
4. Our Company shall comply with the requirements of the SEBI Listing Regulations in relation to the disclosure and monitoring of the utilisation of the proceeds of the Offer.

Further the Selling Shareholders along with our Company declare that all monies received out of the Offer for Sale 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.

EQUITY SHARES IN DEMATERIALSED FORM WITH NSDL OR CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company is in the process of signing the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

a. Agreement dated [•] among NSDL, the Company and the Registrar to the Offer;
b. Agreement dated [•] among CDSL, the Company and the Registrar to the Offer;

The Company's shares bear ISIN No [•]

PART B

GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES

This General Information Document highlights the key rules, processes and procedures applicable to public Offers 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. Bidders/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 Offer. For taking an investment decision, the Bidders/Applicants should rely on their own examination of the Issuer and the Offer, and should carefully read the Draft Prospectus/Prospectus before investing in the Offer..

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 Offer 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 Offer and the relevant information about the Issuer/Offerer undertaking the Issue/ Offer; are set out in the Prospectus filed by the Issuer Offerer with the Registrar of Companies **("RoC")**. Applicants should carefully read the entire Prospectus and the Application Form and the Abridged Prospectus of the Issuer/Offerer in which they are proposing to invest through the Issue/Offer. 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/Offerer is available on the websites of stock exchanges, on the website(s) of the **LM(s)** to the Issue and on the website of Securities and Exchange Board of India **("SEBI")** 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 chapter XB of the SEBI (ICDR) Regulations, wherein as per,

- Regulation 106M (1): An issuer whose post-Offer face value capital does not exceed ten crore rupees shall Offer its specified securities in accordance with provisions of

this Chapter.

- Regulation 106M (2): An issuer, whose post Offer face value capital, is more than ten crore rupees and upto twenty five crore rupees, may also Offer specified securities in accordance with provisions of this Chapter.

The present Offer being made under Regulation 106M(2) of Chapter XB of SEBI (ICDR) Regulation.

2.2 OTHER ELIGIBILITY REQUIREMENTS

In addition to the eligibility requirements specified in paragraphs 2.1, an Issuer proposing to undertake an IPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, 2009, the Companies Act, 1956 (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(2) of Chapter XB of SEBI (ICDR) Regulation:

(a) In accordance with regulation 106(P) of the SEBI (ICDR) Regulations, Offer has to be 100% underwritten and the LM has to underwrite at least 15% of the total Offer size.

(b) In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, total number of proposed allottees in the Offer 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 73 of the Companies Act, 1956

(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 Offer.

(e) The post Offer capital shall not be more than Rs. 25 Crore.

(f) (The Company should have a track record of atleast 3 years.

(g) The Company should have positive cash accruals from operation for at least two financial years preceding the application and its networth should be positive.

(h) The Issuer shall mandatorily facilitate trading in demat securities.

(i) The Issuer should not been referred to Board for Industrial and Financial Reconstruction.

(j) No petition for winding up is admitted by a court of competent jurisdiction against the ssuer.

(k) No material regulatory or disciplinary action should have been taken by any stock exchange or regulatory authority in the past three years against the Issuer.

(l) The Company should have a website

Issuer shall also comply with all the other requirements as laid down for such an Offer under Chapter X-B of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by Supreme(India) Impex Limited–Prospectus 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 Offer.

Thus Company is eligible for the Offer in accordance with regulation 106M(2) and other provisions of chapter XB of the SEBI (ICDR) Regulations as the post Offer face value capital exceed Rs. 1,000 lakhs. Company also complies with the eligibility conditions laid by the SME Platform of BSE 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 Draft 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 shall 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 SE 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 SE 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.

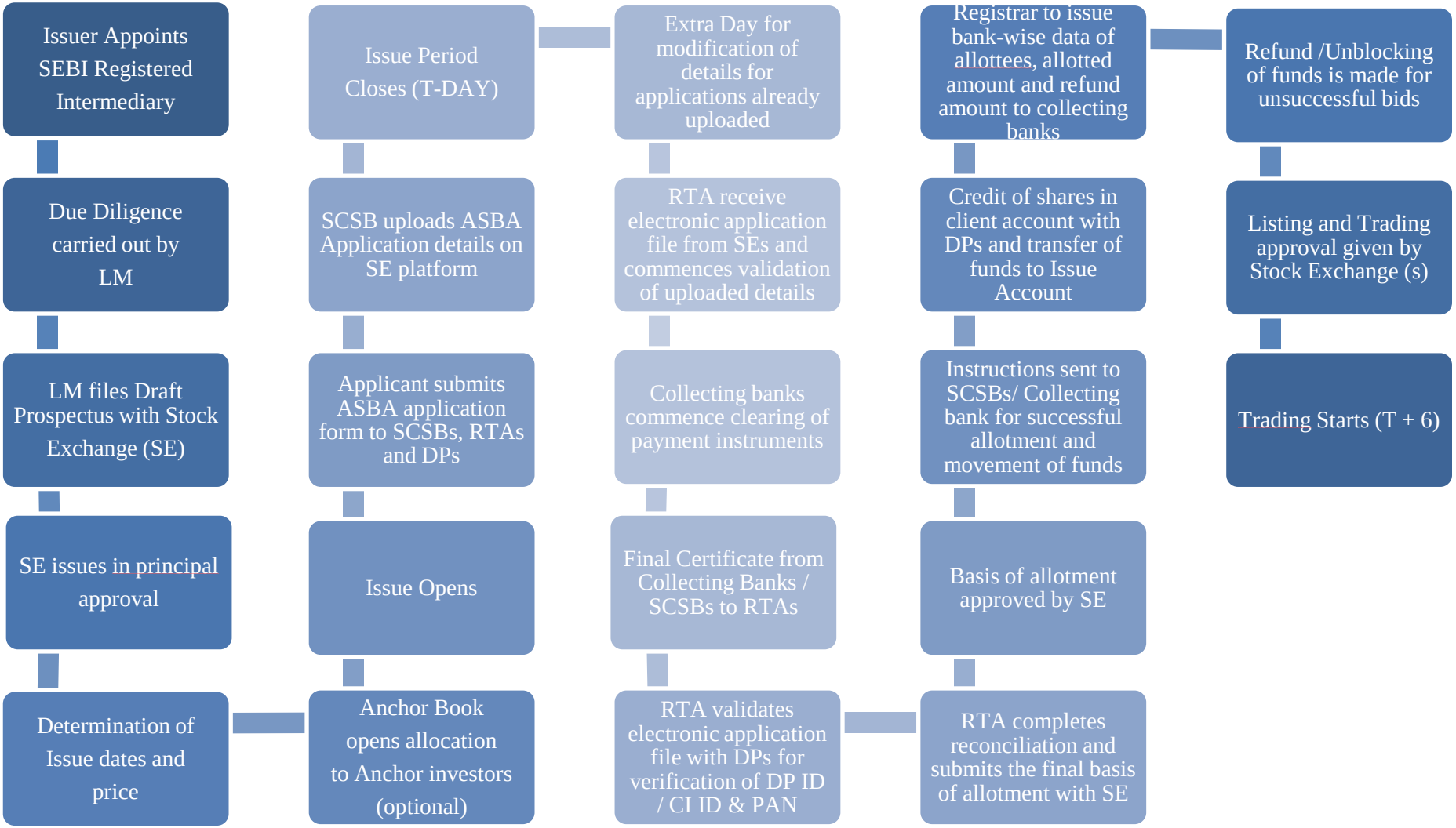
OR

(b) If the Paid up Capital of the company is more than 10 crores but below 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 Issues is as follows


Issuer Appoints SEBI Registered Intermediary
Due Diligence carried out by LM
LM files Draft Prospectus with Stock Exchange (SE)
SE issues in principal approval
Determination of Issue dates and price
Anchor Book opens allocation to Anchor investors (optional)
Issue Opens
Applicant submits ASBA application form to SCSBs, RTAs and DPs
SCSB uploads ASBA Application details on SE platform
Issue Period Closes (T-DAY)
Extra Day for modification of details for applications already uploaded
RTA receive electronic application file from SEs and commences validation of uploaded details
Collecting banks commence clearing of payment instruments
Final Certificate from Collecting Banks / SCSBs to RTAs
RTA validates electronic application file with DPs for verification of DP ID / CI ID & PAN
RTA completes reconciliation and submits the final basis of allotment with SE
Basis of allotment approved by SE
Instructions sent to SCSBs/ Collecting bank for successful allotment and movement of funds
Credit of shares in client account with DPs and transfer of funds to Issue Account
Registrar to issue bank-wise data of allottees, allotted amount and refund amount to collecting banks
Refund /Unblocking of funds is made for unsuccessful bids
Listing and Trading approval given by Stock Exchange (s)
Trading Starts (T + 6)

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:

1. 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;
2. 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;
3. 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;
4. Mutual Funds registered with SEBI;
5. 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;
6. 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);
7. FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI
8. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
9. State Industrial Development Corporations;
10. 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;
11. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
12. Insurance Companies registered with IRDA;
13. 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;
14. Multilateral and Bilateral Development Financial Institutions;
15. 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;
16. Insurance funds set up and managed by army, navy or air force of the Union of India or by Department of Posts, India;
17. 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 either bearing the stamp of Application Collecting Intermediaries as available or downloaded from the websites of the Stock Exchanges. Application Forms are available Designated Branches of the SCSBs, at the registered office of the Issuer and at the corporate office of LM. 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
Resident Indian, Eligible NRIs applying on a non repatriation basis	White
NRIs, FVCIs, FPIs, their Sub-Accounts (other than Sub-Accounts which are foreign corporate(s) or foreign individuals applying under the QIB), on a repatriation basis	Blue
Anchor Investors (where applicable) & Applicants applying in the reserved category	Not Applicable

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 FORM (FIXED PRICE ISSUE)

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:

R Application Form

ISSUE PROGRAMME: ISSUE OPENS ON: ..... ISSUE CLOSES ON: .....

COMMON APPLICATION FORM | ANGEL FIBERS LIMITED - PUBLIC ISSUE - R | FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

TO,
THE BOARD OF DIRECTORS
ANGEL FIBERS LIMITED
Registered Office: Shyamlik-2, Shop No 4, Nr. Pushkardham Temple, University Road, Rajkot - 360005, Gujarat, India
Contact Person: (Company Secretary and Compliance Officer)
Tel: +91-9426178537
Website: www.angelfibers.com, E-mail:cs@angelfibers.com

FIXED PRICE SME ISSUE | ISIN: .....

Application Form No.

Date :

BROKER'S / SCSB /DP / RTA STAMP & CODE | SUB-BROKER'S/SUB-AGENT'S STAMP & CODE

SCSB BRANCH STAMP & CODE | SCSB /BANK BRANCH SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST APPLICANT

Mr. /Ms./M/s.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST APPLICANT

3. INVESTOR'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. APPLICATION DETAILS

No. of Equity Shares of ₹ 10/- each applied at the Issue Price i.e. at ₹ ..... per share[1]

(In figures) (In words)

ALLOTMENT WILL BE IN DEMAT MODE ONLY[2]

[1] Please note that applications must be made in minimum lot size of ..... shares and further multiples of ..... shares accordingly.

[2] Please note that the equity shares on allotment will be traded only in the dematerialized mode on the Emerge Platform of NSE (NSE Emerge)

5. CATEGORY

☐ Retail Individual Applicant

☐ Non-Institutional Applicant

☐ QIB

6. INVESTOR STATUS

☐ Individual(s) - IND
☐ Hindu Undivided Family* - HUF
☐ Bodies Corporate - CO
☐ Banks & Financial Institutions - FI
☐ Mutual Funds - MF
☐ National Investment Funds - NIF
☐ Non Resident Indians - NRI (Non-Repatriation basis)
☐ Alternative Investment Funds - AIF
☐ Insurance Fund - IF
☐ Insurance Companies - IC
☐ Venture Capital Funds - VCF
☐ Others (Please specify) - OTH

* HUF should apply only through *Karta*
(Applications by HUF would be treated on par with Individual)

7. PAYMENT DETAILS | PAYMENT OPTION : FULL PAYMENT

Amount Blocked (₹ 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 APPLICATION FORM AND THE ATTACHED FORM 2A AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE 'INVESTORS 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 APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE / FIRST APPLICANT

Date : _____, 2017

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 Application in Stock Exchange system)

TEAR HERE

ANGEL FIBERS LIMITED
PUBLIC ISSUE - R

Acknowledgement Slip for Broker/SCSB/ DP/RTA

Application Form No.

DPID / CLID

PAN of Sole / First Applicant

Received from Mr./Ms./M/s.

Address

Telephone / Mobile E-mail

No. of Equity Shares applied for

In figures

In words

Amount Blocked (₹ in figures)

ASBA Bank A/c No.

Drawn on (Name of Bank & Branch)

SCSB Branch Stamp & Signature

TEAR HERE

ANGEL FIBERS LIMITED - PUBLIC ISSUE - R

	In Figure	In Words
No. of Equity Shares		
Amount Blocked (₹)		

Stamp & Signature of Broker/SCSB/DP/RTA

Name of Sole / First Applicant

Acknowledgement Slip for Applicant

ASBA Bank A/c No.

Bank & Branch

Application Form No.

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

TEAR HERE

NR Application Form

ISSUE PROGRAMME: ISSUE OPENS ON: ..... ISSUE CLOSES ON: .....

COMMON APPLICATION FORM | ANGEL FIBERS LIMITED - PUBLIC ISSUE - NR | FOR ELIGIBLE NRIS, FIIS/FPIS, FVCI, ETC., APPLYING ON A REPATRIATION BASIS

TO,
THE BOARD OF DIRECTORS
ANGEL FIBERS LIMITED
Registered Office: Shivalik 2, Shop No.6, Nr. Pushkardham Temple, University Road, Rajkot - 360005, Gujarat, India
Contact Person: (?) Company Secretary and Compliance Officer,
Tel: +91-9426785 5;
Website: www.angelfibers.com, E-mail:cs@angelfibers.com

FIXED PRICE SME ISSUE
ISIN: .....

Application Form No.

Date :

BROKER'S / SCSB /DP / RTA STAMP & CODE	SUB-BROKER'S/SUB-AGENT'S STAMP & CODE
SCSB BRANCH STAMP & CODE	SCSB /BANK BRANCH SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST APPLICANT

Mr./Ms./M/s.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST APPLICANT

3. INVESTOR'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. APPLICATION DETAILS

No. of Equity Shares of ₹ 10/- each applied at the Issue Price i.e. at ₹ ..... per share(1)

(In figures) (In words)

ALLOTMENT WILL BE IN DEMAT MODE ONLY (2)

(1) Please note that applications must be made in minimum lot size of ..... shares and further multiples of ..... shares accordingly.

(2) Please note that the equity shares on allotment will be traded only in the dematerialized mode on the SME Platform of NSE(NSE Emerge).

5. CATEGORY

☐ Retail Individual Applicants

☐ Non-Institutional Applicants

☐ QIB

6. Investor Status

☐ Non-Resident Indians - NRI (Repatriation basis)

☐ Foreign Portfolio Investor - FPI

☐ Foreign Institutional Investor - FII

☐ Foreign Venture Capital Investor - FVCI

☐ FII Sub Account Corporate / Individual - FIISA

☐ Others - OTH (please specify)

7. PAYMENT DETAILS | PAYMENT OPTION : FULL PAYMENT

Amount Blocked (₹ 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 APPLICATION FORM AND THE ATTACHED FORM2A AND HEREBY AGREE AND CONFIRM THE 'INVESTORS 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 APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE / FIRST APPLICANT

Date : _____, 2017

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 Application in Stock Exchange system)

TEAR HERE

ANGEL FIBERS LIMITED
PUBLIC ISSUE - NR

Acknowledgement Slip for Broker/SCSB/DP/RTA

Application Form No.

DPID / CLID

PAN of Sole / First Applicant

Received from Mr./Ms./M/s.

Address

Telephone / Mobile E-mail

No. of Equity Shares applied for	
In figures	
In words	
Amount Blocked (₹ in figures)	
ASBA Bank A/c No.	Drawn on (Name of Bank & Branch)

SCSB Branch Stamp & Signature

TEAR HERE

ANGEL FIBERS LIMITED - PUBLIC ISSUE - NR

	In Figure	In Words
No. of Equity Shares		
Amount Blocked (₹)		

Stamp & Signature of Broker/SCSB/DP/RTA

Name of Sole / First Applicant

Acknowledgement Slip for Applicant

ASBA Bank A/c No.

Bank & Branch

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

Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

(a) **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) 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 members of the Syndicate, the Registered Broker and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.

(b) **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 thde 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.

(c) **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:

- **makes or abets making of an application in a fictitious name to a Company for acquiring, or subscribing for, its securities; or**
- **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**
- **otherwise induces directly or indirectly a Company to allot, or register any transfer of securities to him, or to any other person in a fictitious name,**

Shall be liable for action under section 447 of the said Act.'

(d) **Nomination Facility to Applicant:** Nomination facility is available in accordance with the provisions of Section 109A of the Companies Act. 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 DP.

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 sending allocation advice and 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 [•] 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 [•] 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. 2,00,000 and in multiples of [•] Equity Shares thereafter. An Application cannot be submitted for more than the Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application. In case of revision in Applications, the Non Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than 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 the Prospectus.

(c) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to any other Application Collecting 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 sub-accounts) 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, 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 7: PAYMENT DETAILS

(a) 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.

4.1.7.1 Payment instructions for Applicants

(a) Applicants may submit the Application Form in physical mode to the Application Collecting Intermediaries.

(b) Applicants should specify the Bank Account number in the Application Form.

(c) 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;

(d) Applicants shall note that that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.

(e) From one Bank Account, a maximum of five Application Forms can be submitted.

(f) 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. Incase Applicant applying through Application Collecting Intermediary other than SCSB, after verification and upload, the Application Collecting Intermediary shall send to SCSB for blocking of fund.

(g) 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.

(h) 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.

(i) 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.

(j) Upon submission of a completed Application Form each ASBA 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.

(k) The Application Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of allotment and subsequent transfer of the Application Amount against the Allotted Equity Shares, if any, 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.

(l) SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB; else their Applications are liable to be rejected.

4.1.8 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/ partial/ non allotment ASBA 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 ASBA 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 6 Working Days of the Issue Closing Date.

4.1.8.1 Discount (if applicable)

(a) The Discount is stated in absolute rupee terms.

(b) RIIs, Employees and Retail Individual Shareholders 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 Application Amount less Discount (if applicable).

4.1.8.2 Additional Payment Instructions for NRIs

The Non-Resident Indians who intend to block funds in their Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of applications by NRIs applying on a repatriation basis, payment shall not be accepted out of NRO Account.

4.1.9 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 Applicant., then the Signature of the ASBA Account holder(s) is also required.

(c) In relation to the Applications, 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 application 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.

4.1.10 ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

Applicants should ensure that they receive the acknowledgment duly signed and stamped by Application Collecting Intermediaries, as applicable, for submission of the Application Form.

(a) 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, unblocking of funds, 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. Applicant may contact the Company Secretary and Compliance Officer or LM(s) in case of any other complaints in relation to the Issue.

(b) 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 blocked on application And ASBA Account Number and Name.

ii. In case of ASBA applications, ASBA Account number in which the amount equivalent to the application 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/withdraw their applications till closure of the Issue period.

(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:

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:

Revision Form – R

ISSUE PROGRAMME: ISSUE OPENS ON: ..... ISSUE CLOSES ON: .....

COMMON APPLICATION REVISION FORM | ANGEL FIBERS LIMITED - PUBLIC ISSUE - REVISION R | FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

TO,
THE BOARD OF DIRECTORS
ANGEL FIBERS LIMITED
Registered Office: Shreshth-2, Shop No.6, Nr. Pushkardham Temple, University Road, Rajkot - 360005, Gujarat, India
Contact Person: [], Company Secretary and Compliance Officer,
Tel +91-9426758337;
Website: www.angelfibers.com, E-mail:cs@angelfibers.com

FIXED PRICE SME ISSUE
ISIN: .....

Application Form No.

BROKER'S / SCSB /DP / RTA STAMP & CODE	SUB-BROKER'S/SUB-AGENT'S STAMP & CODE
SCSB BRANCH STAMP & CODE	**SCSB /BANK BRANCH SERIAL NO.**

1. NAME & CONTACT DETAILS OF SOLE / FIRST APPLICANT

Mr. / Ms./M/s.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST APPLICANT

3. INVESTOR'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 APPLICATION

4. FROM (AS PER LAST APPLICATION OR REVISION)

Application Options	No. of Equity Shares Application (Applications must be in multiples of ..... Equity Shares) (In Figures)	Price per Equity Share (₹) ...../- (In Figures) Application Price	Retail Discount	Net Price
Option 1				
(OR) Option 2	NOT APPLICABLE	NA		
(OR) Option 3	NOT APPLICABLE	NA		

5. TO (Revised Application) (Only Retail Individual Applicant can make Application at "Cut-off")

Application Options	No. of Equity Shares Application (Applications must be in multiples of ..... Equity Shares) (In Figures)	Price per Equity Share (₹) ..... /- (In Figures) Application Price	Retail Discount	Net Price
Option 1				
(OR) Option 2	NOT APPLICABLE	NA		
(OR) Option 3	NOT APPLICABLE	NA		

6. PAYMENT DETAILS | PAYMENT OPTION : FULL PAYMENT

Additional Amount Blocked (₹ 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 APPLICATION REVISION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE APPLICANTS UNDERTAKING AS GIVEN OVER LEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION REVISION FORM GIVEN OVER LEAF.

7A. SIGNATURE OF SOLE/ FIRST APPLICANT	7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange system)
Date : , 2017	I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue 1) 2) 3)	

TEAR HERE

ANGEL FIBERS LIMITED
APPLICATION REVISION FORM - PUBLIC ISSUE-R

Acknowledgement Slip for Broker/SCSB/DP/RTA

Application Form No.

DPID / CLID

PAN of Sole / First Applicant

Additional Amount Blocked (₹) | ASBA Bank A/c No.

Bank & Branch

Stamp & Signature of SCSB Branch

Received from Mr./Ms./M/s.

Telephone / Mobile | Email

TEAR HERE

ANGEL FIBERS LIMITED APPLICATION REVISION FORM -PUBLIC ISSUE-R

	In Figure	In Words	Stamp & Signature of Broker/SCSB/DP/RTA
No. of Equity Shares			
Amount Blocked (₹)			

Name of Sole / First Applicant

Acknowledgement Slip for Applicant

ASBA Bank A/c No.

Bank & Branch

Application Form No.

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

TEAR HERE

Revision Form – NR

ISSUE PROGRAMME: ISSUE OPENS ON: ..... ISSUE CLOSES ON: .....

COMMON APPLICATION REVISION FORM | ANGEL FIBERS LIMITED - PUBLIC ISSUE - REVISION NR | FOR ELIGIBLE NRIS, FIIS/FPIS, FVCI, ETC., APPLYING ON A REPATRIATION BASIS

TO,
THE BOARD OF DIRECTORS
ANGEL FIBERS LIMITED
Registered Office: Showlik-2, Shop No.4, Nr. Prabhadham Temple, University Road, Rajkot - 360005, Gujarat, India
Contact Person: (?) Company Secretary and Compliance Officer,
Tel. +91-8426578571
Website: www.angelfibers.com, E-mail:cs@angelfibers.com

FIXED PRICE SME ISSUE
ISIN: .....

Application Form No.

BROKER'S / SCSB /DP / RTA STAMP & CODE	SUB-BROKER'S /SUB - AGENT'S STAMP & CODE
SCSB BRANCH STAMP & CODE	**SCSB /BANK BRANCH SERIAL NO.**

1. NAME & CONTACT DETAILS OF SOLE / FIRST APPLICANT

Mr. / Ms./M/s.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST APPLICANT

3. INVESTOR'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 APPLICATION

4. FROM (AS PER LAST APPLICATION OR REVISION)

Application Options	No. of Equity Shares Application (Applications must be in multiples of ..... Equity Share) (In Figures)	Price per Equity Share (₹) ...../- (In Figures) Application Price	Retail Discount	Net Price
	8 7 6 5 4 3 2 1	3 2 1	3 2 1	3 2 1
Option 1				
(OR) Option 2	NOT APPLICABLE	NA		
(OR) Option 3	NOT APPLICABLE	NA		

5. TO (Revised Application) (Only Retail Individual Applicant can make Application at "Cut-off")

Application Options	No. of Equity Shares Application (Applications must be in multiples of ..... Equity Share) (In Figures)	Price per Equity Share (₹) ...../- (In Figures) Application Price	Retail Discount	Net Price
	8 7 6 5 4 3 2 1	3 2 1	3 2 1	3 2 1
Option 1				
(OR) Option 2	NOT APPLICABLE	NA		
(OR) Option 3	NOT APPLICABLE	NA		

6. PAYMENT DETAILS | PAYMENT OPTION : FULL PAYMENT

Additional Amount blocked (₹ 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 APPLICATION REVISION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE APPLICANTS' 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 APPLICATION REVISION FORM GIVEN OVERLEAF.

7A. SIGNATURE OF SOLE/ FIRST APPLICANT	7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange system)
Date : _____, 2017	I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue 1) 2) 3)	

TEAR HERE

ANGEL FIBERS LIMITED
APPLICATION REVISION FORM - PUBLIC ISSUE - NR

Acknowledgement Slip for Broker/SCSB/DP/RTA

Application Form No.

DPID / CLID

PAN of Sole / First Applicant

Additional Amount Blocked (₹) | ASBA Bank A/c No.

Bank & Branch

Stamp & Signature of SCSB Branch

Received from Mr./Ms./M/s.

Telephone / Mobile | Email

TEAR HERE

ANGEL FIBERS LIMITED - APPLICATION REVISION FORM - PUBLIC ISSUE - NR

	In Figure	In Words	Stamp & Signature of Broker/SCSB/DP/RTA
No. of Equity Shares			
Amount Blocked (₹)			

Name of Sole / First Applicant

Acknowledgement Slip for Applicant

ASBA Bank A/c No.

Bank & Branch

Application Form No.

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

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 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 exceed 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 Investors Application	To the Application Collecting Intermediaries as mentioned in the Prospectus/ Application Form

SECTION 5: ISSUE PROCEDURE IN FIXED PRICE ISSUE

5.1 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 Application Collecting Intermediaries and apply only through ASBA facility.

ASBA Applicants may submit an Application Form either in physical/electronic form to the Application Collecting Intermediaries authorising blocking of funds that are available in the bank account specified in the Application Form only ("ASBA Account"). The Application Form is also made available on the websites of the Stock Exchanges 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.

5.2 GROUNDS OF REJECTIONS

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of 6,000;
- Category not ticked;
- Multiple Applications as defined in the Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Applications not duly signed by the sole/ first Applicant;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;

- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of Rs. 2,00,000, received after 3.00 pm on the Issue Closing Date , unless the extended time is permitted by SME Platform of BSE Limited.
- Details of ASBA Account not provided in the Application form

For details of instructions in relation to the Application Form, Applicants may refer to the relevant section the GID.

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 BY THE APPLICATION COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.

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 SME Platform of BSE 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 [•] equity shares the allotment will be made as follows:

i. Each successful Applicant shall be allotted [•] equity shares; and

ii. The successful Applicants out of the total applicants for that category shall be determined by the drawl 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.

(d) If the proportionate allotment to an Applicant works out to a number that is not a multiple of [•] equity shares, the Applicant would be allotted Shares by rounding off to the nearest multiple of [•] equity shares subject to a minimum allotment of [•] 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 6,000 Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the offer specified under the Capital Structure mentioned in this Draft 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 SME Platform of BSE Limited.

The Executive Director / Managing Director of SME Platform of BSE 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.

7.2 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**.

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) initiate corporate action for credit of shares to the successful Applicants Depository Account will be completed within 4 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 one Working Day from the date of Allotment, after the funds are transferred from the Public Issue Account on the Designated 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 all the Stock Exchanges are taken within 6 Working Days of the Issue Closing Date. The Registrar to the Issue may give instructions for credit to Equity Shares the beneficiary account with DPs, and dispatch the Allotment Advice within 6 Working Days of the Issue Closing Date.

8.2 GROUNDS FOR REFUND

8.2.1 NON RECEIPT OF LISTING PERMISSION

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Prospectus. The Designated Stock Exchange may be as disclosed in the Prospectus with which the Basis of Allotment may be finalised.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all moneys received from the Applicants in pursuance of the Prospectus.

If such money is not repaid within eight days after 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 MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the "stated minimum amount" has not be subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of Underwriters within sixty days from the date of closure of the Issue, the Issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Issuer becomes liable to pay the amount, the Issuer shall pay interest prescribed under section 73 of the Companies Act, 1956 (or the Company shall follow any other substitutional or additional provisions as has been or may be notified under the Companies Act, 2013).

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 may be refunded forthwith.

8.3 MODE OF REFUND

Within 6 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.

8.3.1 Mode of making refunds

The Registrar to the Issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA applications or in the event of withdrawal or failure of the Issue.

8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at the rate of 15% per annum /or demat credits are not made to Applicants or instructions for unblocking of funds in the ASBA Account are not done within the 4 Working days of the Issue Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 6 days 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
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 Offer 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 Draft Prospectus and the Application Form. Pursuant to SEBI (Offer of Capital and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, with effect from January 01, 2016 all applicants participating in this Offer are required to mandatorily use the ASBA facility to submit their Applications.
Application	An indication to make an offer during the Offer Period by an Applicant, pursuant to submission of Application Form, to subscribe for or purchase our Equity Shares at the Offer 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 Draft 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 offers opening on or after January 01, 2016, all potential investors shall participate in the Offer 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 Offer who apply for Equity Shares of our Company through the ASBA process in terms of this Draft Prospectus.
Banker to the Offer	Bank which are clearing members and registered with SEBI as banker to an Offer and with whom the Public Offer Account will be opened, in this case being ICICI Bank Limited
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Offer, described in "*Offer Procedure –Basis of Allotment*" on page 178 of this Draft Prospectus
Broker Centres	Broker centres notified by the Stock Exchanges, 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 of the BSE on the following link- www.bseindia.com
Broker to the Offer	All recognized members of the stock exchange would be eligible to act as the Broker to the Offer.

Term	Description
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.
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the Lead Managers, the Registrar to the Offer 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 website of the Stock Exchange (www.bseindia.com)
Designated Date	The date on which the amounts blocked by the SCSBs are transferred from the ASBA Accounts to the Public Offer Account or unblock such amounts, as appropriate in terms of this Draft 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 offer 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, West Bengal 700001 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.bseindia.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/home/list/5/33/0/0/Recognised-Intermediaries or at such other website as may be prescribed by SEBI from time to time
Designated Stock Exchange	BSE Limited
Draft Prospectus / DP	This Draft Prospectus dated January 11, 2018, filed with BSE Limited.

Term	Description
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 Offer 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 Offer 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.
General Information Document	The General Information Document for investing in public offers 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 "*Offer Procedure*" on page 178 of this Draft Prospectus
Offer / Public offer / Offer size / Initial Public offer / Initial Public Offer / Initial Public Offering/IPO	Offer for Sale of upto 67,50,000 Equity Shares of face value of Rs.10.00 each of our Company for cash at a price of Rs.[●] per Equity Share (including a share premium of Rs.[•] per Equity Share) aggregating to Rs.[●] lakhs by our Company, in terms of this Draft Prospectus
MoU / Memorandum of Understanding	The agreement dated January 5, 2018 entered into between our Company and the Lead Managers, pursuant to which certain arrangements are agreed to in relation to the Offer.
Offer Closing Date	The date on which the Offer closes for subscription.
Offer Opening Date	The date on which the Offer opens for subscription.
Offer Period	The period between the Offer Opening Date and the Offer Closing Date, inclusive of both days during which prospective Applicants can submit their Applications, including any revisions thereof
Offer Price	The price at which Equity Shares are being issued by our Company being Rs. [●] per Equity Share
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 Offer.**
Lead Managers / LM's	The lead managers to the Offer, in this case being Guiness Corporate Advisors Private Limited("GCAPL")
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the BSE Limited.
Market Maker Reservation Portion	Upto 3,42,000 Equity Shares of Face Value Rs.10/- each at Rs. [●] per Equity Share aggregating to Rs. 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 January 5, 2018 in accordance with the requirements of the SEBI (ICDR) Regulations.
Net Offer	The Offer (excluding the Market Maker Reservation Portion) of upto 64,08,000 Equity Shares of face value of Rs.10.00 each at an Offer Price of Rs. [●] per equity share aggregating to Rs. [●] lakhs.

Term	Description
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).
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
Prospectus	The Prospectus to be filed with the ROC in accordance with the provisions of Section 26 of the Companies Act, 2013.
Public Offer Account	The account to be opened with the Banker to the Offer 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 Offer and the Issuer Company dated January 5, 2018, in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer.
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 Offer	Bigshare Services Pvt. Ltd.
Retail Individual Investors/ RIIs	Applicants (including HUFs, in the name of Karta and Eligible NRIs) whose Application Amount for Equity Shares in the Offer 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
SME Platform of BSE / SME Exchange	The SME Platform of BSE for listing of equity shares offered under Chapter XB of the SEBI (ICDR) Regulations
Share Escrow Agreement	The Agreement to be entered into among the Selling Shareholders, our Company and the Escrow Agent in connection with the transfer of Equity Shares under the Offer For Sale by the Selling Shareholders and credit of such Equity Shares to the demat account of the Allotees
Share Escrow Agent	Escrow agent appointed pursuant to the Share Escrow Agreement, namely Bigshare Services Private Limited
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and includes the agreement to be entered into between our Company and the Stock Exchange in relation to listing of Equity Shares on such Stock Exchange.
Specified Locations	Collection centres where the SCSBs shall accept application forms, a list of which is available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.
TRS or Transaction Registration Slip	The slip or document issued by the SCSB (only on demand), as the case may be, to the applicant as proof of registration of the application.
Underwriters	Guiness Corporate Advisors Private Limited
Underwriting	The agreement dated January 5, 2018 entered into between the

Term	Description
Agreement	Underwriters and our Company.
Working Day(s)	"Working Day" means all days, other than second and fourth Saturday of the month, Sunday or a public holiday, on which commercial banks in Mumbai are open for business; provided however, with reference to Offer Period, "Working Day" shall mean all days, excluding all Saturdays, Sundays or a public holiday, on which commercial banks in Mumbai are open for business; and with reference to the time period between the Offer Closing Date and the listing of the Equity Shares on the SME Exchange of BSE Limited, "Working Day" shall mean all trading days of BSE Limited, excluding Sundays and bank holidays, as per the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 **("FEMA").** While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made**.** Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment.

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment **("FDI")** through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India **("DIPP"),** has issued consolidated FDI Policy Circular of 2016 **("FDI Policy 2016")**, which with effect from June 7, 2016, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. Further, DIPP has issued Press note 5, dated June 24, 2016 which introduces few changes in FDI Policy. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2016 will be valid until the DIPP issues an updated circular.

The Reserve Bank of India **("RBI")** also issues Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master circular on Foreign Investment dated July 01, 2015 as updated from time to time by RBI. In terms of the Master Circular, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

Under the current FDI Policy of 2016, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. At present 100 % foreign direct investment through automatic route is permitted in the sector in which our Company operates. Therefore applicable foreign investment up to 100% is permitted in our company under automatic route.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, subject to fulfilment of certain conditions as specified by DIPP/RBI, from time to time. Such conditions include (i) the activities of the investee company are under the automatic route under the 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 the SEBI/ RBI. As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of Our Company

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("US Securities Act") or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of "US Persons" as defined in Regulation S of the U.S. Securities Act), except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur. Further, no offer to the public (as defined under Directive 20003/71/EC, together with any amendments) and

implementing measures thereto, (the "Prospectus Directive") has been or will be made in respect of the Draft Prospectus or otherwise in respect of the Bonds, in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such offer made under exemptions available under the Prospectus Directive, provided that no such offer shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Draft Prospectus or otherwise in respect of the Bonds. Any forwarding, distribution or reproduction of this document in whole or in part is unauthorised. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions of the Bonds and the information contained in this Draft Prospectus.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations

SECTION VIII- MAIN PROVISIONS OF ARTICLES OF ASSOCIATIONS

THE COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)
ARTICLES OF ASSOCIATION
OF
ANGEL FIBERS LIMITED

Sr. No	Particulars	
1.	No regulation contained in Table "F" in the First Schedule to Companies Act, 2013 shall 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 be as set out in the relevant provisions of the Companies Act, 2013 and subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration 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 unless the same are repugnant or contrary to the provisions of the Companies Act, 2013 or any amendment thereto.	**Table F Applicable.**
	Interpretation Clause	
2.	In the interpretation of these Articles the following expressions shall have the following meanings unless repugnant to the subject or context:	
	(a) "The Act" means the Companies Act, 2013 and includes any statutory modification or re-enactment thereof for the time being in force.	**Act**
	(b) "These Articles" means Articles of Association for the time being in force or as may be altered from time to time vide Special Resolution.	**Articles**
	(c) "Auditors" means and includes those persons appointed as such for the time being of the Company.	**Auditors**
	(d) "Capital" means the share capital for the time being raised or authorized to be raised for the purpose of the Company.	**Capital**
	(e) *****"The Company" shall mean **ANGEL FIBERS LIMITED**	
	(f) "Executor" or "Administrator" means a person who has obtained a probate or letter of administration, as the case may be from a Court of competent jurisdiction and shall include a holder of a Succession Certificate authorizing the holder thereof to negotiate or transfer the Share or Shares of the deceased Member and shall also include the holder of a Certificate granted by the Administrator General under section 31 of the Administrator General Act, 1963.	**Executor or Administrator**
	(g) "Legal Representative" means a person who in law represents the estate of a deceased Member.	**Legal Representative**
	(h) Words importing the masculine gender also include the feminine gender.	**Gender**
	(i) "In Writing" and "Written" includes printing lithography and other modes of representing or reproducing words in a visible form.	**In Writing and Written**
	(j) The marginal notes hereto shall not affect the construction thereof.	**Marginal notes**

Sr. No	Particulars	
	(k) "Meeting" or "General Meeting" means a meeting of members.	**Meeting or General Meeting**
	(l) "Month" means a calendar month.	**Month**
	(m) "Annual General Meeting" means a General Meeting of the Members held in accordance with the provision of section 96 of the Act.	**Annual General Meeting**
	(n) "Extra-Ordinary General Meeting" means an Extraordinary General Meeting of the Members duly called and constituted and any adjourned holding thereof.	**Extra-Ordinary General Meeting**
	(o) "National Holiday" means and includes a day declared as National Holiday by the Central Government.	**National Holiday**
	(p) "Non-retiring Directors" means a director not subject to retirement by rotation.	**Non-retiring Directors**
	(q) "Office" means the registered Office for the time being of the Company.	**Office**
	(r) "Ordinary Resolution" and "Special Resolution" shall have the meanings assigned thereto by Section 114 of the Act.	**Ordinary and Special Resolution**
	(s) "Person" shall be deemed to include corporations and firms as well as individuals.	**Person**
	(t) "Proxy" means an instrument whereby any person is authorized to vote for a member at General Meeting or Poll and includes attorney duly constituted under the power of attorney.	**Proxy**
	(u) "The Register of Members" means the Register of Members to be kept pursuant to Section 88(1) (a) of the Act.	**Register of Members**
	(v) "Seal" means the common seal for the time being of the Company.	**Seal**
	(w) Words importing the Singular number include where the context admits or requires the plural number and vice versa.	**Singular number**
	(x) "The Statutes" means the Companies Act, 2013and every other Act for the time being in force affecting the Company.	**Statutes**
	(y) "These presents" means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time.	**These presents**
	(z) "Variation" shall include abrogation; and "vary" shall include abrogate.	**Variation**
	(aa) "Year" means the calendar year and "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act.	**Year and Financial Year**
	Save as aforesaid any words and expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modifications thereof for the time being in force.	**Expressions in the Act to bear the same meaning in Articles**
	CAPITAL	
3.	The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of Memorandum of Association of the Company from time to time.	**Authorized Capital.**
4.	The Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of	**Increase of capital by the Company how carried into**

Sr. No	Particulars	
	new Shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 64of the Act.	**effect**
5.	Except so far as otherwise provided by the conditions of issue or by these Presents, any capital raised by the creation of new Shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.	**New Capital same as existing capital**
6.	The Board shall have the power to issue a part of authorized capital by way of non-voting Shares at price(s) premia, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force.	**Non Voting Shares**
7.	Subject to the provisions of the Act and these Articles, the Board of Directors may issue redeemable preference shares to such persons, on such terms and conditions and at such times as Directors think fit either at premium or at par, and with full power to give any person the option to call for or be allotted shares of the company either at premium or at par, such option being exercisable at such times and for such consideration as the Board thinks fit.	**Redeemable Preference Shares**
8.	The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares.	**Voting rights of preference shares**
9.	On the issue of redeemable preference shares under the provisions of Article 7 hereof , the following provisions-shall take effect: (a) No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption; (b) No such Shares shall be redeemed unless they are fully paid; (c) Subject to section 55(2)(d)(i) the premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account, before the Shares are redeemed; (d) Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of	**Provisions to apply on issue of Redeemable Preference Shares**

Sr. No	Particulars	
	profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed, and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55of the Act apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company; and (e) Subject to the provisions of Section 55 of the Act, the redemption of preference shares hereunder may be effected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit. The reduction of Preference Shares under the provisions by the Company shall not be taken as reducing the amount of its Authorized Share Capital	
10.	The Company may (subject to the provisions of sections 52, 55, 66, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce (a) the share capital; (b) any capital redemption reserve account; or (c) any security 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. This Article is not to derogate from any power the Company would have, if it were omitted.	**Reduction of capital**
11.	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**
12.	The Company may exercise the powers of issuing sweat equity shares conferred by Section 54of the Act of a class of shares already issued subject to such conditions as may be specified in that sections and rules framed thereunder.	**Issue of Sweat Equity Shares**
13.	The Company may issue shares to Employees including its Directors other than independent directors and such other persons as the rules may allow, under Employee Stock Option Scheme (ESOP) or any other scheme, if authorized by a Special Resolution of the Company in general meeting subject to the provisions of the Act,the Rules and applicable guidelines made there under, by whatever name called.	**ESOP**
14.	Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or	**Buy Back of shares**

Sr. No	Particulars	
	other specified securities.	
15.	Subject to the provisions of Section 61of the Act, the Company in general meeting may, from time to time, sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing share or sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum; subject nevertheless, to the provisions of clause (d) of sub-section (1) of Section 61; Subject as aforesaid the Company in general meeting may also cancel shares which 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.	**Consolidation, Sub-Division And Cancellation**
16.	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue depository receipts in any foreign country.	**Issue of Depository Receipts**
17.	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue any kind of securities as permitted to be issued under the Act and rules framed thereunder.	**Issue of Securities**
	MODIFICATION OF CLASS RIGHTS	
18.	(a) If at any time the share capital, by reason of the issue of Preference Shares or otherwise is divided into different classes of shares, all or any of the rights privileges attached to any class (unless otherwise provided by the terms of issue of the shares of the class) may, subject to the provisions of Section 48 of the Act and whether or not the Company is being wound-up, be varied, modified or dealt, with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. The provisions of these Articles relating to general meetings shall mutatis mutandis apply to every such separate class of meeting. Provided that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained and the provisions of this section shall apply to such variation.	**Modification of rights**
	(b) The rights conferred upon the holders of the Shares including Preference Share, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking pari passu therewith.	**New Issue of Shares not to affect rights attached to existing shares of that class.**
19.	Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the 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 such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with the sanction of the company in the General Meeting to give to any person	**Shares at the disposal of the Directors.**

Sr. No	Particulars	
	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.	
20.	The Company may issue shares or other securities in any manner whatsoever including by way of a preferential offer, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62 subject to compliance with section 42 and 62 of the Act and rules framed thereunder.	**Power to issue shares on preferential basis.**
21.	The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner hereinbefore mentioned no share shall be sub-divided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.	**Shares should be Numbered progressively and no share to be subdivided.**
22.	An 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 accepts any shares and whose name is on the Register shall for the purposes of these Articles, be a Member.	**Acceptance of Shares.**
23.	Subject to the provisions of the Act and these Articles, the Directors may allot and issue shares in the Capital of the Company as payment or part payment for any property (including goodwill of any business) 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 or partly paid-up otherwise than in cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares as aforesaid.	**Directors may allot shares as full paid-up**
24.	The money (if any) which the Board shall on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them shall become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him, accordingly.	**Deposit and call etc. to be a debt payable immediately.**
25.	Every Member, or his heirs, executors, administrators, or legal representatives, shall pay to the Company the portion 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 shall, from time to time in accordance with the Company's regulations, require on date fixed for the payment thereof.	**Liability of Members.**
26.	Shares may be registered in the name of any limited	**Registration of Shares.**

Sr. No	Particulars	
	company or other corporate body but not in the name of a firm, an insolvent person or a person of unsound mind.	
	RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT	
27.	The Board shall observe the restrictions as regards allotment of shares to the public, and as regards return on allotments contained in Sections39of the Act	
	CERTIFICATES	
28.	(a) 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 provided in the relevant laws) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application for 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 of shares to one of several joint holders shall be sufficient delivery to all such holder. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in cases of issues against letter of acceptance or of renunciation or in cases of issue of bonus shares. Every such certificate shall be issued under the seal of the Company, which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a duly registered power of attorney and the Secretary or some other person appointed by the Board for the purpose and two Directors or their attorneys and the Secretary or other person shall sign the share certificate, provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than a Managing or whole-time Director. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person, to whom it has been issued, indicating the date of issue. (b) Any two or more joint allottees of shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupees Fifty. The	**Share Certificates.**

Sr. No	Particulars	
	Company shall comply with the provisions of Section 39 of the Act. (c) A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.	
29.	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, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every Certificate under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.50/- for each certificate) as the Directors shall prescribe. Provided that no fee 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.	**Issue of new certificates in place of those defaced, lost or destroyed.**
30.	(a) If any share stands in the names of two or more persons, the person first named in the Register shall as regard receipts of dividends or bonus or service of notices and all or any other matter connected with the Company except voting at meetings, and the transfer of the shares, be deemed sole holder thereof but the joint-holders of a share shall be severally as well as jointly liable for the payment of all calls and other payments due in respect of such share and for all incidentals thereof according to the Company's regulations.	**The first named joint holder deemed Sole holder.**
	(b) The Company shall not be bound to register more than three persons as the joint holders of any share.	**Maximum number of joint holders.**
31.	Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognise 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 the holder thereof but the Board shall be at liberty at its sole	**Company not bound to recognise any interest in share other than that of registered holders.**

Sr. No	Particulars	
	discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.	
32.	If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by installment, every such installment shall when due be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative.	**Installment on shares to be duly paid.**
	UNDERWRITING AND BROKERAGE	
33.	Subject to the provisions of Section 40 (6) of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing, to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company, or procuring, or agreeing to procure subscriptions (whether absolutely or conditionally) for any shares or debentures in the Company but so that the commission shall not exceed the maximum rates laid down by the Act and the rules made in that regard. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.	**Commission**
34.	The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful.	**Brokerage**
	CALLS	
35.	(1) The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board and not by a circular resolution, make such calls as it thinks fit, upon the Members in respect of all the moneys unpaid on the shares held by them respectively and each Member shall pay the amount of every call so made on him to the persons and at the time and places appointed by the Board. (2) A call may be revoked or postponed at the discretion of the Board. (3) A call may be made payable by installments.	**Directors may make calls**
36.	Fifteen days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid.	**Notice of Calls**
37.	A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorising such call was passed and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Directors on such subsequent date as may be fixed by Directors.	**Calls to date from resolution.**
38.	Whenever any calls for further share capital are made on shares, such calls shall be made on uniform basis on all shares falling under the same class. For the purposes of this Article shares of the same nominal value of which different amounts have been paid up shall not be deemed to fall under the same class.	**Calls on uniform basis.**
39.	The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend	**Directors may extend time.**

Sr. No	Particulars	
	such time as to all or any of the members who on account of the residence at a distance or other cause, which the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.	
40.	If any Member fails to pay any 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 not exceeding 21% per annum but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.	**Calls to carry interest.**
41.	If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.	**Sums deemed to be calls.**
42.	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 money claimed to be due to the Company in respect of his shares, if 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 is sought to be recovered is alleged to have become due on the share in respect of which such money is sought to be recovered in the Minute Books: and that notice of such call was duly given to the Member or his representatives used in pursuance of these Articles: and that it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board 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.	**Proof on trial of suit for money due on shares.**
43.	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 thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member of the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce forfeiture of such shares as hereinafter provided.	**Judgment, decree, partial payment motto proceed for forfeiture.**
44.	(a) The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually	**Payments in Anticipation of calls may carry interest**

Sr. No	Particulars	
	called up and upon the moneys so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made the Board may pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three months' notice in writing: provided that moneys paid in advance of calls on shares may carry interest but shall not confer a right to dividend or to participate in profits. (b) No Member paying any such sum in advance shall be entitled to 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 this Article shall mutatis mutandis apply to calls on debentures issued by the Company.	
	LIEN	
45.	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. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause.	**Company to have Lien on shares.**
46.	For the purpose of enforcing such lien the Directors may sell the shares subject thereto in such manner as they shall think fit, but no sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member or the person (if any) entitled by transmission to the shares and default shall have been made by him in payment, fulfillment of discharge of such debts, liabilities or engagements for seven days after such notice. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof and purchaser shall be registered as the holder of the shares comprised in any such transfer. Upon any such sale as the Certificates in respect of the shares sold shall stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new Certificate or Certificates in lieu thereof to the	**As to enforcing lien by sale.**

Sr. No	Particulars	
	purchaser or purchasers concerned.	
47.	The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.	**Application of proceeds of sale.**
	FORFEITURE AND SURRENDER OF SHARES	
48.	If any Member fails to pay the whole or any part of any call or installment or any moneys due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same, the Directors may, at any time thereafter, during such time as the call or installment or any part thereof or other moneys as aforesaid remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person (if any) entitled to the shares by transmission, requiring him to pay such call or installment of such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all reasonable expenses (legal or otherwise) that may have been accrued by the Company by reason of such non-payment. Provided that no such shares shall be forfeited if any moneys shall remain unpaid in respect of any call or installment or any part thereof as aforesaid by reason of the delay occasioned in payment due to the necessity of complying with the provisions contained in the relevant exchange control laws or other applicable laws of India, for the time being in force.	**If call or installment not paid, notice maybe given.**
49.	The notice shall name a day (not being less than fourteen days from the date of notice) and a place or places on and at which such call or installment and such interest thereon as the Directors shall determine from the day on which such call or installment ought to have been paid and expenses as aforesaid are to be paid. The notice shall also state that, in the event of the non-payment at or before the time and at the place or places appointed, the shares in respect of which the call was made or installment is payable will be liable to be forfeited.	**Terms of notice.**
50.	If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time thereafter but before payment of all calls or installments, interest and expenses, due in respect thereof, be forfeited by resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.	**On default of payment, shares to be forfeited.**
51.	When any shares have been forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the	**Notice of forfeiture to a Member**

Sr. No	Particulars	
	forfeiture, with the date thereof shall forthwith be made in the Register of Members.	
52.	Any shares so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board in their absolute discretion shall think fit.	**Forfeited shares to be property of the Company and maybe sold etc.**
53.	Any Member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand 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 the forfeiture until payment, at such rate as the Board may determine and the Board may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture, but shall not be under any obligation to do so.	**Members still liable to pay money owing at time of forfeiture and interest.**
54.	The forfeiture shares shall involve extinction at the time of the forfeiture, of all interest in all claims and demand against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.	**Effect of forfeiture.**
55.	A declaration in writing that the declarant is a Director or Secretary of the Company and that shares in the Company have 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 shares.	**Evidence of Forfeiture.**
56.	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold, re-allotted or disposed of may be registered as the holder of the share and he shall not be bound to see to the application of the consideration: if any, nor shall his title to the share be affected by any irregularly or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the shares.	**Title of purchaser and allottee of Forfeited shares.**
57.	Upon any sale, re-allotment or other disposal under the provisions of the preceding Article, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons entitled thereto.	**Cancellation of share certificate in respect of forfeited shares.**
58.	In the meantime and until any share so forfeited shall be sold, re-allotted, or otherwise dealt with as aforesaid, the forfeiture thereof may, at the discretion and by a resolution of the Directors, be remitted as a matter of grace and favour, and not as was owing thereon to the Company at the time of forfeiture being declared with interest for the same unto the time of the actual payment thereof if the Directors shall	**Forfeiture may be remitted.**

Sr. No	Particulars	
	think fit to receive the same, or on any other terms which the Director may deem reasonable.	
59.	Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint someperson to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares sold, and the purchasers shall not be bound to see to the regularity of the proceedings or 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 andagainst the Company exclusively.	**Validity of sale**
60.	The Directors may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering on such terms the Directors may think fit.	**Surrender of shares.**
	TRANSFER AND TRANSMISSION OF SHARES	
61.	(a) The instrument of transfer of any share in or debenture of the Company shall be executed by or on behalf of both the transferor and transferee. (b) The transferor shall be deemed to remain a holder of the share or debenture until the name of the transferee is entered in the Register of Members or Register of Debenture holders in respect thereof.	**Execution of the instrument of shares.**
62.	The instrument of transfer of any share or debenture shall be in writing and all the provisions of Section 56 and statutory modification thereof including other applicable provisions of the Act shall be duly complied with in respect of all transfers of shares or debenture and registration thereof. The instrument of transfer shall be in a common form approved by the Exchange;	**Transfer Form.**
63.	The Company shall not register a transfer in the Company other than the transfer between persons both of whose names are entered as holders of beneficial interest in the records of a depository, unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by 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 relating to the shares or if no such share certificate is in existence along with the letter of allotment of the shares: Provided that where, on an application in writing made to the Company by the transferee and bearing the stamp, required for an instrument of transfer, it is proved to the satisfaction of the Board of Directors that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnity as the Board may think fit, provided further that nothing in this Article shall prejudice any power of the Company to register as	**Transfer not to be registered except on production of instrument of transfer.**

Sr. No	Particulars	
	shareholder any person to whom the right to any shares in the Company has been transmitted by operation of law.	
64.	Subject to the provisions of Section 58 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, the Directors may, decline to register— (a) any transfer of shares on which the company has a lien. That registration of transfer shall however not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever;	**Directors may refuse to register transfer.**
65.	If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within one month from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case may be, and there upon the provisions of Section 56 of the Act or any statutory modification thereof for the time being in force shall apply.	**Notice of refusal to be given to transferor and transferee.**
66.	No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate and letter of administration, Certificate of Death or Marriage, Power of Attorney or similar other document with the Company.	**No fee on transfer.**
67.	The Board of Directors shall have power on giving not less than seven days pervious notice in accordance with section 91 and rules made thereunder close the Register of Members and/or the Register of debentures holders and/or other security 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 at a time, and not exceeding in the aggregate forty five days in each year as it may seem expedient to the Board.	**Closure of Register of Members or debenture holder or other security holders..**
68.	The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the Directors may decline to register shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all the transfer deeds with the Company after such period as they may determine.	**Custody of transfer Deeds.**
69.	Where an application of transfer 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.	**Application for transfer of partly paid shares.**
70.	For this purpose the notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post/speed post/ courier to the transferee at the address given in the instrument 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.	**Notice to transferee.**
71.	(a) On the death of a Member, the survivor or	**Recognition of legal**

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	survivors, where the Member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only person recognized by the Company as having any title to his interest in the shares. (b) Before recognising any executor or administrator or legal representative, the Board may require him to obtain a Grant of Probate or Letters Administration or other legal representation as the case may be, from some competent court in India. Provided nevertheless that in any case where the Board in its absolute discretion thinks fit, it shall be lawful for the Board to dispense with the production of Probate or letter of Administration or such other legal representation upon such terms as to indemnity or otherwise, as the Board in its absolute discretion, may consider adequate (c) Nothing in clause (a) above shall release the estate of the deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.	**representative.**
72.	The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register Shares standing in the name of a deceased Member, as a Member. However, provisions of this Article are subject to Sections 72of the Companies Act.	**Titles of Shares of deceased Member**
73.	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.	**Notice of application when to be given**
74.	Subject to the provisions of the Act and these Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy, 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 Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of this title as the Director shall require either be registered as	**Registration of persons entitled to share otherwise than by transfer.(transmission clause).**

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	member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as 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 favour of his nominee an instrument of transfer in accordance so he shall not be freed from any liability in respect of such shares. This clause is hereinafter referred to as the 'Transmission Clause'.	
75.	Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse or suspend register a person entitled by the transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.	**Refusal to register nominee.**
76.	Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.	**Board may require evidence of transmission.**
77.	The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made, or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register or Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or require to regard or attend or give effect to any notice which may be given to them 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 book 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 Directors shall so think fit.	**Company not liable for disregard of a notice prohibiting registration of transfer.**
78.	In the case of any share registered in any register maintained outside India the instrument of transfer shall be in a form recognized by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed in Form no. SH-4 hereof as circumstances permit.	**Form of transfer Outside India.**
79.	No transfer shall be made to any minor, insolvent or person of unsound mind.	**No transfer to insolvent etc.**
	NOMINATION	
80.	i) Notwithstanding anything contained in the articles, every holder of securities of the Company may, at any time, nominate a person in whom his/her securities shall vest in the event of his/her death and the provisions of Section 72 of	**Nomination**

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	the Companies Act, 2013shall apply in respect of such nomination. ii) No person shall be recognized by the Company as a nominee unless an intimation of the appointment of the said person as nominee has been given to the Company during the lifetime of the holder(s) of the securities of the Company in the manner specified under Section 72of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014 iii) The Company shall not be in any way responsible for transferring the securities consequent upon such nomination. iv) lf the holder(s) of the securities survive(s) nominee, then the nomination made by the holder(s) shall be of no effect and shall automatically stand revoked.	
81.	A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either- (i) to be registered himself as holder of the security, as the case may be; or (ii) to make such transfer of the security, as the case may be, as the deceased security holder, could have made; (iii) if the nominee elects to be registered as holder of the security, himself, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased security holder as the case may be; (iv) a nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the security except that he shall not, before being registered as a member in respect of his security, be entitled in respect of it to exercise any right conferred by membership in relation to meetings 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 share or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable or rights accruing in respect of the share or debenture, until the requirements of the notice have been complied with.	**Transmission of Securities by nominee**
	DEMATERIALISATION OF SHARES	
82.	Subject to the provisions of the Act and Rules made thereunder the Company may offer its members facility to hold securities issued by it in dematerialized form.	**De materialisation of Securities**
	JOINT HOLDER	
83.	Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint Shareholders with benefits of survivorship subject to the following and other provisions contained in these Articles.	**Joint Holders**

Sr. No	Particulars	
84.	(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.	**Joint and several liabilities for all payments in respect of shares.**
	(b) on the death of any such joint holders the survivor or survivors shall be the only person 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 of shares held by them jointly with any other person;	**Title of survivors.**
	(c) Any one of two or more joint holders of a share may give effectual receipts of any dividends or other moneys payable in respect of share; and	**Receipts of one sufficient.**
	(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 certificate relating to such share or to receive documents from the Company and any such document served on or sent to such person shall deemed to be service on all the holders.	**Delivery of certificate and giving of notices to first named holders.**
	SHARE WARRANTS	
85.	The Company may issue warrants subject to and in accordance with provisions of the Act and accordingly the Board may in its discretion with respect to any Share which is fully paid upon application in writing signed by the persons registered as holder of the Share, and authenticated by such evidence(if any) as the Board may, from time to time, require as to the identity of the persons signing the application and on receiving the certificate (if any) of the Share, and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time, require, issue a share warrant.	**Power to issue share warrants**
86.	(a) The bearer of a share warrant may at any time deposit the warrant at the Office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for call in a meeting of the Company, and of attending and voting and exercising the other privileges of a Member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the Share included in the deposit warrant. (b) Not more than one person shall be recognized as depositor of the Share warrant. (c) The Company shall, on two day's written notice, return the deposited share warrant to the depositor.	**Deposit of share warrants**
87.	(a) Subject as herein otherwise expressly provided, no person, being a bearer of a share warrant, shall sign a requisition for calling a meeting of the Company or attend or vote or exercise any other privileges of a Member at a meeting of the Company, or be entitled to receive any notice from the Company. (b) The bearer of a share warrant shall be entitled in all	**Privileges and disabilities of the holders of share warrant**

Sr. No	Particulars	
	other respects to the same privileges and advantages as if he were named in the Register of Members as the holder of the Share included in the warrant, and he shall be a Member of the Company.	
88.	The Board may, from time to time, make bye-laws as to terms on which (if it shall think fit), a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.	**Issue of new share warrant coupons**
	CONVERSION OF SHARES INTO STOCK	
89.	The Company may, by ordinary resolution in General Meeting. a) convert any fully paid-up shares into stock; and b) re-convert any stock into fully paid-up shares of any denomination.	**Conversion of shares into stock or reconversion.**
90.	The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulation under which the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit, provided that, the Board may, from time to time, fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose.	**Transfer of stock.**
91.	The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings of the Company, and other matters, as if they hold the shares for which the stock arose but no such privilege or advantage shall be conferred by an amount of stock which would not, if existing in shares , have conferred that privilege or advantage.	**Rights of stock holders.**
92.	Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid up share shall apply to stock and the words "share" and "shareholders" in those regulations shall include "stock" and "stockholders" respectively.	**Regulations.**
	BORROWING POWERS	
93.	Subject to the provisions of the Act and these Articles, the Board may, from time to time at its discretion, by a resolution passed at a meeting of the Board generally raise or borrow money by way of deposits, loans, overdrafts, cash credit or by issue of bonds, debentures or debenture-stock (perpetual or otherwise) or in any other manner, or from any person, firm, company, co-operative society, any body corporate, bank, institution, whether incorporated in India or abroad, Government or any authority or any other body for the purpose of the Company and may secure the payment of any sums of money so received, raised or borrowed; provided that the total amount borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) shall not without the consent of the Company in General Meeting exceed the	**Power to borrow.**

Sr. No	Particulars	
	aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specified purpose.	
94.	Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or any other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares, appointment of Directors or otherwise; provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.	**Issue of discount etc. or with special privileges.**
95.	The payment and/or repayment of moneys borrowed or raised as aforesaid or any moneys owing otherwise or debts due from the Company may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit, and in particular by mortgage, charter, lien or any other security upon all or any of the assets or property (both present and future) or the undertaking of the Company including its uncalled capital for the time being, or by a guarantee by any Director, Government or third party, and the bonds, debentures and debenture stocks and other securities may be made assignable, free from equities between the Company and the person to whom the same may be issued and also by a similar mortgage, charge or lien to secure and guarantee, the performance by the Company or any other person or company of any obligation undertaken by the Company or any person or Company as the case may be.	**Securing payment or repayment of Moneys borrowed.**
96.	Any bonds, debentures, debenture-stock or their securities issued or to be issued by the Company shall be under the control of the Board 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.	**Bonds, Debentures etc. to be under the control of the Directors.**
97.	If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.	**Mortgage of uncalled Capital.**
98.	Subject to the provisions of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surely for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.	**Indemnity may be given.**
	MEETINGS OF MEMBERS	
99.	All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary	**Distinction between AGM & EGM.**

Sr. No	Particulars	
	General Meetings.	
100.	(a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of requisition of Members made in compliance with Section 100 of the Act, forthwith proceed to convene Extra-Ordinary General Meeting of the members	**Extra-Ordinary General Meeting by Board and by requisition**
	(b) If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up share capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.	**When a Director or any two Members may call an Extra Ordinary General Meeting**
101.	No General Meeting, Annual or Extraordinary shall be competent to enter upon, discuss or transfer any business which has not been mentioned in the notice or notices upon which it was convened.	**Meeting not to transact business not mentioned in notice.**
102.	The Chairman (if any) of the Board of Directors shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board of Directors, or if at any meeting he is not present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the chair, then the Members present shall elect another Director as Chairman, and if no Director be present or if all the Directors present decline to take the chair then the Members present shall elect one of the members to be the Chairman of the meeting.	**Chairman of General Meeting**
103.	No business, except the election of a Chairman, shall be discussed at any General Meeting whilst the Chair is vacant.	**Business confined to election of Chairman whilst chair is vacant.**
104.	a) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. c) 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. d) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.	**Chairman with consent may adjourn meeting.**
105.	In the case of an equality of votes the Chairman shall both on a show of hands,on a poll (if any) and e-voting, have casting vote in addition to the vote or votes to which he may be entitled as a Member.	**Chairman's casting vote.**

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106.	Any poll duly demanded on the election of Chairman of the meeting or any question of adjournment shall be taken at the meeting forthwith.	**In what case poll taken without adjournment.**
107.	The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.	**Demand for poll not to prevent transaction of other business.**
	VOTES OF MEMBERS	
108.	No Member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of shareholders either upon a show of hands,upon a poll or electronically, or be reckoned in a quorum 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 exercised, any right or lien.	**Members in arrear snot to vote.**
109.	Subject to the provision of these Articles and without prejudice to any special privileges, or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every Member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and to vote at such meeting, and on a show of hands every member present in person shall have one vote and upon a poll the voting right of every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company, Provided, however, if any preference shareholder is present at any meeting of the Company, save as provided in sub-section (2) of Section 47 of the Act, he shall have a right to vote only on resolution placed before the meeting which directly affect the rights attached to his preference shares.	**Number of vote seach member ntitled.**
110.	On a poll taken at a 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.	**Casting of votes by a member entitled to more than one vote.**
111.	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, or a minor may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.	**Vote of member of unsound mind and of minor**
112.	Notwithstanding anything contained in the provisions of the Companies Act, 2013, and the Rules made there under, the Company may, and in the case of resolutions relating to such business as may be prescribed by such authorities from time to time, declare to be conducted only by postal ballot, shall, get any such business/ resolutions passed by means of postal ballot, instead of transacting the business in the General Meeting of the Company.	**Postal Ballot**
113.	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only	**E-Voting**

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	once.	
114.	a) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. If more than one of the said persons remain present than the senior shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose name share stands shall for the purpose of these Articles be deemed joints holders thereof. b) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.	**Votes of joint members.**
115.	Votes may be given either personally or by attorney or by proxy or in case of a company, by a representative duly Authorised as mentioned in Articles	**Votes may be given by proxy or by representative**
116.	A body corporate (whether a company within the meaning of the Act or not) may, if it is member or creditor of the Company (including being a holder of debentures) authorise such person by resolution of its Board of Directors, as it thinks fit, in accordance with the provisions of Section 113 of the Act to act as its representative at any Meeting of the members or creditors of the Company or debentures holders of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate as if it were an individual member, creditor or holder of debentures of the Company.	**Representation of a body corporate.**
117.	(a) 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 in respect of the moneys paid until the same would, but for this payment, become presently payable.	**Members paying money in advance.**
	(b) A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote was taken.	**Members not prohibited if share not held for any specified period.**
118.	Any person entitled under Article 73 (transmission clause) to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares and give such indemnify (if any) as the Directors may require or the directors shall have previously admitted his right to vote at such meeting in respect thereof.	**Votes in respect of shares of deceased or insolvent members.**
119.	No Member shall be entitled to vote on a show of hands unless such member is present personally or by attorney or is a body Corporate present by a representative duly Authorised under the provisions of the Act in which case	**No votes by proxy on show of hands.**

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	such members, attorney or representative may vote on a show of hands as if he were a Member of the Company. In the case of a Body Corporate the production at the meeting of a copy of such resolution duly signed by a Director or Secretary of such Body Corporate and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the authority of the appointment.	
120.	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time forholding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.	**Appointment of a Proxy.**
121.	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.	**Form of proxy.**
122.	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the Member, or revocation of the proxy or of any power of attorney which such proxy signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received at the office before the meeting or adjourned meeting at which the proxy is used.	**Validity of votes given by proxy notwithstanding death of a member.**
123.	No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.	**Time for objections to votes.**
124.	Any such objection raised to the qualification of any voter in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.	**Chairperson of the Meeting to be the judge of validity of any vote.**
	DIRECTORS	
125.	Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (including Debenture and Alternate Directors) shall not be less than three and not more than fifteen. Provided that a company may appoint more than fifteen directors after passing a special resolution	**Number of Directors**
126.	A Director of the Company shall not be bound to hold any Qualification Shares in the Company.	**Qualification shares.**
127.	(a) Subject to the provisions of the Companies Act, 2013and notwithstanding anything to the contrary contained in these Articles, the Board may 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 (b) The Nominee Director/s so appointed shall not be required to hold any qualification shares in the Company nor	**Nominee Directors.**

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	shall be liable to retire by rotation. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s so appointed. The said Nominee Director/s shall be entitled to the same rights and privileges including receiving of notices, copies of the minutes, sitting fees, etc. as any other Director of the Company is entitled. (c) If the Nominee Director/s is an officer of any of the financial institution the sitting fees in relation to such nominee Directors shall accrue to such financial institution and the same accordingly be paid by the Company to them. The Financial Institution shall be entitled to depute observer to attend the meetings of the Board or any other Committee constituted by the Board. (d) The Nominee Director/s shall, notwithstanding anything to the Contrary contained in these Articles, be at liberty to disclose any information obtained by him/them to the Financial Institution appointing him/them as such Director/s.	
128.	The Board may appoint an Alternate Director to act for a Director (hereinafter called "The Original Director") during his absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of Office of the Original Director is determined before he so returns to India, any provision in the Act or in these Articles for the automatic re-appointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.	**Appointment of alternate Director.**
129.	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other person to be an Additional Director. Any such Additional Director shall hold office only upto the date of the next Annual General Meeting.	**Additional Director**
130.	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint a Director, 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, who shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him.	**Directors power to fill casual vacancies.**
131.	Until otherwise determined by the Company in General Meeting, each Director other than the Managing/Whole-time Director (unless otherwise specifically provided for) shall be entitled to sitting fees not exceeding a sum prescribed in the Act (as may be amended from time to time) for attending meetings of the Board or Committees thereof.	**Sitting Fees.**
132.	The Board of Directors may subject to the limitations provided in the Act allow and pay to any Director who attends a meeting at a place other than his usual place of	**Travelling expenses Incurred by Director on Company's business.**

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	residence for the purpose of attending a meeting, such sum as the Board may consider fair, compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.	
	PROCEEDING OF THE BOARD OF DIRECTORS	
133.	(a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit. (b) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.	**Meetings of Directors.**
134.	a) The Directors may from time to time elect from among their members a Chairperson of the Board and determine the period for which he is to hold office. If at any meeting of the Board, the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of the Directors then present to preside at the meeting. b) Subject to Section 203 of the Act and rules made there under, one person can act as the Chairman as well as the Managing Director or Chief Executive Officer at the same time.	**Chairperson**
135.	Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairman will have a second or casting vote.	**Questions at Board meeting how decided.**
136.	The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.	**Continuing directors may act notwithstanding any vacancy in the Board**
137.	Subject to the provisions of the Act, the Board may delegate any of their powers to a Committee consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such committee either wholly or in part and either as to person, or purposes, but every Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee 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.	**Directors may appoint committee.**
138.	The Meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.	**Committee Meeting show to be governed.**

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139.	a) A committee may elect a Chairperson of its meetings. b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.	**Chairperson of Committee Meetings**
140.	a) A committee may meet and adjourn as it thinks fit. b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.	**Meetings of the Committee**
141.	Subject to the provisions of the Act, all acts done by any meeting of the Board or by a Committee of the Board, or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director.	**Acts of Board or Committee shall be valid notwithstanding defect in appointment.**
	RETIREMENT AND ROTATION OF DIRECTORS	
142.	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.	**Power to fill casual vacancy**
	POWERS OF THE BOARD	
143.	The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as may be necessary, unless otherwise restricted by the Act, or by any other law or by the Memorandum or by the Articles required to be exercised by the Company in General Meeting. However 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.	**Powers of the Board**
144.	Without prejudice to the general powers conferred by the Articles and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the Articles, it is hereby, declared that the Directors shall have the following powers, that is to say	**Certain powers of the Board**
	(1) Subject to the provisions of the Act, to purchase or otherwise acquire any lands, buildings, machinery, premises, property, effects, assets, rights, creditors, royalties, business	**To acquire any property , rights etc.**

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	and goodwill of any person firm or company carrying on the business which this Company is authorised to carry on, in any part of India.	
	(2) Subject to the provisions of the Act to purchase, take on lease for any term or terms of years, or otherwise acquire any land or lands, with or without buildings and out-houses thereon, situate in any part of India, at such conditions as the Directors may think fit, and in any such purchase, lease or acquisition to accept such title as the Directors may believe, or may be advised to be reasonably satisfy.	**To take on Lease.**
	(3) To erect and construct, on the said land or lands, buildings, houses, warehouses and sheds and to alter, extend and improve the same, to let or lease the property of the company, in part or in whole for such rent and subject to such conditions, as may be thought advisable; to sell such portions of the land or buildings of the Company as may not be required for the company; to mortgage the whole or any portion of the property of the company for the purposes of the Company; to sell all or any portion of the machinery or stores belonging to the Company.	**To erect & construct.**
	(4) At their discretion and subject to the provisions of the Act, the Directors may pay property rights or privileges acquired by, or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such share may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.	**To pay for property.**
	(5) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.	**To insure properties of the Company.**
	(6) To open accounts with any Bank or Bankers and to pay money into and draw money from any such account from time to time as the Directors may think fit.	**To open Bank accounts.**
	(7) To secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge on all or any of the property of the Company including its whole or part of its undertaking as a going concern and its uncalled capital for the time being or in such manner as they think fit.	**To secure contracts by way of mortgage.**
	(8) To accept from any member, so far as may be permissible by law, a surrender of the shares or any part thereof, on such terms and conditions as shall be agreed upon.	**To accept surrender of shares.**

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	(9) To appoint any person to accept and hold in trust, for the Company property belonging to the Company, or in which it is interested or for any other purposes and to execute and to 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.	**To appoint trustees for the Company.**
	(10) To institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its Officer, or otherwise concerning the affairs and also to compound and allow time for payment or satisfaction of any debts, due, and of any claims or demands by or against the Company and to refer any difference to arbitration, either according to Indian or Foreign law and either in India or abroad and observe and perform or challenge any award thereon.	**To conduct legal proceedings.**
	(11) To act on behalf of the Company in all matters relating to bankruptcy insolvency.	**Bankruptcy &Insolvency**
	(12) To make and give receipts, release and give discharge for moneys payable to the Company and for the claims and demands of the Company.	**To issue receipts &give discharge.**
	(13) Subject to the provisions of the Act, and these Articles to invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such authority (not being the shares of this Company) or without security and in such manner as they may think fit and from time to time to vary or realise such investments. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.	**To invest and deal with money of the Company.**
	(14) 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 whether as principal or as surety, for the benefit of the Company, such mortgage of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon;	**To give Security byway of indemnity.**
	(15) To determine from time to time persons who shall be entitled to sign on Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose, whether by way of a resolution of the Board or by way of a power of attorney or otherwise.	**To determine signing powers.**
	(16) To give to any Director, Officer, or other persons employed by the Company, a commission on the profits of any particular business or transaction, or a share in the general profits of the company; and such commission or share of profits shall be treated as part of the working expenses of the Company.	**Commission or share in profits.**
	(17) To give, award or allow any bonus, pension, gratuity or compensation to any employee of the Company, or his widow, children, dependents, that may appear just or proper, whether such employee, his widow, children or	**Bonus etc. to employees.**

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	dependents have or have not a legal claim on the Company.	
	(18) To set aside out of the profits of the Company such sums as they may think proper for depreciation or the depreciation funds or to insurance fund or to an export fund, or to a Reserve Fund, or Sinking Fund or any special fund to meet contingencies or repay debentures or debenture-stock or for equalizing dividends or for repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes (including the purpose referred to in the preceding clause) as the Board may, in the absolute discretion think conducive to the interests of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as may be required to be invested, upon such investments (other than shares of this Company) as they may think fit and from time to time deal with and vary such investments and dispose of and apply and extend all or any part thereof for the benefit of the Company notwithstanding the matters to which the Board apply or upon which the capital moneys of the Company might rightly be applied or expended and divide the reserve fund into such special funds as the Board may think fit; with full powers to transfer the whole or any portion of a reserve fund or division of a reserve fund to another fund and with the full power to employ the assets constituting all or any of the above funds, including the depredation fund, in the business of the company or in the purchase or repayment of debentures or debenture-stocks and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with the power to the Board at their discretion to pay or allow to the credit of such funds, interest at such rate as the Board may think proper.	**Transfer to Reserve Funds.**
	(19) To appoint, and at their discretion remove or suspend such general manager, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisers, research workers, labourers, clerks, agents and servants, for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and to fix their salaries or emoluments or remuneration and to require security in such instances and for such amounts they may think fit and also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit and the provisions contained in the next following clauses shall be without prejudice to the general powers conferred by this clause.	**To appoint and remove officers and other employees.**
	(20) At any time and from time to time by power of attorney under the seal of the Company, to appoint any person or persons to be the Attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding	**To appoint Attorneys.**

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	the power to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and such appointments may (if the Board think fit) be made in favour of the members or any of the members of any local Board established as aforesaid or in favour of any Company, or the shareholders, directors, nominees or manager of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.	
	(21) Subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.	**To enter into contracts.**
	(22) From time to time to make, vary and repeal rules for the regulations of the business of the Company its Officers and employees.	**To make rules.**
	(23) To effect, make and enter into on behalf of the Company all transactions, agreements and other contracts within the scope of the business of the Company.	**To effect contracts etc.**
	(24) To apply for, promote and obtain any act, charter, privilege, concession, license, authorization, if any, Government, State or municipality, provisional order or license of any authority for enabling the Company to carry any of this objects into effect, or for extending and any of the powers of the Company or for effecting any modification of the Company's constitution, or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.	**To apply & obtain on cessions licenses etc.**
	(25) To pay and charge to the capital account of the Company any commission or interest lawfully payable there out under the provisions of Sections 40of the Act and of the provisions contained in these presents.	**To pay commissions or interest.**
	(26) To redeem preference shares.	**To redeem preference shares.**
	(27) To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or subjects which shall have any moral or other claim to support or aid by the Company, either by reason of locality or operation or of public and general utility or otherwise.	**To assist charitable or benevolent institutions.**
	(28) To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment	

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	and registration of the Company. (29) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 40 of the Act.	
	(30) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of Section 181 of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise.	
	(31) To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how. (32) To sell from time to time any Articles, materials, machinery, plants, stores and other Articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products. (33) From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient. (34) To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on free hold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate. (35) To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested. (36) To let, sell or otherwise dispose of subject to the	

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	provisions of Section 180 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit. (37) Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid. (38) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.	
	MANAGING AND WHOLE-TIME DIRECTORS	
145.	a) Subject to the provisions of the Act and of these Articles, the Directors may from time to time in Board Meetings appoint one or more of their body to be a Managing Director or Managing Directors or whole-time Director or whole-time Directors of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company, and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places. b) The Managing Director or Managing Directors or whole-time Director or whole-time Directors so appointed shall be liable to retire by rotation. A Managing Director or Whole-time Director who is appointed as Director immediately on the retirement by rotation shall continue to hold his office as Managing Director or Whole-time Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment as Managing Director or Whole-time Director.	**Powers to appoint Managing/Whole time Directors.**
146.	The remuneration of a Managing Director or a Whole-time Director (subject to the provisions of the Act and of these Articles and of any contract between him and the Company) shall from time to time be fixed by the Directors, and may be, by way of fixed salary, or commission on profits of the Company, or by participation in any such profits, or by any, or all of these modes.	**Remuneration of Managing or Whole time Director.**
147.	(1) Subject to control, direction and supervision of the Board of Directors, the day-today management of the company will be in the hands of the Managing Director or Whole-time Director appointed in accordance with regulations of these Articles of Association with powers to the Directors to distribute such day-to-day management functions among such Directors and in any manner as may be directed by the Board. (2) The Directors may from time to time entrust to and confer upon the Managing Director or Whole-time Director for the time being save as prohibited in the Act, such of the powers exercisable under these presents by the Directors as	**Powers and duties of Managing Director or Whole-time Director.**

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	they may think fit, and may confer such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient; and they may subject to the provisions of the Act and these Articles confer such powers, either collaterally with or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any such powers. (3) The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Wholetime Director or Wholetime Directors of the Company and may exercise all the powers referred to in these Articles. (4) The Managing Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time by the appointment of any attorney or attorneys for the management and transaction of the affairs of the Company in any specified locality in such manner as they may think fit. (5) Notwithstanding anything contained in these Articles, the Managing Director is expressly allowed generally to work for and contract with the Company and especially to do the work of Managing Director and also to do any work for the Company upon such terms and conditions and for such remuneration (subject to the provisions of the Act) as may from time to time be agreed between him and the Directors of the Company.	
	Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer	
148.	a) Subject to the provisions of the Act,— i. A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board; i. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer. **b)** A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.	**Board to appoint Chief Executive Officer/ Manager/ Company Secretary/ Chief Financial Officer**
	THE SEAL	
149.	(a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu	**The seal, its custody and use.**

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	thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given. (b) The Company shall also be at liberty to have an Official Seal in accordance with of the Act, for use in any territory, district or place outside India.	
150.	The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.	**Deeds how executed.**
	Dividend and Reserves	
151.	(1) 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. (2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. (3) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.	**Division of profits.**
152.	The Company in General Meeting may declare dividends, to be paid to members according to their respective rights and interests in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.	**The company in General Meeting may declare Dividends.**
153.	a) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.	**Transfer to reserves**

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	b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.	
154.	Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.	**Interim Dividend.**
155.	The Directors may retain any dividends 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 the lien exists.	**Debts may be deducted.**
156.	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this articles as paid on the share.	**Capital paid up in advance not to earn dividend.**
157.	All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date such share shall rank for dividend accordingly.	**Dividends in proportion to amount paid-up.**
158.	The Board of Directors may retain the dividend payable upon shares in respect of which any person under Articles has become entitled to be a member, or any person under that Article is entitled to transfer, until such person becomes a member, in respect of such shares or shall duly transfer the same.	**Retention of dividends until completion of transfer under Articles.**
159.	No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however, either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.	**No Member to receive dividend whilst indebted to the company and the Company's right of reimbursement thereof.**
160.	A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.	**Effect of transfer of shares.**
161.	Any one of several persons who are registered as joint holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such share.	**Dividend to joint holders.**
162.	a) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct. b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.	**Dividends how remitted.**
163.	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.	**Notice of dividend.**
164.	No unclaimed dividend shall be forfeited before the claim	**No interest on Dividends.**

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	becomes barred by law and no unpaid dividend shall bear interest as against the Company.	
	CAPITALIZATION	
165.	(1) The Company in General Meeting may, upon the recommendation of the Board, resolve: (a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the Profit and Loss account, or otherwise available for distribution; and (b) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions. (2) The sums aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in clause (3) either in or towards: (i) paying up any amounts for the time being unpaid on any shares held by such members respectively; (ii) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or (iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii). (3) A Securities Premium Account and Capital Redemption Reserve Account may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company and fully paid bonus shares. (4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.	**Capitalization.**
166.	(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, if any, and (b) generally to 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 certificates or by payment in cash or otherwise as it thinks fit, in case of shares becoming distributable in fractions; and also (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalization, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions, of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares.	**Fractional Certificates.**

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	(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 questions or difficulties that may arise in regard to any issue including distribution of new equity shares and fractional certificates as they think fit.	
167.	(1) The books containing the minutes of the proceedings of any General Meetings of the Company shall be open to inspection of members without charge on such days and during such business hours as may consistently with the provisions of Section 119 of the Act be determined by the Company in General Meeting and the members will also be entitled to be furnished with copies thereof on payment of regulated charges. (2) Any member of the Company shall be entitled to be furnished within seven days after he has made a request in that behalf to the Company with a copy of any minutes referred to in sub-clause (1) hereof on payment of Rs. 10 per page or any part thereof.	**Inspection of Minutes Books of General Meetings.**
168.	a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors. b) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.	**Inspection of Accounts**
	FOREIGN REGISTER	
169.	The Company may exercise the powers conferred on it by the provisions of the Act with regard to the keeping of Foreign Register of its Members or Debenture holders, and the Board may, subject to the provisions of the Act, make and vary such regulations as it may think fit in regard to the keeping of any such Registers.	**Foreign Register.**
	DOCUMENTS AND SERVICE OF NOTICES	
170.	Any document or notice to be served or given by the Company be signed by a Director or such person duly authorised by the Board for such purpose and the signature may be written or printed or lithographed.	**Signing of documents & notices to be served or given.**
171.	Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the company may be signed by a Director, the Manager, or Secretary or other Authorised Officer of the Company and need not be under the Common Seal of the Company.	**Authentication of documents and proceedings.**
	WINDING UP	
172.	Subject to the provisions of Chapter XX of the Act and rules made thereunder— (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the	

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	members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not. (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.	
	INDEMNITY	
173.	Subject to provisions of the Act, every Director, or Officer or Servant of the Company or any person (whether an Officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors to pay, out of the funds of the Company, all costs, charges, losses and damages which any such person may incur or become liable to, by reason of any contract entered into or act or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Officer or Auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favor, or in which he is acquitted or in connection with any application under Section 463 of the Act on which relief is granted to him by the Court.	**Directors' and others right to indemnity.**
174.	Subject to the provisions of the Act, no Director, Managing Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Directors or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any lossor damage arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.	**Not responsible for acts of others**

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	SECRECY	
175.	(a) Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the company shall, if so required by the Directors, before entering upon his duties, sign a declaration pleading himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.	**Secrecy**
	(b) No member or other person (other than a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties or the books of accounts of the Company without the permission of the Board of Directors of the Company for the time being or to require discovery of or any information in respect of any detail of the Company's trading or any matter which is or may be in the nature of trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to disclose or to communicate.	**Access to property information etc.**

SECTION IX- 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 Draft Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Draft Prospectus will be delivered to the Registrar of Companies for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at Shivalik-2, Shop No.6, Nr. Pushkardham Temple, University Road, Rajkot – 360005, Gujarat, India from date of filing this Draft Prospectus with Registrar of Companies to Offer Closing Date on working days from 10.00 a.m. to 5.00 p.m.

Material Contracts

1. Offer Agreement dated January 5, 2018 between our Company, Selling Shareholders and the Lead Manager.
2. Agreement dated January 5, 2018 between our Company, Selling Shareholders and Bigshare Services Private Limited Registrar to the Offer.
3. Underwriting Agreement dated January 5, 2018 between our Company, Selling Shareholders and Underwriter viz. Lead Manager.
4. Share Escrow Agreement dated January 5, 2018 entered into between the Selling Shareholders, our Company, Lead Manager and Share Escrow Agent.
5. Market Making Agreement dated January 5, 2018 between our Company, Selling Shareholders, Market Maker and the Lead Manager.
6. Banker to the Offer and Refund Banker to the Offer Agreement dated January 5, 2018 amongst our Company, Selling Shareholders, the Lead Manager, Public Issue Bank/ Banker to the Offer and the Registrar to the Offer.
7. Tripartite agreement among the NSDL, our Company and Registrar to the Offer dated [•]
8. Tripartite agreement among the CDSL, our Company and Registrar to the Offer dated [•].

Material Documents

1. Certified true copy of the Memorandum and Articles of Association of our Company including certificates of incorporation.
2. Resolution of the Board dated December 12, 2017 authorizing the Offer
3. Special Resolution of the shareholders passed at the AGM dated January 3, 2018 authorizing the Offer.
4. Statement of Tax Benefits dated January 5, 2018 issued by our Peer Reviewed Auditor M/s. G P Kapadia & Co., Chartered Accountants.
5. Report of the Peer Reviewed Auditor, M/s. G P Kapadia & Co., Chartered Accountants, dated January 5, 2018 on the Restated Financial Statements for the period ended September 30, 2017 and financial year ended as on March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 of our Company.
6. Consents of Promoters, Directors, Selling Shareholders, Company Secretary and Compliance Officer, Chief Executive Officer, Chief Financial Officer, Statutory Auditor, Peer Reviewed Auditor, Legal Advisor to the Offer, the Lead Manager, Registrar to the Offer, Underwriter, Market Maker, Banker to the Offer to act in their respective capacities.
7. Copy of approval from BSE Limited *vide* letter dated [●], to use the name of BSE Ltd. in this offer document for listing of Equity Shares on SME Platform of BSE Ltd. .
8. Due Diligence Certificate dated January 11, 2018 from Lead Manager to BSE Limited

None of the contracts or documents mentioned in this Draft Prospectus may be amended or modified at any time without reference to the shareholders, subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION BY SELLING SHAREHOLDERS

We, the under signed Selling Shareholders hereby certifies that all the statements made by the "Selling Shareholders" in this Draft Prospectus about or in relation to itself in connection with the Offer for Sale, and the Equity Shares offered by the "Selling Shareholders" in the Offer for Sale are true and correct.

Signed by Selling Shareholders

Sd/- **Ashok Dudhagara**	**Sd/-** **Prafulaben Dudhagara**

Place: RAJKOT
Date: January 11, 2018

DECLARATION

We, the under signed, hereby certify and declare that, all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India or the regulations / guidelines issued by SEBI, as the case may be, have been complied with and no statement made in the Draft Prospectus is contrary to the provisions of the Companies Act, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations / guidelines issued, as the case may be. We further certify that all the disclosures and statements made in the Draft Prospectus are true and correct.

Signed by all the Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary and Compliance Officer of our Company

Name and designation	Signature
Ashok Dudhagara *Chairman & Managing Director*	Sd/-
Prafulaben Dudhagara *Executive Director*	Sd/-
Nirav Bhupatbhai Baldha *Non Executive and Independent Director*	Sd/-
Ankur Bakulesh Jani *Non Executive Director*	Sd/-
Ketanbhai Vadaliya *Non Executive and Independent Director*	Sd/-

Signed by Chief Financial Officer and Company Secretary and Compliance Officer of the Company

_____Sd/-_____ _____Sd/-_____

Paraskumar Chovatiya Reena Kanabar

Chief Financial Officer *Company Secretary & Compliance Officer*

Place: Rajkot

Date: January 11, 2018